

*[NOTICE: This Notice of Convocation is a translation of a part of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]*

(Securities Code: 3636)

December 1, 2021

To Our Shareholders

Mitsubishi Research Institute, Inc.  
10-3, Nagatacho 2-Chome, Chiyoda-Ku, Tokyo  
Takashi Morisaki  
President and Representative Director

**NOTICE OF CONVOCATION  
OF THE 52ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce the 52nd Annual General Meeting of Shareholders (the “Meeting”) of Mitsubishi Research Institute, Inc. (the “Company”), which will be held as described below.

**To avoid the risk of infection of the novel coronavirus (COVID-19) at this Meeting, you are asked to refrain from attending the meeting in person and, instead, to exercise your voting rights beforehand by mail or via the Internet, if at all possible.**

Please review the attached Reference Materials for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Thursday, December 16, 2021, in accordance with the Procedures for the Exercise of Voting Rights via the Internet on page 3.

**PARTICULARS**

- 1. Date and Time of the Meeting:** Friday, December 17, 2021 at 10:00 a.m.
- 2. Place of the Meeting:** 4th floor Conference Room at the Head Office of the Company  
10-3, Nagatacho 2-Chome, Chiyoda-Ku, Tokyo
- 3. Meeting Agenda:**
  - Matters for Reporting:** The Business Report for the fiscal year ended September 30, 2021 (from October 1, 2020 to September 30, 2021), Consolidated and Non-Consolidated Financial Statements, and the Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  - Matters for Resolution:**
  - First Item of Business:** Appropriation of Surplus
  - Second Item of Business:** Election of Eight (8) Directors

#### **4. Exercise of Voting Rights**

- (1) If you exercise voting rights by proxy, please present a document evidencing authority of the proxy together with the Voting Rights Exercise Form to the receptionist at the Meeting. Please note that the proxy must be one shareholder with voting rights as stipulated in the Articles of Incorporation of the Company.
- (2) Regarding the exercise of voting rights by mail, if there is no indication of your approval or disapproval of each item of business, we will deem that you have approved each item.
- (3) Please note that if your voting rights were exercised both by mail and via the Internet, the Internet vote shall take precedence.
- (4) In instances where a shareholder exercises their voting rights more than once via the Internet, the very last vote cast shall take precedence. In instances where a shareholder exercises voting rights using both a personal computer and a smartphone, the very last vote cast shall take precedence.

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#### [Request to Shareholders]

Shareholders attending the Meeting in person are requested to present the enclosed Voting Rights Exercise Form to the receptionist at the Meeting.

#### [Announcements]

##### Regarding Internet Disclosure

- (1) System to Ensure Appropriate Conduct of Operations and its Operation Status of the Business Report, Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements as well as Non-Consolidated Statements of Changes in Net Assets and Notes to Non-Consolidated Financial Statements are posted on the Company's website. They are therefore not included in the attachment, in accordance with laws, regulations and Article 16 of the Company's Articles of Incorporation. The Business Report, Consolidated and Non-Consolidated Financial Statements attached to this Notice constitute part of the documents audited by the Audit & Supervisory Board Members and Accounting Auditor in preparing their respective Audit Reports.
- (2) If any modification is required for the Reference Materials for the General Meeting of Shareholders, the Business Report and the Consolidated and Non-Consolidated Financial Statements, the revised matters will be posted on the Company's website.

The Company's website

<https://ir.mri.co.jp/ja/stock/meeting.html>

## Procedures for the Exercise of Voting Rights via the Internet

### Login by Scanning the QR Code

You can log in to the voting right exercise website without entering a Login ID and temporary password printed on the stub attached to the Voting Rights Exercise Form.

1. Scan the QR Code on the stub attached to the Voting Rights Exercise Form (right side).

\* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

2. Follow the instructions on the screen to indicate your approval or disapproval.

Login using the QR Code can be done only once.

If you wish to exercise your voting rights again, or exercise your voting rights without using the QR Code, please see “Login by Entering the Login ID and Temporary Password” below.

### Login by Entering the Login ID and Temporary Password

The voting right exercise website: <https://evote.tr.mufg.jp/>

1. Access the voting right exercise website.
  2. Enter the Login ID and temporary password printed on the Voting Rights Exercise Form and click “Login.”  
Enter the Login ID and temporary password.  
Click “Login.”
  3. Register a new password  
Enter the current password, new password and new password (for confirmation).  
Click “Send.”  
Please be careful not to forget your new password.
  4. Follow the instructions on the screen to indicate your approval or disapproval.
- 1) The website will be unavailable from 2:00 a.m. to 5:00 a.m. everyday. The website may not be available depending on your Internet environment.
  - 2) Please note that costs for accessing the voting right exercise website shall be borne by shareholders.

Exercise of voting rights is accepted **until 5:15 p.m. Thursday, December 16, 2021**, but please exercise your voting rights as soon as possible.

Inquiries on the Voting Right Exercise Systems  
Mitsubishi UFJ Trust and Banking Corporation, Transfer Agent Department (Help Desk)  
TEL: Toll-free number (Japan only): 0120-173-027 (Office hours: From 9:00 a.m. to 9:00 p.m.)

# REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

## Items of Business and Reference Matters

### First Item of Business: Appropriation of Surplus

Matters concerning the year-end dividends:

The Company aims to contribute to the advancement of customers and society and promote creation of value, through which to realize its sustainable growth and enhance its corporate value. In returning its profits to shareholders, the Company holds a basic policy of maintaining stable dividend payments while comprehensively taking into account the balance between business results and financial soundness to strive for the increase in dividend levels.

Based on the above policy, the Company plans to pay a year-end dividend of ¥60 per share for the fiscal year ended September 30, 2021.

Consequently, the annual dividend for the fiscal year will be ¥115 per share, including an interim dividend of ¥55 per share.

- (1) Kind of dividend property  
Cash
- (2) Matters concerning allocation and the total amount of dividend property for shareholders  
Ordinary shares of the Company: ¥60 per share  
¥985,419,900 in total
- (3) Date on which dividends from surplus shall be effective  
December 20, 2021


**Second Item of Business: Election of Eight (8) Directors**


The terms of office of all eight (8) Directors will expire at the close of this Meeting.


Therefore, you are hereby requested to newly elect eight (8) Directors.

The candidates are as follows.

No.	Name	Positions and Responsibilities at the Company	Years in office as Director	
1	Takashi Morisaki (66 years old)	President and Representative Director Officer in Charge of Internal Audit Office	5 years	Reelected
2	Kenji Yabuta (61 years old)	Executive Vice President and Executive Officer	—	Newly elected
3	Hidemoto Mizuhara (63 years old)	Executive Vice President and Representative Director Officer in Charge of Business Management (Concurrently) Responsible for West Japan Marketing and Alliance Division, Future Co-Creation Division and Global Business Division	1 year	Reelected
4	Jun Nobe (55 years old)	Executive Officer General Manager, Corporate Administration Unit	—	Newly elected
5	Kazuo Tsukuda (78 years old)	Outside Director	11 years	Outside Independent Reelected
6	Mariko Bando (75 years old)	Outside Director	2 years	Outside Independent Reelected
7	Ken Kobayashi (72 years old)	—	—	Outside Independent Newly elected
8	Nobuyuki Hirano (70 years old)	—	—	Outside Newly elected


No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
1	 <p>Takashi Morisaki</p> <p>[Date of Birth] January 1, 1955 (66 years old)</p> <p>[Years in office as Director] 5 years at the close of the Meeting</p> <p>[Attendance at the Board of Directors meetings] 100% (10/10)</p> <p><span style="border: 1px solid black; padding: 2px;">Reelected</span></p>	<p>[Career Summary]</p> <p>April 1978    Joined The Mitsubishi Bank, Limited</p> <p>April 2008    Managing Officer of Mitsubishi UFJ Financial Group, Inc. Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2010    Managing Executive Officer and Chief Executive Officer, Headquarters for Asia of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2012    Senior Managing Executive Officer and Chief Executive, Global Markets Unit of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2012    Senior Managing Director and Chief Executive, Global Markets Unit of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>July 2012    Managing Officer and Group Head, Integrated Global Markets Business Group of Mitsubishi UFJ Financial Group, Inc.</p> <p>May 2014    Deputy President of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2016    Corporate Advisor of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>September 2016    Senior Counselor of the Company</p> <p>October 2016    Executive Vice President and Executive Officer of the Company</p> <p>December 2016    President and Representative Director of the Company (incumbent)</p> <p>[Positions and Responsibilities at the Company] President and Representative Director Officer in Charge of Internal Audit Office</p> <p>[Important Concurrent Positions] Chairman of the Board of Mitsubishi Research Institute DCS Co., Ltd. Audit &amp; Supervisory Board Member (Outside) of NORITAKE CO., LIMITED</p>	14,200
<p>[The Reasons for Nomination as Director] Mr. Takashi Morisaki is once again recommended as a candidate for Director in view of the appropriate performance of his current duties as President and Representative Director of the Company toward the Company's sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business experience at the Company.</p>			


No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
2	 <p data-bbox="231 593 368 622">Kenji Yabuta</p> <p data-bbox="225 656 375 741">[Date of Birth] April 27, 1960 (61 years old)</p> <p data-bbox="225 775 375 804">Newly elected</p>	<p data-bbox="432 275 624 304">[Career Summary]</p> <p data-bbox="432 304 1289 1243"> April 1983    Joined The Mitsubishi Bank, Limited  April 2007    General Manager, Public Relations Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  June 2009    Executive Officer and General Manager, Public Relations Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  May 2010    Executive Officer and General Manager, Kyoto Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  May 2012    Executive Officer and General Manager, Corporate Business Planning Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  May 2013    Managing Executive Officer and Group Head, Nagoya Corporate Banking Group of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  May 2016    Managing Executive Officer and Group Head, Corporate Banking Group No.1 of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  June 2017    Senior Managing Executive Officer and Group Head, Corporate Banking Group No.1 of The Bank of Tokyo-Mitsubishi UFJ, Ltd.  June 2018    Member of the Board of Directors, Deputy President, Officer in Charge of Supervising Overall Business, and Chief Executive, Corporate Banking Business Unit of MUFG Bank, Ltd.  July 2019    Member of the Board of Directors, Deputy President, and Officer in Charge of Supervising Overall Business (Concurrently)  Chief Executive, Corporate Banking Unit (Concurrently)  Group Head, Research &amp; Advisory Group of MUFG Bank, Ltd.  June 2021    Corporate Advisor of MUFG Bank, Ltd.  September 2021    Senior Counselor of the Company  October 2021    Executive Vice President and Executive Officer of the Company (incumbent) </p> <p data-bbox="432 1243 948 1303">[Positions and Responsibilities at the Company] Executive Vice President and Executive Officer</p>	300
<p data-bbox="193 1310 624 1339">[The Reasons for Nomination as Director]</p> <p data-bbox="193 1339 1453 1451">Mr. Kenji Yabuta is newly recommended as a candidate for Director as he is expected to appropriately perform his duties as a Director of the Company in order to work toward the Company's sustainable growth and enhancement of the corporate value in the medium- to long-term by participating in the decision making of the Company's management, based on his years of abundant business experience as an executive of financial institutions.</p>			


No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
3	 <p>Hidemoto Mizuhara</p> <p>[Date of Birth] January 4, 1958 (63 years old)</p> <p>[Years in office as Director] 1 year at the close of the Meeting</p> <p>[Attendance at the Board of Directors meetings] 75% (6/8)</p> <p><u>Reelected</u></p>	<p>[Career Summary]</p> <p>April 1981      Joined Mitsubishi Corporation</p> <p>October 2006    Unit Manager of Ship Unit, Ship, Aerospace &amp; Transportation Systems Div. of Mitsubishi Corporation</p> <p>October 2008    Unit Manager of Automotive Business Unit in Charge of the ASEAN countries and the southwestern Asian region, Automotive Business Div. of Mitsubishi Corporation</p> <p>February 2010   Director and President of P.T. Krama Yudha Tiga Berlian Motors</p> <p>April 2011      Senior Vice President of Mitsubishi Corporation</p> <p>February 2012   Senior Vice President in Charge of Corporate Strategy &amp; Planning of Mitsubishi Corporation</p> <p>April 2013      President of Mitsubishi International Corporation (Concurrently)</p> <p>April 2016      EVP of Mitsubishi Corporation (Americas)</p> <p>April 2019      Executive Vice President, Regional CEO, North America of Mitsubishi Corporation (Concurrently)</p> <p>April 2019      President of Mitsubishi Corporation (Americas)</p> <p>April 2019      President of Mitsubishi Corporation (Americas) (Concurrently)</p> <p>April 2019      General Manager, Corporate Management Support Office (Americas)</p> <p>April 2020      Corporate Adviser of Mitsubishi Corporation</p> <p>September 2020 Senior Counselor of the Company</p> <p>October 2020    Executive Vice President and Executive Officer of the Company</p> <p>December 2020   Executive Vice President and Representative Director, General Manager, Corporate Administration Unit of the Company</p> <p>October 2021    Executive Vice President and Representative Director of the Company (incumbent)</p> <p>[Positions and Responsibilities at the Company] Executive Vice President and Representative Director Officer in Charge of Business Management (Concurrently) Responsible for West Japan Marketing and Alliance Division, Future Co-Creation Division and Global Business Division</p>	1,100
<p>[The Reasons for Nomination as Director] Mr. Hidemoto Mizuhara is once again recommended as a candidate for Director in view of the appropriate performance of his current duties as Executive Vice President and Representative Director of the Company toward the Company's sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business experience at the Company.</p>			




No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
4	 <p data-bbox="247 593 354 616">Jun Nobe</p> <p data-bbox="223 649 378 739">[Date of Birth] July 31, 1966 (55 years old)</p> <p data-bbox="223 772 378 801">Newly elected</p>	<p data-bbox="430 268 622 297">[Career Summary]</p> <p data-bbox="430 302 1284 817"> April 1991    Joined the Company  October 2007    General Manager, Advanced Business Center of the Company  October 2010    General Manager, Science and Safety Policy Research Division of the Company  October 2014    General Manager, Planning and Administration Office of Enterprise Management Business Unit of the Company  October 2017    General Manager, Planning and Administration Office of Consulting Unit of the Company  October 2018    General Manager, Planning and Administration Office of Consulting Unit and General Manager, Planning and Administration Office of Think Tank Unit of the Company  October 2019    Deputy General Manager, Corporate Administration Unit of the Company  December 2019    Executive Officer and Deputy General Manager, Corporate Administration Unit of the Company  October 2021    Executive Officer and General Manager, Corporate Administration Unit of the Company (incumbent) </p> <p data-bbox="430 822 925 851">[Positions and Responsibilities at the Company]</p> <p data-bbox="454 855 965 907"> Executive Officer  General Manager, Corporate Administration Unit </p>	4,500
<p data-bbox="188 913 622 943">[The Reasons for Nomination as Director]</p> <p data-bbox="188 947 1428 1061">Mr. Jun Nobe is newly recommended as a candidate for Director as he is expected to appropriately perform his duties as a Director of the Company in order to work toward the Company's sustainable growth and enhancement of the corporate value in the medium- to long-term, based on his years of abundant business experience at the Business Unit and the Corporate Administration Unit of the Company.</p>			

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
5	 <p>Kazuo Tsukuda</p> <p>[Date of Birth] September 1, 1943 (78 years old)</p> <p>[Years in office as Director] 11 years at the close of the Meeting</p> <p>[Attendance at the Board of Directors meetings] 100% (10/10)</p> <p><input checked="" type="checkbox"/> Re-elected <input checked="" type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent</p>	<p>[Career Summary]</p> <p>April 1968      Joined Mitsubishi Heavy Industries, Ltd. June 2003      President and CEO (Member of the Board) of Mitsubishi Heavy Industries, Ltd. April 2008      Chairman of the Board of Mitsubishi Heavy Industries, Ltd. December 2010    Director of the Company (incumbent) April 2013      Director (Member of the Board) and Senior Advisor of Mitsubishi Heavy Industries, Ltd. June 2013      Senior Advisor of Mitsubishi Heavy Industries, Ltd. June 2019      Executive Corporate Advisor of Mitsubishi Heavy Industries, Ltd. June 2021      Honorary Advisor of Mitsubishi Heavy Industries, Ltd. (incumbent)</p> <p>[Positions and Responsibilities at the Company] Outside Director</p> <p>[Important Concurrent Positions] Honorary Advisor of Mitsubishi Heavy Industries, Ltd. Outside Director (Audit and Supervisory Committee Member) of Yamaguchi Financial Group, Inc. Outside Director of FANUC CORPORATION Outside Director of Internet Initiative Japan Inc.</p>	10,700
<p>[The Reasons for Nomination as Outside Director and Outline of Expected Roles] Mr. Kazuo Tsukuda is once again recommended as a candidate for Outside Director in the expectation that he will continue to contribute to the Company's sustainable growth and to the enhancement of corporate value in the medium- to long-term and in view of the appropriate performance of his current duties as an Outside Director of the Company, including supervision of its business execution, based on his years of broad experience as an executive in the manufacturing business.</p>			

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
6	 <p>Mariko Bando</p> <p>[Date of Birth] August 17, 1946 (75 years old)</p> <p>[Years in office as Director] 2 years at the close of the Meeting</p> <p>[Attendance at the Board of Directors meetings] 100% (10/10)</p> <p>Reelected Outside Independent</p>	<p>[Career Summary]</p> <p>July 1969 Entered the Prime Minister's Office</p> <p>October 1985 Counsellor of Cabinet Secretariat</p> <p>July 1989 Director of Consumer Statistics Division, Statistics Bureau, Management and Coordination Agency</p> <p>July 1994 Director of Gender Equality Bureau, Cabinet Secretariat</p> <p>April 1995 Vice-Governor of Saitama Prefecture</p> <p>June 1998 Consul General of Japan in Brisbane, Australia</p> <p>January 2001 Director General of Gender Equality Bureau, Cabinet Office</p> <p>October 2003 Director of Showa Women's University</p> <p>April 2007 President of Showa Women's University</p> <p>April 2014 Chancellor (Rijicho) of Showa Women's University (incumbent)</p> <p>July 2016 Chancellor (Socho) of Showa Women's University (incumbent)</p> <p>December 2019 Director of the Company (incumbent)</p> <p>[Positions and Responsibilities at the Company] Outside Director</p> <p>[Important Concurrent Positions] Chancellor (Rijicho) of Showa Women's University Chancellor (Socho) of Showa Women's University Outside Director of MS&amp;AD Insurance Group Holdings, Inc.</p>	1,000
<p>[The Reasons for Nomination as Outside Director and Outline of Expected Roles]</p> <p>Ms. Mariko Bando is once again recommended as a candidate for Outside Director in the expectation that she will continue to contribute to the Company's sustainable growth and to the enhancement of corporate value in the medium-to-long term and in view of the appropriate performance of her current duties as an Outside Director of the Company, including supervision of its business execution, based on her years of diverse experience gained through administrative activities and broad knowledge as someone involved in education. Although she has not previously been involved in corporate management through any means other than becoming an Outside Director or Outside Audit &amp; Supervisory Board Member, based on the above reasons, the Company has judged that she is capable of appropriately performing her duties as an Outside Director.</p>			

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
7	 <p>Ken Kobayashi</p> <p>[Date of Birth] February 14, 1949 (72 years old)</p> <p>Newly elected Outside Independent</p>	<p>[Career Summary]</p> <p>July 1971      Joined Mitsubishi Corporation</p> <p>June 2007      Member of the Board, Executive Vice President, and Group CEO, Industrial Finance, Logistics &amp; Development Group of Mitsubishi Corporation</p> <p>June 2008      Executive Vice President and Group CEO, Industrial Finance, Logistics &amp; Development Group of Mitsubishi Corporation</p> <p>April 2010      Senior Executive Vice President and Executive Assistant to President of Mitsubishi Corporation</p> <p>June 2010      Member of the Board, President &amp; CEO of Mitsubishi Corporation</p> <p>April 2016      Chairman of the Board of Mitsubishi Corporation (incumbent)</p> <p>[Important Concurrent Positions]</p> <p>Chairman of the Board of Mitsubishi Corporation</p> <p>Outside Director of NISSIN FOODS HOLDINGS CO., LTD.</p> <p>Outside Director of Mitsubishi Motors Corporation</p> <p>Outside Director of Mitsubishi Heavy Industries, Ltd.</p>	0
<p>[The Reasons for Nomination as Outside Director and Outline of Expected Roles]</p> <p>Mr. Ken Kobayashi is newly recommended as a candidate for Outside Director as he is expected to appropriately perform his duties as an Outside Director of the Company, including supervision of its business execution, based on his years of broad experience as an executive of a global company.</p>			

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
8	 <p>Nobuyuki Hirano</p> <p>[Date of Birth] October 23, 1951 (70 years old)</p> <p>Newly elected Outside</p>	<p>[Career Summary]</p> <p>April 1974      Joined The Mitsubishi Bank, Limited</p> <p>April 2012      President of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>April 2013      President &amp; CEO of Mitsubishi UFJ Financial Group, Inc.</p> <p>April 2016      Chairman of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>April 2019      Member of the Board of Directors, Chairman (Corporate Executive), of Mitsubishi UFJ Financial Group, Inc.</p> <p>April 2021      Senior Corporate Advisor of MUFG Bank, Ltd. (incumbent)</p> <p>[Important Concurrent Positions]</p> <p>Senior Corporate Advisor of MUFG Bank, Ltd.</p> <p>Director of Morgan Stanley</p> <p>Outside Audit &amp; Supervisory Board Member of Toyota Motor Corporation</p> <p>Outside Director of Mitsubishi Heavy Industries, Ltd.</p>	0
<p>[The Reasons for Nomination as Outside Director and Outline of Expected Roles]</p> <p>Mr. Nobuyuki Hirano is newly recommended as a candidate for Outside Director as he is expected to appropriately perform his duties as an Outside Director of the Company, including supervision of its business execution, based on his years of broad experience as an executive of financial institutions.</p>			
<p>[Supplementary Matters Concerning Independence]</p> <p>Mr. Nobuyuki Hirano meets the Company's "Independence Evaluation Standards," but because he served until April 2021 and June 2021 as Executive Chairman and Director, respectively, of Mitsubishi UFJ Financial Group, Inc., which has a material business relationship with Mitsubishi Research Institute DCS Co., Ltd., the Company's subsidiary, the Company intends to wait until one year has elapsed since Mr. Hirano resigned from the above-mentioned roles before designating him as an Independent Director as provided for by Tokyo Stock Exchange, Inc. and notifying the Exchange to that effect.</p>			

(Notes)

- There are no special interests between any of the candidates for Director and the Company.
- The four (4) candidates for Director, Mr. Kazuo Tsukuda, Ms. Mariko Bando, Mr. Ken Kobayashi and Mr. Nobuyuki Hirano are candidates for Outside Director. The Company has designated Mr. Kazuo Tsukuda and Ms. Mariko Bando as Independent Directors provided for by Tokyo Stock Exchange, Inc. and has notified the Exchange to that effect. The Company intends to newly designate Mr. Ken Kobayashi as an Independent Director and notify the Exchange to that effect.
- The Company has entered into liability limitation agreements with Mr. Kazuo Tsukuda and Ms. Mariko Bando, whereby, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, their liability for damages stipulated in Article 423, paragraph (1) of the said Act is limited to the amount as prescribed by the relevant laws and regulations, insofar as they execute their duties bona fide without gross negligence. If they are elected, such agreements shall be continued. Moreover, if Messrs. Ken Kobayashi and Nobuyuki Hirano are elected, the Company intends to enter into an agreement to the same effect with them.
- The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act. An overview of this policy can be found on page 45 for the business report (in Japanese only). If each of the candidates for Director is elected, they will continue to be included in the policy as an insured. Furthermore, the Company plans to renew the policy with the same terms during their terms of office of each of the candidates for Director.
- Since assuming office as Director at the 51st Annual General Meeting of Shareholders held on December 18, 2020, Mr. Hidemoto Mizuhara did not attend two of the eight meetings of the Board of Directors held during the fiscal year ended September 30, 2021 in order to receive medical treatment for an injury.
- Mitsubishi Motors Corporation, at which Mr. Ken Kobayashi serves as Outside Director, received from the

Consumer Affairs Agency an administrative order and an order to pay a penalty in January and July 2017, due to improper conduct related to fuel consumption testing of Mitsubishi Motors Corporation vehicles that came to light in 2016, and for violations of the Act against Unjustifiable Premiums and Misleading Representations in relation to representations in the catalogs, etc. for said vehicles. Furthermore, in May 2018 it emerged that certain technical intern trainees from overseas at Mitsubishi Motors Corporation's Okazaki Plant were not being trained in accordance with a technical intern training plan for which approval had been received from the Organization for Technical Intern Training. In January 2019, approval for Mitsubishi Motors Corporation's technical intern training plan was canceled in accordance with the Act on Proper Technical Intern Training and Protection of Technical Intern Trainees, and the company received an improvement order. Mr. Kobayashi was unaware of these facts, but had routinely emphasized at meetings of the Board of Directors and at other times the importance of adhering to laws and regulations. Moreover, after these facts came to light he discharged his responsibilities by giving instructions for a thorough investigation into the matters, and for the implementation of measures to prevent a recurrence.

7. In February 2019, MUFG Bank, Ltd., at which Mr. Nobuyuki Hirano served as a Member of the Board of Directors, entered into an agreement with the U.S. Office of the Comptroller of the Currency (OCC) to take improvement measures after receiving indication from the OCC that there were deficiencies in relation to the state of its internal control, etc. concerning anti-money laundering measures based on the Bank Secrecy Act. In addition, the aforementioned agreement did not pertain to any identification of the bank's involvement in individual transactions that violated laws, including violations of U.S. economic sanctions and controls, and no instances arose that required payment of civil penalties or other fines.