

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

Securities Code: 6005

June 13, 2022

To Our Shareholders:

Daisuke Miyauchi  
President & CEO  
**MIURA CO.,LTD.**  
7 Horie, Matsuyama, Ehime

## Notice of the 64th Annual General Meeting of Shareholders

You are cordially invited to attend the 64th Annual General Meeting of Shareholders of MIURA CO.,LTD. (the “Company”), which will be held as indicated below.

**If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 28, 2022 (JST).**

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. (Reception starts at 9:30 a.m.) (JST)
- 2. Venue:** Conference room, second floor of MIURA I SITE, Head Office  
7 Horie, Matsuyama, Ehime

### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 64th fiscal year (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 64th fiscal year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Seven (7) Directors Excluding Directors Who Are Audit and Supervisory Committee Members

#### 4. Instructions concerning the exercise of voting rights

(1) Exercise of voting rights in writing

Please indicate your approval or disapproval for each proposal on the enclosed voting card, and send back the card so that it will arrive by 5:30 p.m. on Tuesday, June 28, 2022 (JST).

(2) Exercise of voting rights via the Internet, etc.

Please refer to page 3 “Instructions for the Exercise of Voting Rights via the Internet” and complete the procedure by 5:30 p.m., Tuesday, June 28, 2022.

- 
- When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception at the Meeting. To help save resources, we ask you to bring this Notice with you to the meeting.
  - On the day of the Meeting, the Company personnel will be dressed “cool-biz” style, or in suits without neckties. We invite all shareholders to dress casually.
  - The following documents are posted on the website of the Company ([https://www.miuraz.co.jp/ir/stockratings/general\\_meeting.html](https://www.miuraz.co.jp/ir/stockratings/general_meeting.html)) pursuant to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, and not stated on the attached documents to this notice (Japanese only).
    - “Status of Share Acquisition Rights,” “System for Ensuring Properness of Operations and Status of Operation of the System” and “Basic Policy Regarding Control of Company” in the Business Report
    - “Consolidated Statements of Changes in Equity” and “Notes to Consolidated Financial Statements ” in the Consolidated Financial Statements
    - “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements
- Therefore, the attached documents to this notice are a part of the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee in preparing the audit report. In addition, the attached documents to this notice are a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Financial Auditor in preparing the audit report.
- If any changes are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements, such changes will be posted on the website of the Company ([https://www.miuraz.co.jp/ir/stockratings/general\\_meeting.html](https://www.miuraz.co.jp/ir/stockratings/general_meeting.html)).
  - Please note that the results of resolutions of this General Meeting of Shareholders will be posted on the Company’s website instead of being distributed in writing.

## [Exercise of voting rights via the Internet, etc.]

When exercising your voting rights via the Internet, etc., please note the following before exercising your voting.

### 1. Website for the exercise of voting rights

(1) Exercising your voting rights via the Internet, etc. is only available by accessing the designed website (<https://www.web54.net>).

When exercising your voting rights via the Internet, the “voting rights exercise code” and “password” provided in the bottom left corner of the voting card are required.

(2) When exercising your voting rights using a smartphone, use “Smart Vote.”

### 2. Handling of exercise of voting rights

(1) If the voting rights are exercised multiple times via the Internet, etc. and in writing, only the exercise of the voting rights via the Internet, etc. shall be valid.

(2) If the voting rights are exercised multiple times via the Internet, etc., only the last exercise of the voting rights shall be valid.

(3) The fees payable to the providers and to telecommunication carriers (connection fees, etc.) for accessing the website for the exercise of voting rights shall be borne by the shareholders.

(4) Please exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 28, 2022 (JST). An early exercise of your voting rights would be very much appreciated.

### 3. Handling of password and voting rights exercise code

(1) The passwords are important information to identify the individual exercising a voting right as the actual shareholder. Please keep your password safe in the same manner as your seal or PIN number until the end of this General Meeting of Shareholders.

(2) If the wrong password is entered a certain number of times, your password will be rendered unusable. Shareholders who wish to have a password reissued are advised to follow the instructions shown on the screen.

(3) Voting rights exercise code printed on the voting card is only effective for this General Meeting of Shareholders.

### 4. Use of electronic voting platform (for institutional investors)

For institutional investors, the electronic voting platform operated by ICJ Inc. is also available to electronically exercise the voting rights for this General Meeting of Shareholders.

**◎If you have any inquires about online voting on this website (If you do not know how to operate a computer etc.), please contact the following:**

**Sumitomo Mitsui Trust Bank, Limited, Securities Agent Web Support Hotline:  
[Tel] 0120 (652) 031 (Opening Hours: 9:00 a.m. to 9:00 p.m.)**

◎For other inquiries, please contact the following:

<Shareholders who have accounts with securities companies>

Please contact your securities company.

<Shareholders who do not have accounts with securities companies (special account holders)>

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Planning Dept:

[Tel] 0120 (782) 031

(Opening Hours: 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and national holidays)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

Based on the basic policy to maintain stable dividends, and endeavor to enhance internal reserves in order to strengthen the management foundation and provide for future business expansion while providing appropriate return of profits in line with consolidated business performance, the Company proposes the appropriation of surplus for the fiscal year ended March 31, 2022 as follows.

1. Year-end dividends
  - i) Type of dividend property  
Cash
  - ii) Allotment of dividend property and their aggregate amount  
¥22 per common share of the Company  
Total amount of dividend: ¥2,488,769,624
  - iii) Effective date of dividends of surplus  
June 30, 2022
2. Other appropriation of surplus
  - i) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥7,000,000,000
  - ii) Item of surplus to be increased and amount of increase  
General reserve: ¥7,000,000,000

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reason for the proposal

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

- (1) Article 14, Paragraph 1 in the “Proposed amendments” below stipulates that the Company shall take measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. in electronic format.
- (2) Article 14, Paragraph 2 in the “Proposed amendments” below establishes the provision to limit the scope of the items to be stated in the paper-based documents that are delivered to shareholders who requested delivery of paper-based documents.
- (3) Since the provisions for Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc. (Article 14 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined portions indicate the proposed changes)

Current Articles of Incorporation	Proposed amendments
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)	(Deleted)
<p><u>Article 14. When the Company convenes the General Meeting of Shareholders, if it discloses information that is to be stated or presented in the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p>	<p>(Electronic Provision Measures, Etc.)</p>

Current Articles of Incorporation	Proposed amendments
<p>(Supplementary Provisions)</p> <p>(Newly established)</p> <p>Pursuant to the provision of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of its Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages resulting from negligence of their duties with regard to their acts prior to the conclusion of the 57th Annual General Meeting of Shareholders to the extent provided for in laws and regulations.</p> <p>(Newly established)</p>	<p>Article 14.</p> <ol style="list-style-type: none"> <li>1. When the Company convenes the General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. in electronic format.</li> <li>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</li> </ol> <p>(Supplementary Provisions)</p> <p>(Transitional Measures Regarding Exemption of Corporate Auditors from Liability)</p> <p>Article 1. Pursuant to the provision of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of its Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages resulting from negligence of their duties with regard to their acts prior to the conclusion of the 57th Annual General Meeting of Shareholders to the extent provided for in laws and regulations.</p> <p><u>(Transitional Measures for Providing Informational Material for the General Meeting of Shareholders in Electronic Format)</u></p>

Current Articles of Incorporation	Proposed amendments
	<p><u>Article 2.</u></p> <p><u>1. The deletion of Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and the establishment of Article 14 of the Articles of Incorporation (Electronic Provision Measures, Etc.) shall take effect from September 1, 2022.</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any General Meeting of Shareholders held on a date within six months from September 1, 2022.</u></p> <p><u>3. Article 2 of These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022, or on the date when three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 3: Election of Seven (7) Directors Excluding Directors Who Are Audit and Supervisory Committee Members**

The term of office of all eight (8) Directors excluding Directors who are Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of Seven (7) Directors excluding Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee is convinced that all candidates are appropriate as Directors of the Company, after considering the structure of board of directors and the candidates' performance of the duties, knowledge and capabilities, etc.

The candidates are as follows:

Candidate No.	Name	Current position in the Company	Attendance at meetings of the Board of Directors	Remarks
1	Daisuke Miyauchi	Representative Director, President & CEO	13/13 (100%)	(Reelection)
2	Noriyuki Takechi	Representative Director, Senior Managing Officer	13/13 (100%)	(Reelection)
3	Yasuo Ochi	Representative Director, Senior Managing Officer & CTO	13/13 (100%)	(Reelection)
4	Yoshihiro Kojima	Director, Executive Managing Officer	13/13 (100%)	(Reelection)
5	Tsuyoshi Yoneda	Director, Executive Managing Officer	13/13 (100%)	(Reelection)
6	Masayuki Hiroi	Director, Executive Managing Officer	10/10 (100%)	(Reelection)
7	Tateshi Higuchi	Outside Director	13/13 (100%)	(Reelection) (Outside) (Independent)

Notes: There were 13 meetings of the Board of Directors held between April 1, 2021 and March 31, 2022, and 10 meetings of the Board of Directors held after the appointment of Masayuki Hiroi.



Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
1	Daisuke Miyauchi (Jun. 29 1962) (Reelection)  Attendance at meetings of the Board of Directors 13/13(100%)	<p>Apr.1997    Joined the Company</p> <p>Jul. 2000    President, MIURA BOILER WEST,INC. (currently MIURA AMERICACO.,LTD.)</p> <p>Jan.2006    General Manager of Chubu Management Center, the Company</p> <p>Jul. 2008    General Manager of System Innovation Division</p> <p>Jul. 2009    Executive Officer</p> <p>Jan. 2010    Deputy Director of Eastern Japan Business Headquarters Deputy Director of New Business Development Headquarters</p> <p>Jun. 2010    Director Director of Metropolitan Area Business Headquarters</p> <p>Jul. 2012    Director of Aqua Business Headquarters Director of Environmental Business Headquarters</p> <p>Jul. 2014    Director of Americas Business Headquarters</p> <p>Apr.2016    Representative Director &amp; President Executive Officer</p> <p>Jun.2016    Representative Director, President &amp; CEO (to present)</p>	64,861 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has been controlling the Company's overall management as Representative Director and President since April 2016, making use of his ample experience and past results accumulated in Japan and abroad. The Company requests his re-election as Director since it considers that his broad view as the corporate manager can be utilized for its overall management and further globalization.</p>			
2	Noriyuki Takechi (Nov. 19, 1961) (Reelection)  Attendance at meetings of the Board of Directors 13/13(100%)	<p>Apr.1984    Joined the Company</p> <p>Aug.2003    General Manager of Kyoto Branch</p> <p>Jan. 2006    General Manager of Nagoya Branch</p> <p>Jun. 2009    General Manager of Kinki Management Center</p> <p>Jul. 2013    Executive Officer Director of Chubu &amp; Kinki Business Headquarters</p> <p>Jul. 2016    Senior Executive Officer</p> <p>Apr.2019    Executive Managing Officer Director of Sales Business Headquarters (to present)</p> <p>Jun. 2019    Representative Director, Senior Managing Officer (to present)</p>	18,300 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has wide experience of execution of operations, having been directing the Company's domestic sales department for many years. In addition, he has work experience in important duties as Executive Officer since July 2013 and has assumed the work responsibilities as Representative Director since June 2019. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the business in Japan, can be utilized for its management.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
3	<p data-bbox="347 734 488 815">Yasuo Ochi (Jul. 29, 1958) (Reelection)</p> <p data-bbox="316 846 520 949">Attendance at meetings of the Board of Directors 13/13(100%)</p>	<p data-bbox="536 320 1230 1173"> Apr. 1982    Joined the Company  Jul. 2000    General Manager of Water Treatment Technical Department  Jul. 2004    General Manager of DS Engineering Department  Apr. 2005    General Manager of Sales Engineering Department  Aug.2006    Executive Officer  Jun. 2007    Director                    Director of Technical Headquarters  Jun. 2010    Executive Managing Director, Executive Managing Officer  Jul. 2012    Director of BP Business Headquarters  Apr.2014    Director of Western Japan Business Headquarters  Jul. 2014    Director of Aqua Business Headquarters                    Director of Environmental Business Headquarters  Apr. 2016    Director of Americas Business Headquarters  Jun. 2016    Director, Executive Managing Officer  Jun. 2019    Executive Managing Officer                    Director of Aqua Headquarters                    Director of Environmental Business Headquarters  Jun. 2020    Director, Executive Managing Officer &amp; CTO                    Director of R&amp;D Center                    Director of Boiler Technical Headquarters                    Director of Food Equipment Headquarters                    Director of Medical Equipment Headquarters  Apr.2021    Director of Technical Headquarters (to present)                    Director of Production Headquarters (to present)                    Director of Ship Machinery Headquarters (to present)  Jun. 2021    Representative Director, Senior Managing Officer &amp; CTO                    (to present) </p> <p data-bbox="536 1196 1230 1370"> (Important concurrent positions at other organizations)  Representative Director and Chairman of MIURA KOUKI CO.,LTD.  Representative Director and Chairman of MIURA AQUATEC CO.,LTD.  Representative Director and Chairman of MIURA MANUFACTURING CO.,LTD.  Representative Director and Chairman of MIURA ENVIRONMENTAL MANAGEMENT CO.,LTD. </p>	76,143 shares
<p data-bbox="308 1382 863 1406"><b>Reason for the nomination as a candidate for Director</b></p> <p data-bbox="308 1408 1401 1547">The candidate has wide experience of execution of operations, having been a valuable contributor to product development of the Company as a technical expert for many years and a driving force in the domestic and overseas operations of the Boiler Business. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career as well as his leadership can be utilized for its management.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
4	Yoshihiro Kojima (Mar. 7, 1962) (Reelection)  Attendance at meetings of the Board of Directors 13/13(100%)	<p>Apr.1982    Joined the Company</p> <p>Nov.2001    General Manager of Nagoya MI Branch</p> <p>Apr.2002    General Manager of Nagoya Branch</p> <p>Jan. 2003    General Manager of SHANGHAI MIURA BOILER CO.,LTD.</p> <p>Nov.2004    Chairman of MIURAINDUSTRIES (SUZHOU) CO.,LTD. (currently MIURA INDUSTRIES (CHINA) CO.,LTD.) (to present)</p> <p>Jul. 2010    Executive Officer, the Company Deputy Director of Asia Business Headquarters</p> <p>Jun.2013    Director (to present)</p> <p>Jul. 2013    Director of Asia Business Headquarters</p> <p>Apr.2014    Chairman of KOREA MIURA CO.,LTD. (to present)</p> <p>Jan. 2015    Director of International Business Headquarters, the Company</p> <p>Jun.2016    Executive Managing Officer (to present)</p> <p>Jun.2019    Director of Americas Business Headquarters Chairman of MIURA AMERICA CO.,LTD. (to present)</p> <p>Apr.2021    Director of Global Business Headquarters (to present)</p> <p>(Important concurrent positions at other organizations) Chairman of KOREA MIURA CO.,LTD. Chairman of MIURA INDUSTRIES (CHINA) CO.,LTD. Chairman of MIURA AMERICA CO.,LTD.</p>	32,368 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has rich experience of execution of operations because he has been engaged in the Asia Business focusing on China for many years, making use of his sales experience in Japan. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the overseas business, can be utilized for its management.</p>			
5	Tsuyoshi Yoneda (Oct. 22, 1968) (Reelection)  Attendance at meetings of the Board of Directors 13/13(100%)	<p>Apr.1991    Joined the Company</p> <p>Apr.2005    General Manager of DS Engineering Department General Manager of DS Business Administrative Department</p> <p>Apr.2008    General Manager of Water Treatment Technical Department</p> <p>Jun.2009    General Manager of Water Treatment Technical Division</p> <p>Jan. 2010    General Manager of Aqua Strategy Division</p> <p>Jul. 2012    Executive Officer Deputy Director of Aqua Business Headquarters Deputy Director of Environmental Business Headquarters</p> <p>Apr.2016    Director of Aqua Business Headquarters Director of Environmental Business Headquarters</p> <p>Jun.2016    Director, Executive Managing Officer (to present)</p> <p>Apr 2017    Director of Aqua Headquarters</p> <p>Jun.2019    Representative Director and Chairman of Inax Corporation (to present)</p> <p>Apr.2020    Director of Laundry Business Headquarters</p> <p>Apr.2021    Director of Laundry Business Headquarters (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director and Chairman of Inax Corporation</p>	18,306 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has been engaged in the Company's Aqua System Business and Environmental Business for many years and contributed to growth of these businesses as a technical expert and the strategic manager of the businesses. The Company requests his re-election as Director since his experience and knowledge accumulated through his career can be utilized for further growth of the Group and enhancement of its corporate value.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
6	<p>Masayuki Hiroi (Jul. 24, 1964) (Reelection)</p> <p>Attendance at meetings of the Board of Directors 10/10(100%)</p>	<p>Oct. 1985    Joined the Company</p> <p>Jun.2004    General Manager of Ibaraki Branch</p> <p>Jun.2006    General Manager of Sales &amp; Maintenance Support Department</p> <p>Jan.2010    General Manager of Kita-kanto &amp; Shinetsu Management Center</p> <p>Jul. 2012    General Manager of Sales &amp; Maintenance Support Division</p> <p>Jul. 2015    Executive Officer Director of BP Business Headquarters</p> <p>Jul. 2018    Senior Executive Officer</p> <p>Apr.2019    General Manager of BP Business Headquarters</p> <p>Apr.2021    Deputy Director of Administration Headquarters</p> <p>Jun.2021    Director, Executive Managing Officer (to present) Director of Administration Headquarters (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director and Chairman of MIURA SA CO.,LTD. Representative Director and President of MIURA JOB PARTNER CO.,LTD. Chief Director of MIURA Group Corporate Pension Fund</p>	5,627 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has extensive experience in business execution, having been directing the Company's domestic maintenance, sales, sales support departments, administration departments and for many years. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career can be utilized for its management.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
7	<p>Tateshi Higuchi (Apr. 11, 1953) (Reelection) (Outside) (Independent)</p> <p>Attendance at meetings of the Board of Directors 13/13(100%)</p>	<p>Apr. 1978 Entered National Police Agency Aug. 2007 Deputy Director General for Policy Evaluation and Deputy Director General of National Police Agency Aug. 2008 Chief of Personnel and Training Bureau of Tokyo Metropolitan Police Department Mar. 2009 Deputy Superintendent General and Acting Chief of Personnel and Training Bureau of Tokyo Metropolitan Police Department Jan. 2010 Chief of Community Safety Bureau of National Police Agency Aug.2011 Superintendent General Apr. 2014 Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of the Union of Myanmar Jun. 2018 Member of the Audit and Supervisory Board (Outside) of DAIICHI SANKYO COMPANY, LIMITED (to present) Jun. 2019 Outside Director (to present) Outside Director of Nippon Gas Line Co.,Ltd. (to present) Apr. 2020 Commissioner of Japan Casino Regulatory Commission (to present)</p> <p>(Important concurrent positions at other organizations) Member of the Audit and Supervisory Board (Outside) of DAIICHI SANKYO COMPANY, LIMITED Outside Director of Nippon Gas Line Co.,Ltd. Commissioner of Japan Casino Regulatory Commission</p>	3,279 shares
<p><b>Reason for nomination as a candidate for Outside Director and outline of expected roles</b> Although the candidate has no experience in involvement in company management by means other than serving as an outside officer, he has ample experience, advanced expertise and overseas knowledge because he has held an important position in the government administrative organization, etc. The Company requests his re-election as Outside Director since he can provide sound advice and supervision on the Company's overall management and especially on the management of the Company that aims at expansion of overseas business. He is currently an Outside Director, and at the close of this meeting, his tenure will have been two (3) years.</p> <p><b>Independence of the candidate</b> He meets the Company's "Independence Criteria for Outside Directors" (stated on page 15), and has sufficient independence.</p>			

Notes:

1. There are no special interests between each candidate and the Company.
2. The company has concluded agreement with Mr. Tateshi Higuchi limiting his liability for damage to the higher of ¥5 million or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, provided he perform his duties in good faith and without gross negligence. If his reappointment is approved, the Company plans to renew the aforementioned agreement with him.
3. Mr. Tateshi Higuchi is candidate for Outside Director. The Company has designated Mr. Tateshi Higuchi as independent officer and notified the Tokyo Stock Exchange of such designation in accordance with its regulation. In addition, if the election of Mr. Tateshi Higuchi is approved, the Company plans to designate him as independent officer and notify the designation to the Tokyo Stock Exchange in accordance with its regulation. Please refer to page 15 for details of the Company's "Independence Criteria for Outside Directors."
4. The Company has entered into a compensation policy with Mr. Daisuke Miyauchi, Mr. Noriyuki Takechi, Mr. Yasuo Ochi, Mr. Yoshihiro Kojima, Mr. Tsuyoshi Yoneda, Mr. Masayuki Hiroi and Mr. Tateshi Higuchi as provided for in Article 430-2, Paragraph 1 of the Companies Act, and the Company will compensate the expenses provided for in Item 1 of the same Paragraph and the loss provided for in Item 2 of the same Paragraph to the extent provided for in laws and regulations. However, there are certain reasons for coverage exemption, such as not covering damages caused by performance of an illegal act with full knowledge of its illegality. If each candidate is reelected and assumes office as a Director, the Company plans to continue the policy with each of them.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insured under this insurance policy include Directors (including Directors who are Audit and Supervisory Committee Members), Executive Officers, and other important employees of the Company, and the insurance premiums are borne 10% by the insured and 90% by the Company. The insurance policy covers the amount of damages and litigation expenses that the insured would incur in the event of a claim for damages from shareholders or third parties. However, there are certain reasons for coverage exemption, such as not covering damages caused by performance of an illegal act with full knowledge of its illegality. If each candidate is reelected and assumes office as a Director, they will be insured under the insurance policy. In addition, the Company plans to renew the policy under the same terms at the next renewal.

### (Reference) The Company's "Independence Criteria for Outside Directors"

In addition to the criteria set forth by the financial instruments exchange, the Company has established its own criteria as follows:

1. When the person serves or served, or executes or executed operations at any transaction counterparty of the Company currently or within the past three years, all the annual amount of the transactions in the past three years does not exceed 2% of the most recent consolidated net sales of the both companies.
2. (1) When the person receives or received cash or other assets, except for directors' remuneration, as a consultant, accounting specialist or legal profession currently or within the past three years, the average amount of the assets for the past three years does not exceed ¥10 million.  
(2) When the person belongs to any organization, such as a corporate body or association, that receives or received cash or other assets from the Company as a consultant, accounting specialist or legal profession currently or within the past three years, the average amount of the assets for the past three years does not exceed the higher of ¥10 million or 2% of the most recent consolidated net sales of the organization.
3. When the person receives or received donations from the Company currently or within the past three years, or belongs to any organization, such as a corporate body or association, that receives or received donations from the Company currently or within the past three years, the average amount of the assets received from the Company for the past three years does not exceed 2% of the most recent annual income of the person or the organization.
4. The person does not belong to any company with which the Company cross-holds shares.
5. The person does not belong to any company with which the Company has conducted mutual dispatch of officers.

### Composition of the Board of Directors (scheduled from June 29, 2022)

The Company appoints Directors who are professionals equipped with ample experience, extensive knowledge, and considerable skills across various fields with the aims of appropriately facilitating decision-making and management supervision, and sustainably enhancing corporate value taking into account the need for diversity and balance.

Name	Independent	Knowledge, experience, and skills possessed by Directors					
		Corporate management	Equipment sales and maintenance	Global	Production, Technology, R&D	Legal & Risk Management	Finance & Accounting
Daisuke Miyauchi	—	○	○	○	○		
Noriyuki Takechi	—	○	○				
Yasuo Ochi	—	○	○	○	○		
Yoshihiro Kojima	—	○	○	○			
Tsuyoshi Yoneda	—	○	○		○		
Masayuki Hiroi	—	○	○		○	○	○
Tateshi Higuchi Outside	○			○		○	
Toshihide Harada	—	○	○				○
Naoki Saiki Outside	○	○		○			○
Yoshiaki Ando Outside	○	○		○			○
Tatsuko Koike Outside	○					○	

Notes: The above table does not represent all of the knowledge and experience of the Directors.

## **The Company’s “Basic Policy on Corporate Governance”**

The Company recognizes the importance of building good relationships with its shareholders and other stakeholders, and aiming to achieve growth together. Based on this recognition, the Company’s basic policy on corporate governance is to enhance its management system with the aim of achieving fair, transparent, and highly efficient management, and to establish an autonomous system that enables active action to sustainably enhance corporate value, and the Company believes it is an important management issue.

In addition, we conduct our corporate activities based on the “MIURA Way,” a philosophy consisting of three pillars: “Creation and Challenge,” “Trust and Communication,” and “Fairness and Justice,” and with this “MIURA Way” in mind, our basic policy for corporate governance is to build and implement systems that contribute to the sustainable enhancement of the Company’s corporate value.

For more information, please visit the Company’s website on the internet.

The website of the Company : [https://www.miuraz.co.jp/csr/governance/corporate\\_governance.html](https://www.miuraz.co.jp/csr/governance/corporate_governance.html)

## **[Topics] Information disclosure based on the TCFD recommendations**

In May 2022, the Company disclosed information in alignment with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations from the perspectives of governance, strategy, risk management, and metrics and targets, in relation to business risks and opportunities associated with climate change. The Company will continue to further address climate change and disclose information in that regard with its sights set on helping to achieve a sustainable society.

For more information, please visit the Company’s website on the internet.

The website of the Company : <https://www.miuraz.co.jp/news/ir/2022/1257.php>