

Securities Code 4668  
March 4, 2021

To All Shareholders With Voting Rights

Kazuhito Yamashita  
President and Representative Director  
MEIKO NETWORK JAPAN CO., LTD.  
7-20-1 Nishi-Shinjuku, Shinjuku Ward, Tokyo, Japan

## NOTICE OF AN EXTRAORDINARY SHAREHOLDERS MEETING

Dear Shareholders:

Please be informed that an Extraordinary Shareholders Meeting of MEIKO NETWORK JAPAN CO., LTD. (hereinafter the “Company”) shall be held as described below.

**Ensuring the safety of shareholders is the Company’s top priority. Therefore, in order to prevent the spread of COVID-19, all shareholders are encouraged to exercise their voting rights beforehand in writing or via the Internet, etc. Please review the Reference Documents for the Extraordinary Shareholders Meeting, and cast your vote by 6:00 p.m. on Thursday, March 18, 2021 Japan time.**

1. Date and Time: Friday, March 19, 2021 at **11:00 a.m.**
2. Place: Conference A, Nomura Conference Plaza Shinjuku  
2nd floor, Shinjuku Nomura Bldg.  
1-26-2 Nishi-Shinjuku, Shinjuku Ward, Tokyo, Japan  
\* Please note that the venue and time of the Meeting are different from those of the Annual Meetings of Shareholders.
3. Agenda of the Meeting:  
Proposals to be resolved:  
    Proposal No. 1: Election of Two (2) Corporate Auditors  
    Proposal No. 2: Revision of Compensation for Corporate Auditors

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- ◎ Seats at the venue will be placed a distance apart, and the number of seats will be limited. Therefore, some attendees may be refused entry on the day. Your kind understanding on this matter is appreciated.
  - ◎ Shareholders attending the meeting are kindly requested to submit the enclosed Voting Right Exercise Form to the reception at the venue.
  - ◎ If there are any changes to the Reference Documents for the Extraordinary Shareholders Meeting, changes on the matters shall be posted on the Company’s website (<https://www.meikonet.co.jp>).
  - ◎ If a voting right is exercised in duplicate by the same shareholder through writing and electromagnetic means, the Company shall treat the latter as valid. In addition, if an exercise of voting right through electromagnetic means was conducted for multiple times, and if there are conflicting votes to the same proposal, the last exercise of voting right through electromagnetic means shall be treated as valid.
  - ◎ Small gifts offered to the shareholders attending shareholders meetings have been discontinued. Your kind understanding is appreciated.

## **How to Exercise Your Voting Rights, etc.**

### Exercise of Voting Rights in Writing

Please indicate your approval or disapproval for each proposal, and send us your response. For each proposal, if there is no indication of an approval or disapproval, the vote shall be treated as an approval.

To be received by the Company by Thursday, March 18, 2021 at 6:00 p.m.

### Exercise of Voting Rights via the Internet

Please access the following website for exercising voting rights and exercise your voting rights.  
<https://www.web54.net>

#### **Inquiries (Toll-free number)**

**Transfer Agency Web Support Service, Sumitomo Mitsui Trust Bank, Limited**  
**Telephone number: 0120-652-031 (available from 9:00 a.m. to 9:00 p.m.)**

Thursday, March 18, 2021 at 6:00 p.m.

### Exercise of Voting Rights by Attending Meeting in Person

Please submit the enclosed Voting Right Exercise Form to the reception at the venue. Please bring this Notice with you on the day.

Friday, March 19, 2021 at 11:00 a.m.

Exercising voting rights is easy with “smart exercising.”

You can exercise your voting rights simply by using your smartphone to read the QR code on the Voting Right Exercise Form.

\*1 Depending on the type of device used, the internet connection, etc., there may be cases where this service is unavailable.

\*2 After the first login, an ID and password will be required.

### For Institutional Investors

For shareholders whose names are listed on the shareholder register such as management trust banks (including the standing proxy), institutional investors can use an electronic platform run by ICJ, Inc. for the exercise of voting rights, subject to prior application and registration.

### Measures to Prevent the Spread of COVID-19

From the perspective of preventing the spread of COVID-19, all shareholders are encouraged to exercise their voting rights in advance. Depending on the situation going forward, if any major changes are made to the operations, etc. of the Annual Meeting of Shareholders, the changes shall be posted on the Company’s website.

<https://www.meikonet.co.jp>

## Reference Documents for the Extraordinary Shareholders Meeting

Proposal No. 1

### Election of Two (2) Corporate Auditors

Considering that Corporate Auditor (part-time) Mr. Toshiichi Utsugi passed away on November 19, 2020, leaving the number of Corporate Auditors below that stipulated by laws and regulations and that the Company intends to increase the number of its Corporate Auditors to four (4) by adding one (1) Outside Corporate Auditor with the aim of strengthening its corporate governance functions and audit system, the election of new Outside Corporate Auditors is proposed.

As for the submission of this proposal, consent has been obtained from the Board of Corporate Auditors.

The candidates are as follows:

No. **1** **Hiroshi Jinza** (Date of birth: Nov. 22, 1956) **Newly appointed** **Outside Corporate Auditor**

Number of the Company's shares held

- shares

#### ■ Brief personal record, position, and important concurrent posts

- Apr. 1980: Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)
- Jul. 2004: Manager, Los Angeles Branch of The Bank of Tokyo-Mitsubishi, Ltd. (current MUFG Bank, Ltd.)
- May 2006: General Manager, Americas Planning Division, Americas Group of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (current MUFG Bank, Ltd.)
- Feb. 2008: Manager, Marunouchi Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (current MUFG Bank, Ltd.)
- Jan. 2010: Executive Officer and General Manager, International Division of ITOKI CORPORATION
- Jan. 2013: Managing Executive Officer and General Manager, International Group of ITOKI CORPORATION
- Dec. 2020: Retired from ITOKI CORPORATION

#### ■ Reasons for selection as a candidate for Outside Auditor

Mr. Hiroshi Jinza has a wealth of experience and knowledge in banking, finance and corporate management gained from his long years of service at financial institutions, etc. In addition, expecting the candidate to duly provide effective advice and opinion on important management issues of the Company from a global perspective based on his working experience overseas, the Company has determined that the candidate will be capable of enhancing audit effectiveness in the Company, along with monitoring overall management, and thereby proposes the election of the candidate as Outside Corporate Auditor of the Company.

No. **2** **Nanako Aono** (Date of birth: Jan. 15, 1962) **Newly appointed** **Outside Corporate Auditor**

Number of the Company's shares held

- shares

**Brief personal record, position, and important concurrent posts**

Apr. 1984: Joined The Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.)  
 Nov. 1995: Joined ChuoAoyama Audit Corporation  
 Jul. 2002: Joined BUSICOM Co., Ltd. (current OAG BUSICOM Co., Ltd.)  
 Mar. 2005: Director of BUSICOM Co., Ltd.  
 Jun. 2008: Outside Corporate Auditor of DUSKIN CO., LTD.  
 May 2010: President and Representative Director of GEN Co., Ltd. (present)  
 Jun. 2017: Outside Corporate Auditor of MISUMI Group Inc. (present)  
 Jun. 2019: Outside Corporate Auditor of Nippon Paper Industries Co., Ltd. (present)  
 Mar. 2020: Outside Director of OPTEX GROUP CO., LTD. (present)

**[Important concurrent posts]**

President and Representative Director of GEN Co., Ltd.  
 Outside Corporate Auditor of MISUMI Group Inc.  
 Outside Corporate Auditor of Nippon Paper Industries Co., Ltd.  
 Outside Director of OPTEX GROUP CO., LTD.

**Reasons for selection as a candidate for Outside Corporate Auditor**

Ms. Nanako Aono has extensive knowledge of finance and accounting as a certified public accountant as well as a wealth of experience and broad knowledge of corporate management. As such, the Company has determined that the candidate will help ensure management transparency and further strengthen corporate governance, and thereby proposes the election of the candidate as Outside Corporate Auditor of the Company.

- (Notes)
1. None of the candidates for Corporate Auditors have special conflict of interest with the Company.
  2. The Company plans to conclude liability limitation agreement with Mr. Hiroshi Jinza and Ms. Nanako Aono upon the approval on their appointment, based on the provisions of Article 427, Paragraph 1 of the Companies Act, for the purpose of limiting the liability for damages set out in Article 423, Paragraph 1 of the Act; provided, however, that the limit of the liability shall be an amount stipulated in Article 425, Paragraph 1 of the Act.
  3. Mr. Hiroshi Jinza and Ms. Nanako Aono are candidates for Outside Corporate Auditors. All candidates for Outside Corporate Auditors are required to meet the election criteria for independent outside officers set out by the Company, and both of the two candidates meet all such criteria.
  4. Mr. Hiroshi Jinza and Ms. Nanako Aono meet the requirements for independent officers based on the regulations of Tokyo Stock Exchange, Inc. The Company plans to designate them as independent officers upon the approval on their appointment.
  5. The Company has concluded Directors and Officers Liability Insurance with an insurance company to cover damages that may arise due to the insured Corporate Auditor assuming responsibility for the performance of his/her duties or receiving a claim related to the pursuit of such responsibility. In addition, when each candidate assumes office, he/she will be under such insurance policy and the insurance policy will be renewed during the term of office. The Company bears the entire premium for all insured persons.

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<Reference> “Criteria for Election of Independent Outside Officers”

1. Independent Outside Officers should not be currently serving or have served in the past as Director (excluding Outside Director, hereinafter the same shall apply), Corporate Auditor (excluding Outside Corporate Auditor, hereinafter the same shall apply), Executive Officer, Manager and other employee of the Company or the Group.
2. Independent Outside Officers should not be currently serving or have served in the past five years as Director, Corporate Auditor, Executive Officer, Manager and other employee of a major shareholder of the Company.
3. Independent Outside Officers should not be currently serving as Director, Corporate Auditor, Executive Officer, Manager and other employee of a company which, at present, is a principal shareholder of the Company.
4. Independent Outside Officers should not be currently serving or have served in the past three years as Director, Corporate Auditor, Executive Officer, Manager and other employee of a company which is a principal business partners (accounting for more than 2% of the consolidated gross sales of the Company in the previous fiscal year) of the Company or the Group.
5. Independent Outside Officers should not be currently serving as Director (referring to Executive Director only), or other executor of business (referring to officer, member or employee engaged in the execution of business) at an organization (such as public interest incorporated foundation, public interest incorporated association, non-profit corporation) that receives donation or subsidy in excess of certain amount (10 million yen on average over the past three years) from the Company or the Group.
6. Independent Outside Officers should not be currently serving as Director, Corporate Auditor or Executive Officer of a company or its subsidiary where the Company or the Group has seconded a Director or Corporate Auditor (whether full-time or part-time).
7. Independent Outside Officers should not be currently serving or have served in the past five years as Director, Corporate Auditor, Executive Officer, Manager and other employee of a principal financial institution of the Company or the Group (a financial institution vital for fund raising at the Company or the Group, conducting comprehensive review to determine whether there is a situation likely to give rise to an issue of conflicts of interest between the Company and shareholders (involving actual or potential insolvency), and other review, such as financial/credit rating, capital ratio, financing dependency on specific creditors or ability to repay loans of the Company or the Group).
8. Independent Outside Officers should not be currently serving or have served in the past five years as Director (excluding outside Director, hereinafter the same shall apply), Corporate Auditor (excluding outside Corporate Auditor, hereinafter the same shall apply), Executive Officer, Manager and other employee of a brokerage lead manager of the Company.
9. Independent Outside Officers should not be currently serving or have served in the past three years as member, partner or employee of the accounting auditor (or tax accountant’s corporation) of the Company or the Group.
10. Independent Outside Officers should not be currently serving as professional service provider including attorney, certified public accountant, tax accountant and consultant of various natures, who receives compensation in excess of certain amount (10 million yen on average over the past three years) from the Company or the Group.
11. Independent Outside Officers should not be relatives within the second degree of kinship, or other relatives living together with the person concerned in each of the above 1 through 10.
12. However, a person who falls into any of the above may still be appointed as an Independent Outside Officer of the Company, as long as the person is deemed appropriate by the Company as an Independent Outside Officer of the Company in light of his/her character, insight and other qualities, subject to an external explanation justifying such reason for the appointment.
13. Apart from the qualifications listed above, Independent Outside Officers should not be determined to be questionable in terms of his/her independence as an Independent Outside Officer, and may cause substantive and permanent conflicts of interest with general shareholders.

## Reference Documents for the Extraordinary Shareholders Meeting

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Proposal No. 2

### Revision of Compensation for Corporate Auditors

The 22nd Annual Meeting of Shareholders held in November 2006 approved a proposal to set the maximum amount of compensation for Corporate Auditors of the Company at 25 million yen per year in total (including officer bonuses). The maximum amount remain has remained unchanged since then.

Considering such factors as the number of Outside Corporate Auditors, which will increase by one (1) if Proposal No. 1 is approved as originally proposed, the Company proposes increasing the maximum amount of compensation for Corporate Auditors to 35 million yen per year in total.

If Proposal No. 1 is approved as originally proposed, the number of Corporate Auditors will be four (4) at the conclusion of this Extraordinary Shareholders Meeting.