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Securities Code: 6005

June 13, 2023

(Start Date for Electronic Provision Measures: June 2, 2023)

To Our Shareholders:

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

## Notice of the 65th Annual General Meeting of Shareholders

You are cordially invited to attend the 65th Annual General Meeting of Shareholders of MIURA CO.,LTD. (the “Company”), which will be held as indicated below.

For the convocation of this General Meeting of Shareholders, we are taking electronic provision measures for the information that constitutes the Reference Documents for the General Meeting of Shareholders (items subject to electronic provision measures), which have been published online on the Company’s website; please access the website at the URL below to check this information.

### The Company’s website

[https://www.miuraz.co.jp/ir/stockratings/general\\_meeting.html](https://www.miuraz.co.jp/ir/stockratings/general_meeting.html)



In addition to above, the information has also been posted on the Tokyo Stock Exchange (TSE) website, so please access the TSE website (Listed Company Search) below, enter “MIURA” in the “Issue name (company name)” field or the Company’s securities code “6005” in the “Code” field, select search, then select “Basic information” followed by “Documents for public inspection/PR information,” and then select “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under the “Filed information available for public inspection” section to check this information.

### TSE website (Listed Company Search)

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



**If you are unable to attend the Meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. 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 Wednesday, June 28, 2023 (JST).**

1. **Date and Time:** Thursday, June 29, 2023, 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 65th fiscal year (from April 1, 2022 to March 31, 2023), 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 65th fiscal year (from April 1, 2022 to March 31, 2023)

**Matters to be resolved**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Seven (7) Directors Excluding Directors Who Are Audit and Supervisory Committee Members

**Proposal No. 3:** Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

**Proposal No. 4:** Election of Financial Auditor

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

- (1) Exercise of voting rights via the Internet, etc.niyoru

Please refer to the attached “Guide to Exercising Voting Rights via the Internet, etc.” and complete the procedure by 5:30 p.m., Wednesday, June 28, 2023 (JST).

- (2) Exercise of voting rights in writing

Please indicate your approval or disapproval for each proposal on the voting card that has been sent with this Notice, and send back the card so that it will arrive by 5:30 p.m. on Wednesday, June 28, 2023 (JST). If you do not indicate your approval or disapproval for each proposal on the voting card, this will be regarded as an indication of approval.

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- When you attend the Meeting, you are kindly requested to present the voting card that has been sent with this Notice at the reception at 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.
- If any changes are made to the items subject to electronic provision measures, a statement to this effect as well as the items prior to and after the change will be posted online on the Company’s website and on the TSE website as described above. Shareholders who have requested issuance in writing will be sent a document that states the items subject to electronic provision measures. However, such a document, pursuant to laws and regulations as well as Article 14, Paragraph 2 of the Articles of Incorporation of the Company, will not include the items stated below.
  - “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 Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements provided in this document are a part of the documents that were subject to auditing at the time of the preparation of the audit report by the Financial Auditor and the audit report by the Audit and Supervisory Committee.
- 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.

## **[Guide to Exercising 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 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 Wednesday, June 28, 2023 (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 inquiries 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, 2023 as follows.

1. Year-end dividends
  - i) Type of dividend property  
Cash
  - ii) Allotment of dividend property and their aggregate amount  
¥26 per common share of the Company  
Total amount of dividend: ¥2,910,233,690
  - iii) Effective date of dividends of surplus  
June 30, 2023
2. Other appropriation of surplus
  - i) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥11,000,000,000
  - ii) Item of surplus to be increased and amount of increase  
General reserve: ¥11,000,000,000

**Proposal No. 2: Election of Seven (7) Directors Excluding Directors Who Are Audit and Supervisory Committee Members**

The term of office of all seven (7) 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	14/14 (100%)	(Reelection)
2	Masayuki Hiroi	Director, Managing Executive Officer	14/14 (100%)	(Reelection)
3	Noriyuki Takechi	Representative Director, Senior Managing Officer	14/14 (100%)	(Reelection)
4	Yoshihiro Kojima	Director, Executive Managing Officer	14/14 (100%)	(Reelection)
5	Tsuyoshi Yoneda	Director, Executive Managing Officer	14/14 (100%)	(Reelection)
6	Kenichi Kawamoto	Deputy Director, Sales Business Headquarters	-/- (-%)	(New appointment)
7	Tateshi Higuchi	Outside Director	14/14 (100%)	(Reelection) (Outside) (Independent)

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 14/14 (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> <p>(Important concurrent positions at other organizations) Chairman of the Japan Small Once-through Boiler Association</p>	70,432 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 reelection 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	Masayuki Hiroi (Jul. 24, 1964) (Reelection)  Attendance at meetings of the Board of Directors 14/14 (100%)	<p>Oct. 1985    Joined the Company</p> <p>Jan. 2004    General Manager of Ibaraki Branch Office</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, Managing Executive 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>	9,128 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, and administration departments for many years. The Company requests his reelection 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
3	<p data-bbox="331 387 496 472">Noriyuki Takechi (Nov. 19, 1961) (Reelection)</p> <p data-bbox="331 501 496 607">Attendance at meetings of the Board of Directors 14/14 (100%)</p>	<p data-bbox="544 320 639 342">Apr. 1984</p> <p data-bbox="544 349 639 371">Aug. 2003</p> <p data-bbox="544 378 639 400">Jan. 2006</p> <p data-bbox="544 407 639 430">Jun. 2009</p> <p data-bbox="544 436 639 459">Jul. 2013</p> <p data-bbox="544 510 639 533">Jul. 2016</p> <p data-bbox="544 539 639 562">Apr. 2019</p> <p data-bbox="544 613 639 636">Jun. 2019</p> <p data-bbox="671 320 1230 658"> Joined the Company  General Manager of Kyoto Branch Office  General Manager of Nagoya Branch Office  General Manager of Kinki Management Center  Executive Officer  Director of Chubu &amp; Kinki Business Headquarters  Senior Executive Officer  Executive Managing Officer  Director of Sales Business Headquarters (to present)  Representative Director, Senior Managing Officer (to present) </p>	24,849 shares
<p data-bbox="308 689 863 712"><b>Reason for the nomination as a candidate for Director</b></p> <p data-bbox="308 719 1374 853">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 reelection 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
4	Yoshihiro Kojima (Mar. 7, 1962) (Reelection)  Attendance at meetings of the Board of Directors 14/14 (100%)	<p>Apr. 1982    Joined the Company</p> <p>Nov. 2001    General Manager of Nagoya MI Branch Office</p> <p>Apr. 2002    General Manager of Nagoya Branch Office</p> <p>Jan. 2003    General Manager of SHANGHAI MIURA BOILER CO.,LTD.</p> <p>Nov. 2004    Chairman of MIURA INDUSTRIES (SUZHOU) CO.,LTD. (currently MIURA INDUSTRIES (CHINA) CO.,LTD.) (to present)</p> <p>Jul. 2010    Executive Officer 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</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 MIURA INDUSTRIES (CHINA) CO.,LTD. Chairman of MIURA AMERICA CO.,LTD.</p>	36,268 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 reelection 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 14/14 (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</p> <p>Apr. 2020    Director of Laundry Business Headquarters</p> <p>Apr. 2021    Director of Laundry Business Headquarters (to present)</p> <p>Jun. 2022    Representative Director, President &amp; CEO of Inax Corporation (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director, President &amp; CEO of Inax Corporation</p>	21,246 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 reelection 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	Kenichi Kawamoto (Mar. 1, 1971) (New appointment)  Attendance at meetings of the Board of Directors -/- (-%)	Apr. 1993    Joined the Company Apr. 2007    General Manager of Shonan Branch Office Apr. 2009    General Manager of Niigata Branch Office Apr. 2013    General Manager of Tokyo MI & Total Solution Department 3 Apr. 2014    General Manager of MI Solutions Division Jun. 2016    General Manager of Chubu Management Center Apr. 2017    General Manager of MI Division Jan. 2023    Deputy Director of Sales Business Headquarters (to present)	764 shares
<p><b>Reason for the nomination as a candidate for Director</b>            The candidate has extensive experience in business execution, having been directing the total solution strategy in partnership with the Company's aqua business, food equipment business, and heat utilization business, etc., with a focus on the domestic boiler business of the Company over many years. The Company requests his election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the domestic business, 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 14/14 (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  Jun. 2019 Outside Director (to present)  Outside Director of Nippon Gas Line Co.,Ltd. (to present)  Apr. 2020 Commissioner of Japan Casino Regulatory Commission</p> <p>(Important concurrent positions at other organizations)  Outside Director of Nippon Gas Line Co.,Ltd.</p>	4,575 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 reelection 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 four (4) years.</p> <p><b>Independence of the candidate</b>  He meets the Company's "Independence Criteria for Outside Directors" (stated in the attached documents), and has sufficient independence.</p>			

Notes:

1. There are no special interests between each candidate and the Company.
2. Mr. Kenichi Kawamoto is a new candidate.
3. 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.
4. 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 the attached documents for details of the Company's "Independence Criteria for Outside Directors."
5. The Company has entered into a compensation policy with Mr. Daisuke Miyauchi, Mr. Masayuki Hiroi, Mr. Noriyuki Takechi, Mr. Yoshihiro Kojima, Mr. Tsuyoshi Yoneda 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's reappointment is approved, the Company plans to renew the aforementioned agreement with each of them. In addition, if Mr. Kenichi Kawamoto's appointment is approved, the Company plans to enter into a compensation policy under the same terms with him.
6. 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) of the Company, Directors of the Company's subsidiaries, Executive Officers, and other important employees, 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 elected 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.

**Proposal No. 3: Election of Four (4) Directors Who Are Audit and Supervisory Committee Members**

The term of office of all four (4) 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 four (4) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has consented to this proposal.

The candidates are as follows:

Candidate No.	Name	Current position in the Company	Attendance at meetings of the Board of Directors	Remarks
1	Osamu Yamauchi	Director of Audit and Supervisory Committee	-/ (-%)	(New appointment)
2	Naoki Saiki	Outside Director, Audit and Supervisory Committee Member	14/14 (100%)	(Reelection) (Outside) (Independent)
3	Yoshiaki Ando	Outside Director, Audit and Supervisory Committee Member	14/14 (100%)	(Reelection) (Outside) (Independent)
4	Tatsuko Koike	Outside Director, Audit and Supervisory Committee Member	14/14 (100%)	(Reelection) (Outside) (Independent)

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	Osamu Yamauchi (May 13, 1962) (New appointment)  Attendance at meetings of the Board of Directors -/- (-%)	Apr. 1986    Joined the Company Oct. 2004    General Manager of Kita-Kanto Branch Office Jun. 2009    General Manager of Water Treatment Division Jan. 2010    General Manager of Yokohama Branch Office Apr. 2013    General Manager of Kita-Kanto & Shinetsu Management Center Jul. 2013    General Manager of Ship Machinery Division Apr. 2016    General Manager of Ship Machinery Sales Division Jul. 2017    General Manager of Chubu Management Center Apr. 2019    General Manager of Tokai Management Center Oct. 2020    Director of Audit and Supervisory Committee (to present)	335 shares
<p><b>Reason for the nomination as a candidate for Director</b></p> <p>The candidate has extensive experience in business execution across various business domains, including the boiler business, water treatment business, and marine business. In addition, he has assumed the duties of assisting the Audit and Supervisory Committee, and Audit and Supervisory Committee Member of subsidiaries as Director of the Audit and Supervisory Committee since October 2020. The Company requests his election as a Director who is an Audit and Supervisory Committee Member because it judges that he has ability to contribute to further enhancement of the Group's corporate governance and supervise the execution of operations appropriately based on his extensive experience and deep knowledge accumulated through his career.</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
2	<p>Naoki Saiki (Jan. 7, 1954) (Reelection) (Outside) (Independent)</p> <p>Attendance at meetings of the Board of Directors 14/14 (100%)</p>	<p>Oct. 1980    Joined Showa Audit Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Sep. 1983    Registered as Certified Public Accountant</p> <p>Dec. 1983    Registered as Certified Tax Accountant</p> <p>Sep. 1988    Showa Audit Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>                  Seconded to KMG Peat Marwick Hungerfords (currently KPMG Australia)</p> <p>Jul. 1994    Established Saiki CPA &amp; Tax Accountant Office</p> <p>Jun. 2005    External Auditor of Ehime Prefecture (Comprehensive external audit)</p> <p>Jun. 2007    Director of The Japanese Institute of Certified Public Accountants</p> <p>Jul. 2012    Senior Partner of Shikoku Matsuyama Lin Audit Co. (to present)</p> <p>Jun. 2014    Outside Corporate Auditor of the Company</p> <p>Jun. 2015    Outside Director, Audit and Supervisory Committee Member (to present)</p> <p>(Important concurrent positions at other organizations)</p> <p>Senior Partner of Shikoku Matsuyama Lin Audit Co.</p>	8,569 shares
<p><b>Reason for nomination as a candidate for Outside Director and outline of expected roles</b></p> <p>Although the candidate has no experience in involvement in company management by means other than serving as an outside officer, he is well versed in actual corporate practices including audit, accounting and tax affairs as a certified public accountant and certified tax accountant. The Company requests his reelection as Outside Director who is an Audit and Supervisory Committee Member since it considers that he can ensure the legality of the execution of operations and supervise the execution of operations from a neutral standpoint based on his wide experience and knowledge. He is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company, and at the close of this meeting, his tenure will have been eight (8) years. In addition, the candidate previously served as the Company's officer who does not exercise operations (Corporate Auditor).</p> <p><b>Independence of the candidate</b></p> <p>He meets the Company's "Independence Criteria for Outside Directors" (stated in the attached documents), and has sufficient independence.</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	Yoshiaki Ando (Nov. 16, 1951) (Reelection) (Outside) (Independent)  Attendance at meetings of the Board of Directors 14/14 (100%)	Apr. 1975    Joined Konishiroku Photo Industry Co., Ltd. (currently Konica Minolta, Inc.) Mar. 1994    Executive Vice-President and CFO of Konica Business Machines U.S.A., Inc. (currently Konica Minolta Business Solutions U.S.A., Inc.) Jun. 1998    General Manager of Planning Dept., Business Machines Headquarters of Konica Corporation (currently Konica Minolta, Inc.) Oct. 2002    Director and General Manager of Corporate Planning Division of Konica Business Machines Co., Ltd. (currently Konica Minolta Japan, Inc.) Oct. 2003    Director and Senior General Manager of Corporate Planning Division of Konica Minolta Business Solutions Japan Co., Ltd. (currently Konica Minolta Japan, Inc.) Apr. 2005    General Manager of Corporate Finance Division of Konica Minolta Holdings, Inc. (currently Konica Minolta, Inc.) Apr. 2007    Executive Officer and General Manager of Corporate Finance Division of the Company Apr. 2010    Senior Executive Officer of the Company Jun. 2010    Director and Senior Executive Officer, Chief Financial Officer (CFO) of the Company Apr. 2013    Director and Senior Executive Officer, Chief Financial Officer (CFO) of Konica Minolta, Inc. Apr. 2014    Director of the Company Member of the Audit and Supervisory Committee, Compensation Committee and Nominating Committee Jun. 2019    Outside Director, Audit and Supervisory Committee Member (to present) Apr. 2020    Director, Auditor's Office of INTERNATIONAL CHRISTIAN UNIVERSITY (to present) (Important concurrent positions at other organizations) Director, Auditor's Office of INTERNATIONAL CHRISTIAN UNIVERSITY	993 shares
<p><b>Reason for nomination as a candidate for Outside Director and outline of expected roles</b></p> <p>The candidate has sufficient knowledge on overall management because he has assumed the work responsibilities as Executive Officer since April 2007 and Director, Senior Executive Officer and Chief Financial Officer (CFO) since June 2010 at Konica Minolta, Inc. He also has been acting as Audit Committee member, Compensation Committee member and Nominating Committee member at Konica Minolta, Inc. since April 2014. The Company requests his reelection as Outside Director who is an Audit and Supervisory Committee Member since it considers that he can supervise the Company's management by utilizing his experience and knowledge. He is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company, and at the close of this meeting, his tenure will have been four (4) years.</p> <p><b>Independence of the candidate</b></p> <p>He meets the Company's "Independence Criteria for Outside Directors" (stated in the attached documents), and has sufficient independence.</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	Tatsuko Koike (Nov. 21, 1957) (Reelection) (Outside) (Independent)  Attendance at meetings of the Board of Directors 14/14 (100%)	Apr. 1980	Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)	481 shares
		Oct. 1981	Freelance announcer	
		Jan. 2011	Registered as an Attorney-at-law (Daini Tokyo Bar Association) Joined Ginza Sogo Law Office (to present)	
		Jun. 2019	Outside Director of Origin Company, Limited (to present)	
		Jun. 2021	Outside Director, Audit and Supervisory Committee Member (to present)	
		Jun. 2022	Outside Corporate Auditor of Sumitomo Riko Company Limited (to present)	
		(Important concurrent positions at other organizations) Attorney-at-law of Ginza Sogo Law Office Outside Director of Origin Company, Limited Outside Corporate Auditor of Sumitomo Riko Company Limited		
<p><b>Reason for nomination as a candidate for Outside Director and outline of expected roles</b> The candidate has never been involved in the management of a company other than as an outside officer, but has considerable knowledge of legal affairs as a lawyer. The Company requests her reelection as an Outside Director who is an Audit and Supervisory Committee Member, expecting her to provide advice from various perspectives based on her experience and broad insight as an announcer as well as her knowledge of corporate management as an Outside Director and corporate governance as an Outside Corporate Auditor of other companies, and because it judges that she has the ability to supervise business execution with high ethical standards and fair and impartial judgment. She is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company, and at the close of this meeting, her tenure will have been two (2) years.</p> <p><b>Independence of the candidate</b> She meets the Company's "Independence Criteria for Outside Directors" (stated in the attached documents), and has sufficient independence.</p>				

- Notes: 1. There are no special interests between each candidate and the Company.  
2. Mr. Osamu Yamauchi is a new candidate.  
3. The company has concluded agreements with Mr. Naoki Saiki, Mr. Yoshiaki Ando and Ms. Tatsuko Koike limiting their liability for damages to the higher of ¥5 million or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, provided they perform their duties in good faith and without gross negligence. If their reappointments are approved, the Company plans to renew the aforementioned agreements with them. If the appointment of Mr. Osamu Yamauchi is approved, the Company plans to enter into the liability limitation agreements of the same content with him.  
4. Mr. Naoki Saiki, Mr. Yoshiaki Ando and Ms. Tatsuko Koike are candidates for Outside Director. The Company has designated them as independent officers and notified the Tokyo Stock Exchange of such designation in accordance with its regulation. If their reelection is approved, the Company plans to continue to designate them as independent officers and to notify the Tokyo Stock Exchange accordingly. Please refer to the attached documents for details of the Company's "Independence Criteria for Outside Directors."

5. The Company has entered into a compensation policy with Mr. Naoki Saiki, Mr. Yoshiaki Ando and Ms. Tatsuko Koike 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's reappointment is approved, the Company plans to renew the aforementioned agreement with each of them. In addition, if Mr. Osamu Yamauchi's appointment is approved, the Company plans to enter into a compensation policy under the same terms with him.
6. 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) of the Company, Directors of the Company's subsidiaries, Executive Officers, and other important employees, 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 elected and assumes office as a Director who is an Audit and Supervisory Committee Member, 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.

**Proposal No. 4: Election of Financial Auditor**

The term of office of Deloitte Touche Tohmatsu LLC, the Company’s Financial Auditor, will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of Ernst & Young ShinNihon LLC as the new Financial Auditor, based on the decision of the Audit and Supervisory Committee.

The reasons why the Audit and Supervisory Committee has made Ernst & Young ShinNihon LLC candidate for Financial Auditor are that the current Financial Auditor has been conducting audits for a continuous period of many years, that the Company can expect audits to be conducted based on the actual business situation in response to the expansion of the Group’s business both within Japan and overseas and changes in the environment surrounding the Group, and that as a result of a comprehensive examination of their independence, expertise, and quality control system, etc., as an Financial Auditor, it is convinced that the candidate is appropriate.

The candidate for Financial Auditor is as follows:

(As of March 31, 2023)

Name	Ernst & Young ShinNihon LLC			
Address of main office	1-1-2 Yurakucho, Chiyoda-ku, Tokyo			
History	Apr. 2000	Showa Ota & Co. and Century Audit Corporation were merged to form Century Ota Showa & Co.		
	Jul. 2001	Name changed to ShinNihon Audit Firm		
	Jul. 2008	Name changed to ShinNihon LLC		
	Jul. 2018	Name changed to Ernst & Young ShinNihon LLC		
Overview	Capital	¥1,121,000,000		
	Personnel	Certified Public Accountants	3,034 employees	
		Personnel who have passed the CPA examination, etc.	1,148 employees	
		Others	1,523 employees	
		Total	5,705 employees	
	Number of audited companies	3,762 companies		
Offices, etc.	Japan: A total of 17 locations, including Tokyo Overseas: A total of 41 locations, including New York			

**(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, 2023)

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	Gender	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	Male	-	○	○	○	○		
Masayuki Hiroi	Male	-	○	○		○	○	○
Noriyuki Takechi	Male	-	○	○				
Yoshihiro Kojima	Male	-	○	○	○	○		
Tsuyoshi Yoneda	Male	-	○	○		○		
Kenichi Kawamoto	Male	-		○				
Tateshi Higuchi	Male	Independent Outside			○		○	
Osamu Yamauchi	Male	-		○			○	
Naoki Saiki	Male	Independent Outside	○		○			○
Yoshiaki Ando	Male	Independent Outside	○		○			○
Tatsuko Koike	Female	Independent 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] Announcement of the publication of the “MIURA Group ESG Data 2022”**

The Company published the “MIURA Group ESG Data 2022,” which summarizes environmental (E), social (S), and governance (G) data, in March 2023.

By publishing “MIURA Group ESG Data” in addition to the conventional “Integrated Report,” the Company is working further to enhance the disclosure of ESG information.

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

The website of the Company: <https://www.miuraz.co.jp/csr/esgdata.html>