

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: 9302  
June 3, 2020

To our shareholders:

Hirobumi Koga,  
Representative Director, President & CEO  
**MITSUI-SOKO HOLDINGS Co., Ltd.**  
20-1, Nishi-Shimbashi 3-chome, Minato-ku, Tokyo

## **Notice of Convening the 172nd Ordinary General Meeting of Shareholders**

MITSUI-SOKO HOLDINGS Co., Ltd. (the “Company”) is pleased to announce the 172nd Ordinary General Meeting of Shareholders of the Company.

Recently, the Government of Japan has been strongly requesting that people voluntarily stay at home to prevent the spread of the novel coronavirus disease (COVID-19) under the state of emergency it has declared. The Company strongly requests that shareholders exercise their voting rights by postal mail (in writing) or via the internet to the best of their ability and refrain from attending on the day of the General Meeting of Shareholders regardless of physical condition from the perspective of continuously preventing the spread of COVID-19.

After reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described, please exercise your voting rights by 17:00 on June 23, 2020 (Tuesday).

- 1. Date and Time:** June 24, 2020 (Wednesday) at 10:00  
(Reception opening time: 9:00)
- 2. Venue:** MSC Center Building, 22-23, Kaigan 3-chome, Minato-ku, Tokyo
- 3. Agenda Items of the Meeting**

### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 172nd fiscal year (from April 1, 2019 to March 31, 2020), as well as audit reports of Accounting Auditors and the Audit & Supervisory Board on the Consolidated Financial Statements
2. Report on the Non-Consolidated Financial Statements for the 172nd fiscal year (from April 1, 2019 to March 31, 2020)

### **Items to be resolved:**

- Agenda Item 1:** Election of Nine (9) Directors
- Agenda Item 2:** Election of One (1) Audit & Supervisory Board Member
- Agenda Item 3:** Election of One (1) Substitute Audit & Supervisory Board Member

## Requests to Shareholders

- We will have significantly fewer chairs than normal at this year's meeting because we will need to space them out to help prevent the spread of COVID-19. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue. We appreciate your understanding.
- Exercise of voting rights with the voting card carries the risk of infection due to the process to return it and the work to tally the votes. Accordingly, we ask you to exercise voting rights via the internet, etc. if at all possible when exercising voting rights prior to the meeting.
- We will take temperature near the reception of the venue, and people who are found to have fevers and people who appear to be unwell may be refused entry and be asked to leave.
- We will provide liquid hand disinfectant for our shareholders near the entrance of the venue. (We ask that shareholders attending the meeting bring and wear masks.)
- On the date of the meeting, officers and staff members of the Company will also be wearing masks and have their temperature and health checked, and will be dressed "cool-biz" style. We would like to ask shareholders to attend the meeting in light attire.
- The items to be reported (including the audit report) and detailed explanations of the proposals will be omitted at this General Meeting of Shareholders to shorten the meeting's duration, from the perspective of preventing the spread of infection. We ask shareholders to look over the notice of convocation prior to the meeting.
- We may revise the measures outlined above depending on the situation regarding the spread of the virus and announcements by the government or other institutions ahead of the meeting. We would therefore ask that you check for information regarding this on the Company's website ([https://msh.mitsui-soko.com/ir/stock/stockholders\\_meeting/](https://msh.mitsui-soko.com/ir/stock/stockholders_meeting/)).

## Regarding Internet Disclosure

Pursuant to the provisions of applicable laws and regulations and Article 15 of the Articles of Incorporation of the Company, among the documents to be provided in this notice, the documents below are posted on the Company's website and are thus omitted from this notice of convocation.

- (i) Notes to the Consolidated Financial Statements; and
- (ii) Notes to the Non-Consolidated Financial Statements

These items are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited at the time of the preparation of the accounting audit report by the accounting auditor and the audit report by Audit & Supervisory Board Members.

In the event that any revision occurs with respect to the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements and/or Reference Documents for the General Meeting of Shareholders, items after revisions will be available on our website.

Company's website [https://msh.mitsui-soko.com/ir/stock/stockholders\\_meeting/](https://msh.mitsui-soko.com/ir/stock/stockholders_meeting/)

## **Instructions for Exercise of Voting Rights**

Voting rights at the Company's General Meeting of Shareholders are shareholders' important right.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described.

You may exercise your voting rights by one of the following three methods.

(1) Attending the General Meeting of Shareholders

Please exercise your voting rights by submitting the enclosed Exercise of Voting Rights Form to the reception desk at the meeting.

Date and time:

Wednesday, June 24, 2020 at 10:00 (Reception opening time: 9:00)

(2) Exercising voting rights in writing (by postal mail)

Please indicate your approval or disapproval on each agenda item in the enclosed Exercise of Voting Rights Form and return it to the Company.

Deadline for exercise of voting rights in writing (by postal mail):

To be received no later than 17:00, Tuesday, June 23, 2020

(3) Exercising voting rights by the internet, etc.

Please indicate your approval or disapproval on each agenda item following the instructions on the next page.

Deadline for exercise of voting rights by the internet, etc.:

To be completed no later than 17:00, Tuesday, June 23, 2020

## **How to Fill Out Your Exercise of Voting Rights Form**

Please indicate whether you approve or disapprove of each agenda item.

Agenda item(s) with multiple candidates:

- To mark your approval for all candidates >> Circle "Approve."
- To mark your disapproval for all candidates >> Circle "Disapprove."
- To mark your disapproval for certain candidates >> Circle "Approve" and write the number of the candidate(s) you wish to disapprove.

Agenda item(s) other than the above:

- To mark your approval >> Circle "Approve."
- To mark your disapproval >> Circle "Disapprove."

In the event that voting rights are exercised both in writing (by postal mail) and by the internet, etc., the votes made by the internet, etc. shall be treated as effective. In the event that multiple votes are cast by the internet, etc., the last vote shall be treated as effective.

## **Instructions for the Exercise of Voting Rights by the Internet, etc.**

### **Scanning the QR Code “Smart Vote”**

You can simply log in to the website for exercise of voting rights without entering your voting code and password.

1. Please scan QR Code provided at the bottom right of Exercise of Voting Rights Form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow the instructions that appear on the screen to input approval or disapproval to each agenda item.

**Please note that exercising voting rights by using “Smart Vote” method is available only once.**

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and log in by entering your voting code and password printed on the Exercise of Voting Rights Form, and exercise your voting rights again.

\* You can access the website for personal computer by scanning the QR Code again.

### **Entering the voting code and password**

Website for exercise of voting rights <https://www.web54.net>

1. Please access the website for exercise of voting rights.  
Click “Proceed to the next.”
2. Please enter the voting code given on Exercise of Voting Rights Form.  
Enter the voting code.  
Click “Login.”
3. Please enter the password given on Exercise of Voting Rights Form.  
Enter the initial password.  
Enter the new password that you will actually use.  
Click “Register.”
4. Please follow the instructions that appear on the screen to input approval or disapproval to each agenda item.

For enquiries on operations of your personal computer, smartphone or cellular phone for the exercise of voting rights by the internet, please contact the following:

Sumitomo Mitsui Trust Bank Limited Securities Web Support Helpline 0120-652-031 (Toll free) (Open: 9:00 - 21:00)
--

Institutional investors may use the Platform for Electronic Exercise of Votes for institutional investors administered by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Agenda Item 1: Election of Nine (9) Directors

The term of all of the eight (8) Directors currently in office (Makoto Tawaraguchi, Hirobumi Koga, Nobuo Nakayama, Ryoji Ogawa, Takeshi Gohara, Yukio Ishida, Taizaburo Nakano and Takashi Hirai) will expire at the close of this General Meeting of Shareholders. In that regard, the Company proposes the election of nine (9) Directors, increasing the number of outside Directors by one (1) to enhance the governance.

The candidates for Directors are as follows.

#### [Reference] Candidate List

Candidate No.	Name		Current Position	Attendance at Board of Directors meetings	Tenure as Director	
1	Makoto Tawaraguchi	(Age 70)	Reelection	Chairman Director	16/16 100%	3 years
2	Hirobumi Koga	(Age 61)	Reelection	Representative Director President & CEO	16/16 100%	6 years
3	Nobuo Nakayama	(Age 69)	Reelection	Representative Director Senior Managing Director	16/16 100%	5 years
4	Ryoji Ogawa	(Age 64)	Reelection	Executive Managing Director	16/16 100%	6 years
5	Takeshi Gohara	(Age 55)	Reelection	Director Senior Executive Officer	16/16 100%	3 years
6	Yukio Ishida	(Age 61)	Reelection	Director Senior Executive Officer	13/13 100%	1 year
7	Taizaburo Nakano	(Age 73)	Reelection Outside Independent	Outside Director	16/16 100%	2 years
8	Takashi Hirai	(Age 55)	Reelection Outside Independent	Outside Director	13/13 100%	1 year
9	Maoko Kikuchi	(Age 54)	New election Outside Independent	Standing Outside Audit & Supervisory Board Member	16/16 100%*	—

\*As outside Audit & Supervisory Board Member

Reelection Candidate for Director to be reelected

New election Candidate for Director to be newly elected

Outside Candidate for outside Director

Independent Independent director as stipulated by the Tokyo Stock Exchange

\* The “Company” as indicated in column “Career summary” refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 was MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
1	Makoto Tawaraguchi (May 17, 1950)  Reelection  Chairman of Board of Directors	Apr. 1974      Joined the Company June 2011      Executive Managing Director of the Company Oct. 2014      Senior Executive Managing Director of MITSUI-SOKO Co., Ltd. June 2017      Chairman and Director of the Company (to the present) Chairman of MITSUI-SOKO Co., Ltd. (to the present)  (Significant concurrent positions) Chairman of MITSUI-SOKO Co., Ltd.	7,039
		(Reasons for nomination) Mr. Makoto Tawaraguchi has engaged in management of Port Transport Business Headquarters of the Company and its operating subsidiaries, and is currently Chairman of the Board of Directors acting as Chairman of the Company. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.	
2	Hirobumi Koga (August 15, 1958)  Reelection  CEO of the Group	Apr. 1981      Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Apr. 2013      Managing Executive Officer of Sumitomo Mitsui Banking Corporation May 2014      Joined the Company June 2014      Director of the Company Jan. 2016      Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd. June 2016      Executive Managing Director of the Company June 2017      Representative Director, President & CEO of the Company (to the present) Chairman of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)  (Significant concurrent positions) Chairman of MITSUI-SOKO EXPRESS Co., Ltd.	4,542
		(Reasons for nomination) Mr. Hirobumi Koga has extensive experience and wide-ranging knowledge as an operator of a business entity, and has demonstrated his leadership as the Group’s top management. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.	

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
3	Nobuo Nakayama (September 1, 1950)  Reelection  Chief Financial Officer (Responsibilities) Finance Headquarters Real Estate Division	<p>Apr. 1975      Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>Apr. 2007      Joined the Company</p> <p>June 2015      Executive Managing Director of the Company</p> <p>Jan. 2016      Auditor of MITSUI-SOKO EXPRESS Co., Ltd. Auditor of MITSUI-SOKO TRANSPORT Co., Ltd. (to the present)</p> <p>Apr. 2016      Director of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>June 2017      Representative Director and Senior Managing Director of the Company (to the present)</p> <p>Apr. 2018      Director of MITSUI-SOKO Co., Ltd. (to the present) Director of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present)</p> <p>(Significant concurrent positions) Director of MITSUI-SOKO Co., Ltd. Director of MITSUI-SOKO Supply Chain Solutions, Inc. Auditor of MITSUI-SOKO TRANSPORT Co., Ltd.</p>	3,372
<p>(Reasons for nomination)</p> <p>Since joining the Company, Mr. Nobuo Nakayama has been involved in the Group management in a wide range of areas, including the Overseas Business Headquarters, Risk Management Headquarters, Finance Headquarters and Real Estate Headquarters. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.</p>			
4	Ryoji Ogawa (June 11, 1955)  Reelection  Responsible for Compliance (Responsibilities) Legal and General Affairs Risk Management	<p>Apr. 1979      Joined the Company</p> <p>Jan. 2011      Executive Officer of the Company</p> <p>June 2014      Director, Senior Executive Officer of the Company</p> <p>Oct. 2014      Director of MITSUI-SOKO INTERNATIONAL PTE LTD</p> <p>June 2017      Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd. (to the present)</p> <p>Apr. 2018      Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present)</p> <p>June 2019      Executive Managing Director of the Company (to the present)</p> <p>(Significant concurrent position) Director of MITSUI-SOKO LOGISTICS Co., Ltd. Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd.</p>	7,566
<p>(Reasons for nomination)</p> <p>Mr. Ryoji Ogawa has been engaged in management throughout the entire Group, including the Overseas Business Headquarters, Air Cargo Business Headquarters, Logistics Systems Business Headquarters, Human Resources Headquarters, and Legal and General Affairs Headquarters. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.</p>			

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
5	<p>Takeshi Gohara (September 18, 1964)</p> <p>Reelection</p> <p>(Responsibilities) Strategic Sales Development Administration</p>	<p>Apr. 1987      Joined the Company</p> <p>Apr. 2013      Representative Director and Senior Executive Managing Director of MITSUI-SOKO EXPRESS Co., Ltd.</p> <p>June 2017      Director, Senior Executive Officer of the Company (to the present) Director of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>Apr. 2018      Director of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present)</p> <p>Director of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent positions) Director of MITSUI-SOKO Co., Ltd. Director of MITSUI-SOKO Supply Chain Solutions, Inc.</p>	2,370
		<p>(Reasons for nomination)</p> <p>Mr. Takeshi Gohara has served in managerial positions throughout the Group, including at the Management and Planning Headquarters, Strategic Sales Headquarters, Development Administration Headquarters, and Air Cargo Business Headquarters, as well as an officer of operating subsidiaries. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.</p>	
6	<p>Yukio Ishida (August 6, 1958)</p> <p>Reelection</p> <p>(Responsibilities) Personnel and Human Resources IT system</p>	<p>Apr. 1982      Joined the Company</p> <p>July 2012      Director and Executive Officer of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>Apr. 2014      Representative Director and President &amp; Chief Executive Officer of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>Apr. 2019      Senior Executive Officer of the Company Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present) Auditor of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)</p> <p>June 2019      Director, Senior Executive Officer of the Company (to the present)</p> <p>(Significant concurrent position) Director of MITSUI-SOKO LOGISTICS Co., Ltd. Auditor of MITSUI-SOKO EXPRESS Co., Ltd.</p>	5,182
		<p>(Reasons for nomination)</p> <p>Mr. Yukio Ishida has served in managerial positions throughout the Group, including at the Warehouse Business Headquarters, Logistics Business Headquarters, Human Resources Headquarters, IT Systems Headquarters, and as president of an operating subsidiary. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.</p>	



Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
7	Taizaburo Nakano (March 11, 1947)  Reelection Outside Independent	Apr. 1969	Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)
		June 1973	Joined Tokyo Coca-Cola Bottling Co., Ltd. (currently Coca-Cola Bottlers Japan Inc.)
		Dec. 1991	Director of the same
		Mar. 1996	Managing Director of the same
		Mar. 2000	Senior Managing Director of the same
		Mar. 2003	Representative Director & Vice President of the same
		Jan. 2009	Director, Vice President of the same
		Nov. 2013	President and CEO of TIEUP Co., Ltd. (to the present)
		June 2018	Outside Director of the Company (to the present)
		(Significant concurrent positions)	
		President and CEO of TIEUP Co., Ltd.	-
(Reasons for nomination)			
Mr. Taizaburo Nakano has served as director at a beverage company for many years, and in light of the fitting advice he has given from his wide-ranging insights based on his rich experience as a corporate manager, we continue to nominate him as a candidate for outside director.			
8	Takashi Hirai (February 24, 1965)  Reelection Outside Independent	Apr. 1989	Joined Bain & Company Japan, Inc.
		July 1997	Joined Dell Japan Inc.
		Mar. 2000	Director & Chief Marketing Officer of Crayfish Co., Ltd.
		Apr. 2001	Head of Corporate Planning Division/Officer of Starbucks Coffee Japan, Ltd.
		Sept. 2003	Executive Officer and Senior Partner of Roland Berger Ltd.
		Sept. 2014	Visiting Professor of Graduate School of Business Administration, Keio University
		Apr. 2015	Visiting Professor of Waseda Business School (Graduate School of Business and Finance), Waseda University (to the present)
		Mar. 2017	Professor of Graduate School of Business Sciences of MBA Program in International Business, University of Tsukuba (to the present)
		June 2017	Outside Director of KITO CORPORATION (to the present)
		June 2019	Outside Director of the Company (to the present)
		(Significant concurrent positions)	
		Professor of Graduate School of Business Sciences of MBA Program in International Business, University of Tsukuba	
		Visiting Professor of Waseda Business School (Graduate School of Business and Finance), Waseda University	
		Outside Director of KITO CORPORATION	397
(Reasons for nomination)			
Mr. Takashi Hirai has experience of practical business operations at various companies and consulting in a wide range of industries. He is currently conducting research on corporate strategies and business strategies in different graduate schools, and in light of the fitting advice he has given from his rich experience and insight, we continue to nominate him as a candidate for outside director.			

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
9	Maoko Kikuchi (July 14, 1965)  New election Outside Independent	<p>Apr. 1992      Joined Public Prosecutors Office of Ministry of Justice as a Public Prosecutor</p> <p>Aug. 1997      Joined Paul Hastings LLP, Los Angeles Office</p> <p>Mar. 1999      Registered as an attorney at law Registered as an attorney at law in New York State, U.S. Joined Nagashima &amp; Ohno (currently Nagashima Ohno &amp; Tsunematsu)</p> <p>Apr. 2004      Joined General Secretariat, Fair Trade Commission</p> <p>May 2006      Executive Officer and CCO of Vodafone K.K. (currently SoftBank Corp.)</p> <p>Apr. 2014      Executive Officer of Microsoft Japan Co., Ltd.</p> <p>June 2016      Standing Outside Audit &amp; Supervisory Board Member of the Company (to the present) Corporate Auditor of MITSUI-SOKO Co., Ltd. (to the present) Audit &amp; Supervisory Board Member of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present)</p> <p>(Significant concurrent position) Corporate Auditor of MITSUI-SOKO Co., Ltd. Audit &amp; Supervisory Board Member of MITSUI-SOKO Supply Chain Solutions, Inc.</p>	787
<p>(Reasons for nomination)</p> <p>Ms. Maoko Kikuchi is qualified to practice as a lawyer in Japan and the U.S. state of New York, and has been engaged in corporate legal affairs while working at the Public Prosecutor's Office and the Fair Trade Commission. We expect that she will provide valuable advice on the soundness and transparency of the Group's governance, leveraging the rich experience and insight gained as a standing outside audit &amp; supervisory board member of the Company. We therefore nominate her as a candidate for outside director.</p>			

- Notes:
- There is no special conflict of interest between each candidate and the Company.
  - The number of shares of the Company held by each candidate is stated including such shares held through the MITSUI-SOKO GROUP Officer Shareholding Association.
  - Mr. Taizaburo Nakano, Mr. Takashi Hirai and Ms. Maoko Kikuchi are candidates for outside directors.
  - Mr. Taizaburo Nakano was elected as our outside director at the 170th Ordinary General Meeting of Shareholders held on June 27, 2018, and his tenure will have been two (2) years at the conclusion of this general meeting.
  - Mr. Takashi Hirai was elected as our outside director at the 171st Ordinary General Meeting of Shareholders held on June 26, 2019, and his tenure will have been one (1) year at the conclusion of this general meeting.
  - Ms. Maoko Kikuchi was elected as our outside audit & supervisory board member at the 168th Ordinary General Meeting of Shareholders held on June 24, 2016, and her tenure will have been four (4) years at the conclusion of this general meeting.
  - Mr. Taizaburo Nakano and Mr. Takashi Hirai are currently the Company's outside directors, and in accordance with the Articles of Incorporation of the Company and the provisions of paragraph (1), Article 427 of the Companies Act, the Company has entered into a contract with them for limitation of liability for damages to be incurred by the Company pursuant to paragraph (1), Article 423 of the Companies Act. The liability for damages under the contract is either up to the limitation of 15 million yen or the minimum liability amount as set out in paragraph (1), Article 425 of the Companies Act, whichever is the higher. The contract will be renewed if their proposed reelections are approved. In addition, if election of Ms. Maoko Kikuchi is approved, the Company intends to enter into a same limited liability contract with the same terms with her.
  - The Company has filed notification that Mr. Taizaburo Nakano and Mr. Takashi Hirai are independent directors under the rules of the Tokyo Stock Exchange. If their reelections are approved, they will remain independent directors. Furthermore, the Company has filed notification that Ms. Maoko Kikuchi is an independent audit & supervisory board member when she was in office as a standing outside audit & supervisory board member, and if her election is approved, she will be designated as an independent director.

**Agenda Item 2:** Election of One (1) Audit & Supervisory Board Member

Of the current five (5) Audit & Supervisory Board Members, the term of office for Mr. Norio Miyashita and Ms. Maoko Kikuchi will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of Mr. Norio Miyashita as an Audit & Supervisory Board Member. Ms. Maoko Kikuchi is a candidate for outside Director.

The Audit & Supervisory Board has given its consent to this agenda item.

The candidate for Audit & Supervisory Board Member is as follows:

\* The “Company” as indicated in column “Career summary” refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 was MITSUI-SOKO Co., Ltd.)

Name (Date of birth)	Career summary	Number of shares of the Company held
<p>Norio Miyashita (March 26, 1957)</p> <p>Reelection</p>	<p>Apr. 1980      Joined Japan Development Bank (currently Development Bank of Japan Inc.)</p> <p>Apr. 2006      Joined the Company</p> <p>Oct. 2014      MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>June 2016      Standing Audit &amp; Supervisory Board Member of the Company (to the present)</p> <p>External auditor of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present)</p> <p>(Significant concurrent position)</p> <p>External auditor of MITSUI-SOKO LOGISTICS Co., Ltd.</p>	<p>1,186</p>

(Reasons for nomination)

Since joining the Company, Mr. Norio Miyashita has leveraged the extensive knowledge and experience gained at financial institutions in managerial tasks including the development of Group management systems at the Business Development Headquarters and Public Relations Headquarters. Following his appointment as audit & supervisory board member, he has contributed to enhancing the soundness, transparency, and compliance of the Group’s corporate management. We therefore continue to nominate him as a candidate for audit & supervisory board member.

- (Notes)
1. There is no special conflict of interest between Mr. Norio Miyashita and the Company.
  2. The number of shares held by Mr. Norio Miyashita is stated including such shares held through the MITSUI-SOKO GROUP Officer Shareholding Association.
  3. Mr. Norio Miyashita is expected to assume the office of Audit & Supervisory Board Member of MITSUI-SOKO Supply Chain Solutions, Inc. on June 23, 2020.

**Agenda Item 3:** Election of One (1) Substitute Audit & Supervisory Board Member

The Company requests approval for the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The Audit & Supervisory Board has given its consent to this agenda item.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary	Number of shares of the Company held
<p style="text-align: center;">Junko Kai (September 29, 1967)</p> <p style="text-align: center;">New election</p>	<p>Apr. 1992 Registered as an attorney at law (Daini Tokyo Bar Association)</p> <p>June 2006 Committee Member of Disciplinary Enforcement Committee of Daini Tokyo Bar Association</p> <p>Mar. 2007 Lecturer of Criminal Defense of Legal Training and Research Institute</p> <p>Apr. 2010 Conciliation Committee Member of Tokyo Family Court (to the present)</p> <p>July 2010 Reserve Committee Member of Disciplinary Committee, The Japanese Institute of Certified Public Accountants</p> <p>Oct. 2010 Examiner of National Bar Examination (Code of Criminal Procedure) Examiner of National Preliminary Bar Examination (Code of Criminal Procedure)</p> <p>June 2014 Committee Member of Pension Special Account Public Procurement Committee of Ministry of Health, Labour and Welfare (to the present)</p> <p>Oct. 2015 Special Committee Member of Central Committee for Adjustment of Construction Work Disputes of Ministry of Land, Infrastructure, Transport and Tourism (to the present)</p> <p>Feb. 2016 Committee Member of Disciplinary Committee of Daini Tokyo Bar Association (to the present)</p> <p>June 2017 Substitute Audit &amp; Supervisory Board Member of Idemitsu Kosan Co., Ltd. (to the present)</p> <p>June 2019 Outside Director of NARITA INTERNATIONAL AIRPORT CORPORATION (to the present)</p> <p>(Significant concurrent position) Conciliation Committee Member of Tokyo Family Court Committee Member of Pension Special Account Public Procurement Committee of Ministry of Health, Labour and Welfare Special Committee Member of Central Committee for Adjustment of Construction Work Disputes of Ministry of Land, Infrastructure, Transport and Tourism Committee Member of Disciplinary Committee of Daini Tokyo Bar Association Substitute Audit &amp; Supervisory Board Member of Idemitsu Kosan Co., Ltd. Outside Director of NARITA INTERNATIONAL AIRPORT CORPORATION</p>	
<p>(Reasons for nomination) Ms. Junko Kai possesses wide-ranging knowledge as a lawyer and in expectation of the advices in respect of the soundness and transparency of the overall governance of the Group management, we nominate her as a candidate for substitute audit &amp; supervisory board member.</p>		

- (Notes)
1. There is no special conflict of interest between Ms. Junko Kai and the Company.
  2. Ms. Junko Kai is a candidate for substitute outside audit & supervisory board member.

3. Although Ms. Junko Kai has not been involved in corporate management other than having acted as outside officer, the Company judges she will appropriately fulfill her duties as outside audit & supervisory board member as stated in the reasons for nomination.
4. If Ms. Junko Kai assumes the office of outside audit & supervisory board member, and in accordance with the Articles of Incorporation of the Company and the provisions of paragraph (1), Article 427 of the Companies Act, the Company is expected to enter into a contract with her for limitation of liability for damages to be incurred by the Company pursuant to paragraph (1), Article 423 of the Companies Act. The liability for damages under the contract is either up to the limitation of 10 million yen or the minimum liability amount as set out in paragraph (1), Article 425 of the Companies Act, whichever is the higher.
5. Ms. Junko Kai satisfies the requirements for an independent audit & supervisory board member, and if she assumes the office of outside audit & supervisory board member, the Company intends to submit a notification to the Tokyo Stock Exchange on her designation as an independent audit & supervisory board member.