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(Stock Exchange Code 9010) May 28, 2021

# To Shareholders with Voting Rights:

Koichiro Horiuchi President and Representative Director FUJI KYUKO CO., LTD. 2-1, Shin-nishihara 5-chome, Fujiyoshidashi, Yamanashi

#### **NOTICE OF**

# THE 120TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We cordially announce that the 120th Annual General Meeting of Shareholders of FUJI KYUKO CO., LTD. (the "Company") will be held for the purposes described below.

In lieu of attending the meeting in person, you may exercise your voting rights in writing or by the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights after reading "Guidance for the Exercise of Voting Rights" on page 3. Your vote must be received by 6 p.m. on Thursday, June 17, 2021, Japan time.

1. Date and Time: Friday, June 18, 2021, at 10 a.m. Japan time

(The reception desk opens at 9:00 a.m.)

2. Place: Highland Resort Hotel & Spa "Grand Banquet Fuji"

6-1, Shin-nishihara 5-chome, Fujiyoshida-shi, Yamanashi

(By train, get off at the Fuji-Q Highland Station on the Fujikyuko Line)

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

120th Fiscal Year (April 1, 2020–March 31, 2021) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated

Financial Statements

 Non-consolidated Financial Statements for the Company's 120th Fiscal Year (April 1, 2020–March 31, 2021)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of Thirteen (13) Directors

**Proposal 3:** Election of One (1) Substitute Corporate Auditor

# 4. Matters concerning the exercise of voting rights:

- (1) If you have exercised your voting rights both by sending the Voting Rights Exercise Form and via the Internet, the vote cast through the Internet shall be deemed valid.
- (2) If you have exercised your voting rights via the Internet more than once, the latest vote shall be deemed valid.
- (3) In accordance with laws and regulations and Article 18 of the Company's Articles of Incorporation, the "System to Ensure Business Appropriateness" and "Outline of the Status of Operation of the System to Ensure Business Appropriateness" in the Business Report, the Consolidated Statement of Changes in Equity, the Notes to the Consolidated Financial Statements, as well as the Statement of

Changes in Equity and the Notes to the Non-consolidated Financial Statements are not attached to this notice of annual general meeting of shareholders and instead are provided on the Company's website (https://www.fujikyu.co.jp/soumu/investors/meeting.html). The Accounting Auditor and the Corporate Auditors of the Company have audited the documents subject to audit including these items that are posted on the Company's website.

- (4) Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website shown in (3) above.
- Please see below for our measures against COVID-19.

Measures against the novel coronavirus (COVID-19)

- 1. Requests to shareholders
- In order to reduce the risk of spreading COVID-19 by attending the meeting, we <u>recommend that you</u> exercise your voting rights by mail or via the Internet, etc.
- In particular, shareholders who are believed to be more vulnerable to COVID-19 such as elderly persons, those with underlying medical conditions and pregnant women are requested to make a careful judgment.
- 2. Requests to shareholders intending to attend the meeting
- The Company's officers and operating staff will wear masks. We appreciate your understanding.
- Please check your health condition on the day of the meeting and take infection prevention measures including wearing a mask.
- We ask for your cooperation with body temperature measurements and hand disinfection at the reception.
- Please note that we will deny entry of shareholders with body temperature higher than a set standard to the meeting venue.

#### 3 Others

- We will not have an informal gathering for shareholders.
- Any change made to matters related to the meeting will be announced on the Company's website. https://www.fujikyu.co.jp/soumu/investors/meeting.html

### **Guidance for the Exercise of Voting Rights**

#### 1. Attending the Meeting

Please bring the enclosed Voting Rights Exercise Form with you and submit it at the reception desk. Date and time of the Meeting: Friday, June 18, 2021, at 10 a.m. Japan time

#### 2. Exercising voting rights by mail

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it to us.

Exercise deadline: to be received by the Company by Thursday, June 17, 2021, at 6 p.m. Japan time

3. Exercising voting rights via the Internet, etc.

#### (1) Scanning QR Code (via a smartphone)

Exercise deadline: Thursday, June 17, 2021, at 6 p.m. Japan time

Scanning QR Code (via a smartphone): When using a smartphone, you can log into the voting website by scanning the QR Code printed on the enclosed Voting Rights Exercise Form (right side), without entering a login ID and temporary password.

(2) Entering a login ID and temporary password (via a smartphone, mobile phone or PC, etc.)

Exercise deadline: Thursday, June 17, 2021, at 6 p.m. Japan time

Entering a login ID and temporary password: The voting website on the Internet: https:// evote.tr.mufg.jp/

#### Notes on use of the voting website

Please be aware that you shall incur the fees and charges for accessing the voting site (Internet access fees, phone charges and others). If you access said website by mobile phone, you shall also incur the packet communication fees and other charges related to the use of the mobile phone.

For any inquiries about the use of the voting website, contact:

Toll-free number: 0120-173-027 (9 a.m.–9 p.m.)

Stock Transfer Agency Department (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

To Institutional Investors:

The Company subscribes to the "ICJ Platform," an electronic voting platform operated by ICJ, Inc.

End

# **Reference Documents for the General Meeting of Shareholders**

## **Proposals and References**

# **Proposal 1:** Appropriation of Surplus

The Company proposes to pay a year-end dividend of \(\frac{4}{6}\) per share for the fiscal year ended March 31, 2021, while conforming to the basic policy of maintaining stable dividends and comprehensively taking into account the business results and financial position for the fiscal year under review and other factors.

- 1) Type of property for dividends Cash
- 2) Allotment of property for dividends and total amount thereof ¥6 per share of the Company's common stock Total amount: ¥320,306,040
- 3) Effective date of distribution of surplus June 21, 2021

# **Proposal 2:** Election of Thirteen (13) Directors

The terms of office of all thirteen (13) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of thirteen (13) Directors is proposed.

The candidates are as follows:

[Reference] List of candidates

| No. | -               | Name              |         |             |   | Attendance at<br>the Board of<br>Directors'<br>meetings |
|-----|-----------------|-------------------|---------|-------------|---|---|
| 1   | Reappointed     | Koichiro Horiuchi |         |             | President and<br>Representative<br>Director | 9/9   |
| 2   | Reappointed     | Masanori Hirose   |         |             | Managing Director                           | 9/9   |
| 3   | Reappointed     | Tomofumi Akiyama  | Outside | Independent | Outside Director                            | 8 / 9   |
| 4   | Reappointed     | Mamoru Ozaki      | Outside | Independent | Outside Director                            | 8 / 9   |
| 5   | Reappointed     | Yoshiki Sato      | Outside | Independent | Outside Director                            | 9/9   |
| 6   | Reappointed     | Tsutomu Nagaoka   | Outside | Independent | Outside Director                            | 8 / 9   |
| 7   | Reappointed     | Keiko Ohara       | Outside | Independent | Outside Director                            | 9/9   |
| 8   | Newly appointed | Hiroshi Shimizu   | Outside | Independent | -   | -   |
| 9   | Reappointed     | Kaoru Suzuki      |         |             | Director                                    | 9/9   |
| 10  | Reappointed     | Minao Aikawa      |         |             | Director                                    | 9/9   |
| 11  | Reappointed     | Hiroki Noda       |         |             | Director                                    | 7 / 7   |
| 12  | Reappointed     | Yoshiyuki Yamada  |         |             | Director                                    | 7 / 7   |
| 13  | Reappointed     | Atsushi Uehara    |         |             | Director                                    | 7 / 7   |

(Note) Attendance at the Board of Directors' meetings for Messrs. Hiroki Noda and Yoshiyuki Yamada and Atsushi Uehara is only for the Board of Directors' meetings held after their election on June 17, 2020.

| Reappointed     | Candidate to be reappointed        |
|-----------------|------------------------------------|
| Newly appointed | Candidate to be newly appointed    |
| Outside         | Candidate for Outside Director     |
| Independent     | Candidate for Independent Director |

| No. | Name  |   | Past experience, positions, responsibilities   |  |  |
|-----|---|---|--|--|--|
|     | (Date of birth)   |   | and significant concurrent positions   |  |  |
| No. | (Date of birth)  Koichiro Horiuchi (September 17, 1960)  To be reappointed  Number of the Company's shares  | April 1983  March 1988  March 1988  June 1988  February 1989  June 1989  September 1989  [Significant concu   | and significant concurrent positions  Joined the Long-Term Credit Bank Ltd. (currently Shinsei Bank Ltd.)  Joined the Company  General Manager, Corporate Planning Div. of the Company  Managing Director of the Company  Senior Managing Director of the Company  Representative Director; Senior Managing Director of the Company  President and Representative Director of the Company (to present) |  |  |
| 1   | held: 470,846  Attendance at the Board of Directors' meetings: 9/9  | Representative Director, FJ Co., Ltd. Representative Director, Highland Resort Hotel & Spa Co., Ltd. Representative Director, Minobusan Ropeway Co., Ltd. Representative Director, Television Yamanashi Co., Ltd. President, Public Interest Incorporated Foundation Horiuchi Koankai Outside Auditor, The Yamanashi Chuo Bank, Ltd. Chairman and Representative Director, FUJI mineral water Co., Ltd. |  |  |  |
|     | • Chairman and Representative Director, Pica Corporation  Reasons for selecting the candidate for Director  As President of the Company, Koichiro Horiuchi has long engaged in the overall management of the Company, thereby acquiring significant experience. In addition, he has a broad network of personal contacts and deep insight through his experience of taking important posts, including Chairman of the Nihon Bus Association. For these reasons, he is judged as qualified to be nominated again for Director. |   |  |  |  |

| No. | Name<br>(Date of birth) | Past experience, positions, responsibilities and significant concurrent positions |  |  |
|-----|-------------------------|---|--|--|
|     |                         | March 1981  | Joined the Company   |  |
|     |                         | August 2010   | General Manager status of the Company                          |  |
|     |                         | June 2012   | Executive Officer of the Company                               |  |
|     | Masanori Hirose         | June 2012   | Manager, Transportation Business Div. of the Company           |  |
|     | (March 7, 1958)         | June 2013   | President and Representative Director, Fujikyu Sales Co., Ltd. |  |
|     |                         | June 2014   | President and Representative Director, Fuji Express Co., Ltd.  |  |
|     | To be reappointed       | June 2015   | Executive Officer of the Company                               |  |
|     |                         | June 2015   | General Manager, Audit Section and General Manager, General    |  |
|     | Number of the           |   | Affairs Div. of the Company                                    |  |
|     | Company's shares        | June 2018   | Director of the Company  |  |
|     | held: 4,220             | June 2018   | General Manager, General Affairs Div. and General Manager,     |  |
|     |                         |   | Human Resources Div. of the Company                            |  |
|     | Attendance at the       | June 2019   | Managing Director of the Company (to present)                  |  |
| 2   | Board of Directors'     | June 2019   | Managing Executive Officer of the Company (to present)         |  |
|     | meetings: 9/9           | June 2019   | General Manager, Audit Section, General Manager, General       |  |
|     |                         |   | Affairs Div. and General Manager, Human Resources Div. of the  |  |
|     |                         |   | Company  |  |
|     |                         | June 2020   | General Manager, Audit Section, General Manager, General       |  |
|     |                         |   | Affairs Div. of the Company (to present)                       |  |

### Reasons for selecting the candidate for Director

Masanori Hirose has accumulated considerable experience by having long engaged in the general affairs division, transportation division and management of the group companies, as well as serving as General Manager of Audit Section and General Manager of General Affairs Div., and taken an active role as a Director of the Company in the discussions at meetings of the Board of Directors. These achievements make him judged as qualified to be nominated again for Director.

| No. | Name<br>(Date of birth) | Past experience, positions, responsibilities and significant concurrent positions |   |  |
|-----|-------------------------|---|---|--|
|     | Tomofumi Akiyama        | July 1984   | Director, Fukoku Mutual Life Insurance Company              |  |
|     | (August 13, 1935)       | March 1989  | Managing Director, Fukoku Mutual Life Insurance Company     |  |
|     |                         | July 1998   | President and Representative Director, Fukoku Mutual Life   |  |
|     | To be reappointed       |   | Insurance Company   |  |
|     | Outside                 | June 1999   | Director of the Company (to present)                        |  |
|     | Independent             | July 2010   | Chairman of the Board, Fukoku Mutual Life Insurance Company |  |
|     |                         | July 2019   | Executive Advisor, Fukoku Mutual Life Insurance Company (to |  |
|     | Number of the           |   | present)  |  |
|     | Company's shares        | [Significant concurrent positions]  |   |  |
|     | held: 0                 |   | or, Fukoku Mutual Life Insurance Company                    |  |
|     |                         | Outside Director, Imperial Hotel, Ltd.  |   |  |
|     | Attendance at the       |   |   |  |
|     | Board of Directors'     |   |   |  |
|     | meetings: 8/9           |   |   |  |
| 2   |                         |   |   |  |

Reasons for selecting the candidate for Outside Director and expected roles

Tomofumi Akiyama has considerable experience in corporate management as is seen by the fact that he is currently assigned as Executive Advisor of Fukoku Mutual Life Insurance Company. We believe that he will utilize his highly professional experience in corporate management to provide appropriate advice on the overall matters of corporate management from an objective standpoint independent from the Company's officers responsible for business execution, thereby further reinforcing the Company's management structure. For these reasons, he is judged as qualified to be nominated for Outside Director.

#### Special notes regarding the candidate for Outside Director

Tomofumi Akiyama satisfies the criteria for independent directors as set forth by the regulations of the Tokyo Stock Exchange, and the Company has registered him with the Exchange as an independent director. If his election is approved as originally proposed, the Company continues to register him as an independent director.

| No. | Name<br>(Date of birth)  | Past experience, positions, responsibilities and significant concurrent positions                                      |   |  |
|-----|--|--|---|--|
|     | Mamoru Ozaki (May 20, 1935)  To be reappointed Outside Independent  Number of the Company's shares | April 1958<br>April 1975<br>July 1980<br>June 1983<br>June 1984<br>December 1988<br>June 1991<br>June 1992<br>May 1994 | Joined the Ministry of Finance (Research Division, Tax Bureau) Councilor, Embassy of Japan in United States of America, Ministry of Foreign Affairs of Japan Secretary to the Prime Minister Director of Administration and Legal Division, Minister's Secretariat, Ministry of Finance Director-General of Kinki Local Finance Bureau, Ministry of Finance Director-General of Tax Bureau, Ministry of Finance Commissioner, National Tax Agency Administrative Vice Minister, Ministry of Finance (resigned from the position in June 1993) Governor & CEO, People's Finance Corporation (currently |  |
| 4   | held: 0  Attendance at the Board of Directors' meetings: 8/9                                       | October 1999  February 2003  June 2003  [Significant concur  | Japan Finance Corporation) Governor & CEO, National Life Finance Corporation (currently Japan Finance Corporation) (resigned from the position in January 2003) Executive Advisor, Yazaki Corporation (resigned from the position in February 2018) Director of the Company (to present) rent positions]  Kikkoman Corporation  |  |

#### Reasons for selecting the candidate for Outside Director and expected roles

Mamoru Ozaki once held important positions, including Administrative Vice Minister, at the Ministry of Finance. After leaving the ministry, he has been involved in corporate management, accumulating considerable experience in various fields. We believe that he will utilize such experience to provide appropriate advice on the overall matters of corporate management from an objective standpoint independent from the Company's officers responsible for business execution, thereby further reinforcing the Company's management structure. For these reasons, he is judged as qualified to be nominated for Outside Director.

#### Special notes regarding the candidate for Outside Director

Mamoru Ozaki satisfies the criteria for independent directors as set forth by the regulations of the Tokyo Stock Exchange, and the Company has registered him with the Exchange as an independent director. If his election is approved as originally proposed, the Company continues to register him as an independent director.

Mamoru Ozaki served as Executive Advisor of Yazaki Corporation during the period from February 2003 to February 2018, however, there is no trading relationship between said company and the Company.

| No.  | Name  |  | Past experience, positions, responsibilities               |  |  |
|------|---|--|--|--|--|
| 110. | (Date of birth)   | and significant concurrent positions                       |  |  |  |
|      | Yoshiki Sato  | April 2003   | Executive Officer, Asahi Mutual Life Insurance Company     |  |  |
|      | (December 5, 1949)                                      | April 2004   | Managing Executive Officer, Asahi Mutual Life Insurance    |  |  |
|      | (December 3, 1949)                                      |  | Company  |  |  |
|      | To be reappointed                                       | July 2004  | Director and Managing Executive Officer, Asahi Mutual Life |  |  |
|      | Outside   |  | Insurance Company  |  |  |
|      | Independent   | July 2008  | Representative Director and President, Asahi Mutual Life   |  |  |
|      | macpendent  |  | Insurance Company  |  |  |
|      | Number of the   | June 2015  | Director of the Company (to present)                       |  |  |
|      | Company's shares  | April 2017   | Representative Director and Chairman, Asahi Mutual Life    |  |  |
|      | held: 0   |  | Insurance Company  |  |  |
|      | neid. 0   | April 2019   | Director and Chairman, Asahi Mutual Life Insurance Company |  |  |
|      | Attendance at the                                       |  | (to present)   |  |  |
|      | Board of Directors'                                     | [Significant concurrent positions]                         |  |  |  |
|      | meetings: 9/9   | • Director and C   | Director and Chairman, Asahi Mutual Life Insurance Company |  |  |
|      | meetings. 7/7   | Outside Corporate Auditor, ADEKA CORPORATION               |  |  |  |
| 5    |   | Outside Auditor, Nippon Light Metal Holdings Company, Ltd. |  |  |  |
| )    |   |  |  |  |  |
|      | Reasons for selecting                                   | ng the candidate   | for Outside Director and expected roles                    |  |  |
| 1    | as Director and Chairman of Asahi Mutual Life Insurance |  |  |  |  |

Yoshiki Sato currently serves as Director and Chairman of Asahi Mutual Life Insurance Company, with considerable experience in corporate management. We believe that he will utilize his highly professional experience in business management to provide appropriate advice on the overall matters of corporate management from an objective standpoint independent from the Company's officers responsible for business execution, thereby further reinforcing the Company's management structure. For these reasons, he is judged as qualified to be nominated for Outside Director.

#### Special notes regarding the candidate for Outside Director

Yoshiki Sato satisfies the criteria for independent directors as set forth by the regulations of the Tokyo Stock Exchange, and the Company has registered him with the Exchange as an independent director. If his election is approved as originally proposed, the Company continues to register him as an independent director.

|   | Name                        | Past experience, positions, responsibilities |  |  |  |
|---|-----------------------------|--|--|--|--|
| No.   | (Date of birth)             |  | and significant concurrent positions   |  |  |
|   | Tsutomu Nagaoka             | April 2007                                   | Executive Officer, TOKYO DOME CORPORATION  |  |  |
|   | (November 23, 1955)         | April 2009                                   | Managing Executive Officer, TOKYO DOME CORPORATION   |  |  |
|   |                             | April 2012                                   | Managing Director and Executive Officer, TOKYO DOME  |  |  |
|   | To be reappointed           |  | CORPORATION  |  |  |
|   | Outside                     | April 2014                                   | Senior Managing Director and Executive Officer, TOKYO  |  |  |
|   | Independent                 |  | DOME CORPORATION   |  |  |
|   |                             | April 2016                                   | Representative Director, President and COO, TOKYO DOME   |  |  |
|   | Number of the               | 7 2010                                       | CORPORATION (to present)   |  |  |
|   | Company's shares<br>held: 0 | June 2019                                    | Director of the Company (to present)   |  |  |
|   | neid: 0                     | [Significant concu                           |  |  |  |
|   | Attendance at the           |  | <ul> <li>Representative Director, President and COO, TOKYO DOME CORPORATION</li> <li>Outside Director, TOKYOTOKEIBA Co., Ltd.</li> </ul>   |  |  |
|   | Board of Directors'         | Outside Directi                              | or, TOKTOTOKEIBA Co., Etd.   |  |  |
|   | meetings: 8/9               |  |  |  |  |
| Reasons for selecting the candidate for Outside Director and expected roles Tsutomu Nagaoka currently serves as Representative Director, President and COO of DOME CORPORATION, with considerable experience in tourism. We believe that he will a highly professional experience in business management to provide appropriate advice overall matters of corporate management from an objective standpoint independent Company's officers responsible for business execution, thereby further reinford Company's management structure. For these reasons, he is judged as qualified to be no for Outside Director. |                             |  | s as Representative Director, President and COO of TOKYO siderable experience in tourism. We believe that he will utilize his business management to provide appropriate advice on the agement from an objective standpoint independent from the for business execution, thereby further reinforcing the e. For these reasons, he is judged as qualified to be nominated |  |  |
| Special notes regarding the candidate for Outside Director  Tsutomu Nagaoka satisfies the criteria for independent directors as set forth by the regular Tokyo Stock Exchange, and the Company has registered him with the Exchange as an director. If his election is approved as originally proposed, the Company continues to rean independent director.   |                             |  | eria for independent directors as set forth by the regulations of the ompany has registered him with the Exchange as an independent  |  |  |

| No. | Name   | Past experience, positions, responsibilities                                      |  |  |  |  |
|-----|--|---|--|--|--|--|
| NO. | (Date of birth)  |   | and significant concurrent positions                               |  |  |  |
|     | Keiko Ohara  | April 1988  | Registered as a lawyer (Dai-Ichi Tokyo Bar Association)            |  |  |  |
|     | (October 18, 1959)   | April 1988  | Joined Komatsu Sogo Law Firm (currently Komatsu & Koma             |  |  |  |
|     |  |   | Law Firm)  |  |  |  |
|     | To be reappointed  | September 1992  | Joined New York Office of Weil, Gotshal & Manges LLP.              |  |  |  |
|     | Outside  | August 1993   | Registered as a lawyer (State of New York)                         |  |  |  |
|     | Independent  | October 1993  | Returned to Komatsu & Koma Law Firm                                |  |  |  |
|     |  | February 2000   | Founding Partner, Kamiyacho International Law Office (to           |  |  |  |
|     | Number of the  |   | present)   |  |  |  |
|     | Company's shares   | March 2017  | Auditor, Save the Children Japan (to present)                      |  |  |  |
|     | held: 0  | June 2019   | Director of the Company (to present)                               |  |  |  |
|     |  | Significant concurrent positions]   |  |  |  |  |
|     | Attendance at the  | Partner, Kamiyacho International Law Office                                       |  |  |  |  |
|     | Board of Directors'  | • Director, Member of the board (Independent), Financial Products Group Co., Ltd. |  |  |  |  |
|     | meetings: 9/9  | • External Audit &  | & Supervisory Board Member, TAISEI CORPORATION                     |  |  |  |
| 7   |  |   |  |  |  |  |
|     |  |   | Outside Director and expected roles                                |  |  |  |
|     | Keiko Ohara has highly professional knowledge and abundant international experience as a     |   |  |  |  |  |
|     | lawyer. We believe that she will utilize her knowledge and experience to provide appropriate |   |  |  |  |  |
|     |  |   | of corporate management from an objective standpoint               |  |  |  |
|     |  |   | officers responsible for business execution, thereby further       |  |  |  |
|     |  |   | ement structure. For these reasons, she is judged as qualified     |  |  |  |
|     | to be nominated for Outside Director.  |   |  |  |  |  |
|     | 0 11   | 1. 4 1.1 (  | . O ('1 P' )   |  |  |  |
|     | Special notes regarding the candidate for Outside Director                                   |   |  |  |  |  |
|     |  |   | independent directors as set forth by the regulations of the Tokyo |  |  |  |
|     |  |   | has registered her with the Exchange as an independent director.   |  |  |  |
|     |  |   | nally proposed, the Company continues to register her as an        |  |  |  |
|     | independent direc  | 101.  |  |  |  |  |

| No. | Name<br>(Date of birth)   | Past experience, positions, responsibilities and significant concurrent positions   |   |  |
|-----|---|---|---|--|
|     | Hiroshi Shimizu (January 30, 1961)  Newly appointed Outside Independent  Number of the Company's shares held: 0 | March 2012 Managing July 2013 Director a Insurance July 2014 Managing March 2016 Senior Ma Company July 2016 Director a Insurance | - |  |
| 8   |   |   |   |  |

#### Reasons for selecting the candidate for Outside Director and expected roles

Hiroshi Shimizu has considerable experience in corporate management as is seen by the fact that he is currently assigned as President of Nippon Life Insurance Company. We believe that he will utilize his highly professional experience in corporate management to provide appropriate advice on the overall matters of corporate management from an objective standpoint independent from the Company's officers responsible for business execution, thereby further reinforcing the Company's management structure. For these reasons, he is judged as qualified to be nominated for Outside Director.

# Special notes regarding the candidate for Outside Director

Hiroshi Shimizu satisfies the criteria for independent directors as set forth by the regulations of the Tokyo Stock Exchange. If his election is approved as originally proposed, the Company intends to register him as an independent director.

| Na  | Name   |   | Past experience, positions, responsibilities                    |  |  |  |
|-----|--|---|---|--|--|--|
| No. | (Date of birth)                                  | and significant concurrent positions  |   |  |  |  |
|     |  | February 1984   | Joined Fujikyu Corporation (currently FJ Co., Ltd.)             |  |  |  |
|     | Kaoru Suzuki                                     | January 1999  | Joined the Company  |  |  |  |
|     | (September 13, 1958)                             | August 2008   | Manager, General Affairs Div., and Manager, Planning Div. of    |  |  |  |
|     |  |   | the Company   |  |  |  |
|     | To be reappointed                                | February 2010   | Chief of the Sales Promotion Section and Manager, Planning      |  |  |  |
|     |  |   | Div. of the Company   |  |  |  |
|     | Number of the                                    | June 2012   | Executive Officer of the Company (to present)                   |  |  |  |
|     | Company's shares                                 | June 2014   | Director of the Company (to present)                            |  |  |  |
|     | held: 5,300                                      | June 2014   | Chief of the Sales Promotion Section and General Manager,       |  |  |  |
|     |  |   | Planning Div. of the Company                                    |  |  |  |
| 9   | Attendance at the                                | December 2014   | General Manager, Publicity Div., and General Manager,           |  |  |  |
|     | Board of Directors'                              |   | Planning Div. of the Company                                    |  |  |  |
|     | meetings: 9/9                                    | June 2015   | General Manager, Publicity Div., and in charge of Planning Div. |  |  |  |
|     |  |   | of the Company  |  |  |  |
|     |  | June 2020   | General Manager, Publicity Div. of the Company (to present)     |  |  |  |
|     |  |   |   |  |  |  |
|     | Reasons for selecting the candidate for Director |   |   |  |  |  |
|     | Kaoru Suzuki ha                                  | Kaoru Suzuki has accumulated considerable experience by having long engaged in the planning and |   |  |  |  |
|     |  |   | and by serving as General Manager of Publicity Div. As a        |  |  |  |
|     | Director, he has to                              | aken an active role   | in the discussions at meetings of the Board of Directors. These |  |  |  |
|     | achievements mal                                 | ke him judged as qu   | nalified to be nominated again for Director.                    |  |  |  |

| No. | Name<br>(Date of birth)                                   | Past experience, positions, responsibilities and significant concurrent positions |   |  |
|-----|---|---|---|--|
|     | Minao Aikawa<br>(February 9, 1962)                        | March 1984<br>August 2011   | Joined the Company General Manager, Management & Administration Div. of the Company |  |
|     | To be reappointed   | September 2013<br>June 2018   | Temporarily seconded to FJ Co., Ltd. Executive Officer of the Company (to present)  |  |
|     | Number of the Company's shares                            | June 2018   | General Manager, Management & Administration Div. of the Company (to present)       |  |
|     | held: 4,200   | June 2019   | Director of the Company (to present)  |  |
| 10  | Attendance at the<br>Board of Directors'<br>meetings: 9/9 |   |   |  |

### Reasons for selecting the candidate for Director

Minao Aikawa has accumulated considerable experience by having long engaged in the accounting division of the Company and by serving as General Manager of Management & Administration Div., and taken an active role as a Director of the Company in the discussions at meetings of the Board of Directors. These achievements make him judged as qualified to be nominated again for Director.

| No. | Name<br>(Date of birth) | Past experience, positions, responsibilities |  |
|-----|-------------------------|--|--|
|     | (Date of offin)         | A '1 1000                                    | and significant concurrent positions   |
|     |                         | April 1990                                   | Joined the Industrial Bank of Japan (currently Mizuho Financial  |
|     |                         | I1 2005                                      | Group, Inc.)   |
|     |                         | July 2005                                    | Associate Director-General, Planning Promotion Department  |
|     |                         |  | No.1, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank,  |
|     |                         | A  | Ltd.)  |
|     |                         | April 2007                                   | Senior Assistant Manager, Corporate Banking Department<br>No.14, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, |
|     | Hiroki Noda             |  | Ltd.)  |
|     | (March 28, 1967)        | April 2008                                   | Chief Relationships Manager, Corporate Banking Department  |
|     | (March 26, 1907)        | April 2006                                   | No.6, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank,  |
|     | To be reappointed       |  | Ltd.)  |
|     | 10 oc reappointed       | July 2010                                    | Senior Credit Officer, Corporate Credit Department, Mizuho   |
|     | Number of the           | July 2010                                    | Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)   |
|     | Company's shares        | July 2013                                    | Credit Assessor, Corporate Credit Department No.1, Mizuho  |
|     | held: 0                 |  | Bank, Ltd.   |
|     |                         | October 2013                                 | Deputy General Manager, Large Enterprise Operation   |
| 11  | Attendance at the       |  | Department, Mizuho Bank, Ltd.  |
|     | Board of Directors'     | April 2015                                   | General Manager, Corporate Banking Department No.1, Mizuho   |
|     | meetings: 7/7           | 1  | Bank, Ltd.   |
|     | C                       | April 2018                                   | General Manager, Fukuoka Corporate Banking Department,   |
|     |                         |  | Mizuho Bank, Ltd.  |
|     |                         | April 2020                                   | Joined the Company   |
|     |                         | June 2020                                    | Director of the Company (to present)   |
|     |                         | June 2020                                    | Executive Officer of the Company (to present)  |
|     |                         | June 2020                                    | General Manager, President Office and in charge of Marketing   |
|     |                         |  | Div. of the Company (to present)   |

# Reasons for selecting the candidate for Director

Hiroki Noda currently serves as General Manager, President Office of the Company and has accumulated considerable experience through years of work at financial institutions. As a Director, he has taken an active role in the discussions at meetings of the Board of Directors. These achievements make him judged as qualified to be nominated again for Director.

| No. | Name (Date of birth)                                      |   | Past experience, positions, responsibilities and significant concurrent positions   |
|-----|---|---|---|
|     | Yoshiyuki Yamada<br>(October 21, 1962)                    | April 1989<br>February 2000   | Joined Fujikyu Corporation (currently FJ Co., Ltd.) Joined the Company  |
|     | To be reappointed   | August 2011   | Manager, Planning Div. and Manager, Sales Promotion Section of the Company  |
|     | Number of the<br>Company's shares<br>held: 3,100          | November 2013<br>December 2014<br>June 2015<br>June 2015<br>June 2020 | Manager, Group Business Div. of the Company Manager, Planning Div. of the Company Executive Officer of the Company (to present) General Manager, Planning Div. of the Company (to present) Director of the Company (to present) |
| 12  | Attendance at the<br>Board of Directors'<br>meetings: 7/7 | Suite 2020  | Director of the Company (to present)  |

Reasons for selecting the candidate for Director
Yoshiyuki Yamada has accumulated considerable experience by having long engaged in the planning division, as well as serving as General Manager of Planning Div., and taken an active role as a Director of the Company in the discussions at meetings of the Board of Directors. These achievements make him judged as qualified to be nominated again for Director.

| No. | Name   | Past experience, positions, responsibilities |   |  |  |
|-----|--|--|---|--|--|
| NO. | (Date of birth)  | and significant concurrent positions         |   |  |  |
|     |  | March 1986                                   | Joined the Company  |  |  |
|     |  | April 2011                                   | Manager, Transportation Business Div. of the Company                  |  |  |
|     |  | June 2012                                    | President and Representative Director, Fuji Express Co., Ltd.         |  |  |
|     | Atsushi Uehara   | June 2012                                    | President and Representative Director, Fujikyuko Kanko Co.,           |  |  |
|     | (April 5, 1963)  |  | Ltd.  |  |  |
|     |  | June 2014                                    | President and Representative Director, Gakunan Railway Co.,           |  |  |
|     | To be reappointed  |  | Ltd.  |  |  |
|     |  | June 2014                                    | President and Representative Director, Gakunan Electric Train         |  |  |
|     | Number of the  |  | Co., Ltd.   |  |  |
|     | Company's shares   | June 2017                                    | Executive Officer of the Company (to present)                         |  |  |
|     | held: 4,300  | June 2017                                    | Manager, Transportation Business Div. of the Company                  |  |  |
|     |  | February 2018                                | President and Representative Director, Fujikyu Yamanashi Bus          |  |  |
| 13  | Attendance at the  |  | Co., Ltd. (currently Fujikyu Bus Inc.)                                |  |  |
|     | Board of Directors' meetings: 7/7  | February 2018                                | President and Representative Director, Fujikyu Auto Service Co., Ltd. |  |  |
|     | meetings. 777  | April 2018                                   | Manager, Operations Div. of the Company                               |  |  |
| l   |  | June 2020                                    | Director of the Company (to present)                                  |  |  |
|     |  | June 2020                                    | Manager, Operations Div. of the Company (to present)                  |  |  |
|     | Reasons for selecting  |  |   |  |  |
|     |  | -  | siderable experience by having long engaged in the transportation     |  |  |
|     | division and management of the group companies, as well as serving as Manager of Operations Div.,    |  |   |  |  |
|     | and taken an active role as a Director of the Company in the discussions at meetings of the Board of |  |   |  |  |
|     | Directors. These achievements make him judged as qualified to be nominated again for Director.       |  |   |  |  |
|     | Directors. These ar  | ome vements make                             | min juagea as quantied to be nonlinated again for Direct              |  |  |

#### Notes:

- 1. The Company has business relationships with FJ Co., Ltd., and Public Interest Incorporated Foundation Horiuchi Koankai relating to real estate rental and the outsourcing of business.
  - FJ Co., Ltd. engages in the golf course and real estate businesses, which fall under the same categories of businesses operated by the Company.
- 2. Minobusan Ropeway Co., Ltd. operates the cableway business, which falls under the same category of a business operated by the Company.
- 3. The Company has a business relationship with FUJI mineral water Co., Ltd., relating to the purchase of articles, real estate rental and lending of funds.
- 4. The Company has a business relationship with Nippon Life Insurance Company relating to the borrowing of funds.
- 5. Messrs. Tomofumi Akiyama, Mamoru Ozaki, Yoshiki Sato, Tsutomu Nagaoka, and Hiroshi Shimizu and Ms. Keiko Ohara are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7, of the Ordinance for Enforcement of the Companies Act.
- 6. Number of years in office of candidates as Outside Directors: As of June 2021, Messrs. Tomofumi Akiyama, Mamoru Ozaki and Yoshiki Sato and Tsutomu Nagaoka, and Ms. Keiko Ohara will have been in the position for 22 years, 18 years, six years, two years and two years, respectively.
- 7. Pursuant to Article 427, Paragraph 1, of the Companies Act, Messrs. Tomofumi Akiyama, Mamoru Ozaki, Yoshiki Sato and Tsutomu Nagaoka, and Ms. Keiko Ohara, and the Company have an agreement to limit the liability for damages prescribed in Article 423, Paragraph 1, of said Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by law. If the reelection of Messrs. Akiyama, Ozaki, Sato and Nagaoka, and Ms. Ohara is approved, the Company will continue said agreement with them. If the election of Mr. Hiroshi Shimizu is approved, the Company will have an agreement with him to limit the liability for damages to the minimum amount stipulated by law.
- 8. The Company has a directors and officers liability insurance agreement that insures all Directors. The said agreement covers damages that may arise from the insured Directors assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. If the election of each candidate is approved, they will be insured under said agreement. The Company intends to renew said agreement in June 2021.

### **Proposal 3:** Election of One (1) Substitute Corporate Auditor

The term of office of Corporate Auditor Kazuya Okamoto will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Substitute Corporate Auditor is proposed to prepare for cases where the number of Corporate Auditors falls below the number stipulated by laws and regulations.

The Board of Corporate Auditors has previously given its approval to this proposal. The candidate is as follows:

| Name                 | Past experience, positions  |   |  |  |
|----------------------|---|---|--|--|
| (Date of birth)      |   | and significant concurrent positions  |  |  |
|                      | April 1995  | Registered as a lawyer (Dai-Ichi Tokyo Bar Association)   |  |  |
|                      | April 2004  | Civil Conciliation Commissioner, Tokyo Summary Court (to present)   |  |  |
|                      | November 2013   | Special Committee Member, Dispute Reconciliation Committee for Nuclear Damage Compensation, Ministry of Education, Culture, Sports, Science and Technology (to present)   |  |  |
|                      | April 2014  | Vice-President, Dai-Ichi Tokyo Bar Association  |  |  |
|                      | May 2020  | Established Ginza Imperial Law Office (Partner) (to present)  |  |  |
| Kikuji Sakurai       | March 2021  | Delegate, Japan Federation of Bar Associations (to present)   |  |  |
| (September 18, 1956) | eptember 18, 1956) [Significant concurrent positions]                         |   |  |  |
|                      | Partner, Ginza Imperial Law Office  |   |  |  |
| Outside              |   |   |  |  |
| Independent          | Reasons for selecting the candidate for Substitute Corporate Auditor          |   |  |  |
|                      | Kikuji Sakuı  | rai has specialized, highly professional knowledge and  |  |  |
| Number of the        | abundant exp  | erience as a lawyer. We believe that he will provide guidance   |  |  |
| Company's shares     | and audit from an objective and neutral standpoint by utilizing his knowledge |   |  |  |
| held: 0              | and experience  | and experience, and therefore he is judged as qualified to be newly nominated   |  |  |
|                      | for Substitute  | for Substitute Outside Corporate Auditor.   |  |  |
|                      |   |   |  |  |
|                      | Kikuji Sakura<br>regulations of   | garding the candidate for Substitute Corporate Auditor ai satisfies the criteria for independent auditors as set forth by the the Tokyo Stock Exchange, and the Company intends to register Exchange as an independent auditor if he assumes office of ditor. |  |  |

#### Notes:

- 1. Mr. Kikuji Sakurai is a candidate for Substitute Corporate Auditor.
- 2. If Mr. Kikuji Sakurai assumes the office of Corporate Auditor, pursuant to Article 427, Paragraph 1, of the Companies Act, the Company will have an agreement with him to limit the liability for damages prescribed in Article 423, Paragraph 1, of said Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by law.
- 3. The Company has a directors and officers liability insurance agreement that insures all Outside Corporate Auditors. The said agreement covers damages that may arise from the insured Corporate Auditors assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. If Mr. Kikuji Sakurai assumes the office of Corporate Auditor, he will be insured under said agreement. The Company intends to renew said agreement in June 2021.