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Securities code: 6445

June 5, 2024

To Shareholders with Voting Rights:

Makoto Saito
President
JANOME Corporation
1463 Hazama-machi, Hachioji,
Tokyo, Japan

**NOTICE OF
THE 98th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 98th Annual General Meeting of Shareholders of JANOME Corporation (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, which provide information contained in the Reference Documents, etc. for the General Meeting of Shareholders (the matters subject to electronic provision measures) in electronic format, and has posted the matters on its website. Please access the following website to view the matters (some contents available only in Japanese).

The Company website: https://www.janome.co.jp/ir/ir_meeting.html

In addition to the above website, the Company has posted the matters on the Tokyo Stock Exchange (TSE) website. To view the matters, please access the following website, enter the name or securities code (6445) of the Company, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information” in this order.

Tokyo Stock Exchange (TSE) website (Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Shareholders who are unable to attend the meeting in person may exercise their voting rights in writing or via the Internet. Please kindly read the Reference Documents for the General Meeting of Shareholders given below and vote by the end of business hours (5:30 p.m.) on Thursday, June 20, 2024 Japan time.

■ Exercise of voting rights in writing (by postal mail)

Please indicate your approval or disapproval of each proposal on the Voting Rights Exercise Form enclosed with this notice of convocation, and return it by postal mail to arrive by the above-mentioned deadline for exercising your voting rights.

■ Exercise of voting rights via the Internet

Please read the “Guide to Exercising Voting Rights via the Internet” of the Japanese meeting notice document and follow the instructions on the screen to enter your approval or disapproval of each proposal by the above-mentioned deadline for exercising your voting rights.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** Utage, 4F, Keio Plaza Hotel Hachioji,
14-1, Asahi-cho, Hachioji City, Tokyo, Japan
(Please refer to the map of the General Meeting of Shareholders venue
provided at the end of the Japanese document.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 98th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 98th Fiscal Year (April 1, 2023–March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Four (4) Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Determination of Amount and Details of Performance-Based Stock Compensation, etc. for Directors and Officers of the Company

Notes:

1. Shareholders attending the meeting in person are kindly requested to submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
2. Among the matters subject to electronic provision measures, the following matters have not been provided in the paper copy to shareholders who have made a request for delivery of documents in accordance with laws and regulations and the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited these matters as well.
 - "Systems to Ensure Appropriateness of Business Operations (Internal Control Systems) and the Status of Operation of the Systems" and "Basic Policy Regarding Control of the Company" in the Business Report
 - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
3. Any amendments to the matters subject to electronic provision measures will be posted on the websites where the matters have been posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to maximize shareholder returns by securing substantial equity capital, reinforcing a sound financial base, and pursuing improved capital efficiency.

The Company proposes the following appropriation of surplus for the fiscal year ended March 31, 2024 in light of the business performance of the current fiscal year and future business development.

1. Type of dividend property
Cash
2. Matters concerning allotment of dividend property to shareholders and total amount thereof
¥25 per share of the Company's common stock, for a total of ¥458,370,125
3. Effective date of distribution of surplus
June 24, 2024

Proposal 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this Meeting. Accordingly, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Taking into consideration the nomination policy, suitability of each candidate, and other factors, the Audit and Supervisory Committee expressed the opinion that the election of the candidates as Directors (excluding Directors who are Audit and Supervisory Committee Members) is appropriate.

Reference:

Method and Procedures for Selecting Candidates for Directors:

The candidates for Director were decided from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons with abundant expertise and experience to execute and manage the businesses of the Janome Group.
- 2) Persons with thorough understanding of their social responsibilities and missions as a director and sublime self-discipline to accurately and fairly pursue the executions and management of the businesses of the Janome Group.

The candidates for Outside Director were decided from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons deemed to possess no potential reason to have any conflict of interest with the general shareholders of JANOME Corporation.
- 2) Persons with thorough understanding of the Company's corporate philosophy and their social responsibilities and missions as directors.
- 3) Persons who understand fully the role of the outside directors, possessing the capacity to supervise the internal directors and the management as well as to voice accurate and proper opinions and advice by capitalizing on their profound expertise in corporate management, economics, legal affairs, accounting, tax practice and/or audit.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2023)
1	[Reappointment] Makoto Saito (Age: 69) (Male)	Representative Director, President, In charge of Internal Audit Department	19/19 (100%)
2	[Reappointment] Takeyuki Oshima (Age: 60) (Male)	Director, Vice-President, In charge of Home Appliance International Business Division, In charge of Home Appliance Domestic Business Division	19/19 (100%)
3	[Reappointment] Toshiya Takayasu (Age: 59) (Male)	Director, Senior Managing Officer, Industrial Sales Equipment Division Head	19/19 (100%)
4	[Reappointment] Hitoshi Doi (Age: 62) (Male)	Director, Senior Managing Officer, Administration Division Head	19/19 (100%)

No.		Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2023)
5	[Reappointment]	Kazushi Kawaguchi (Age: 64) (Male)	Director, Managing Officer, Production Management Division Head, In charge of Quality Assurance Department	19/19 (100%)
6	[Reappointment] [Outside] [Independent]	Fumiaki Nakajima (Age: 64) (Male)	Director	19/19 (100%)
7	[Reappointment] [Outside] [Independent]	Shoko Sugino (Age: 78) (Female)	Director	19/19 (100%)
8	[Reappointment] [Outside] [Independent]	Yasuyo Tanaka (Age: 67) (Female)	Director	19/19 (100%)

[Reappointment]: Reappointed Director, [Outside]: Outside Director, [Independent]: Independent Director in accordance with the rules of the Tokyo Stock Exchange.

Note: Ages of candidates indicate the ages as of June 21, 2024.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	<p>Makoto Saito (January 31, 1955) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 7 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p>	<p>April 1978</p> <p>April 2011</p> <p>April 2015</p> <p>June 2017</p> <p>April 2018</p> <p>June 2019</p> <p>April 2023</p>	<p>Joined the Company</p> <p>Corporate Officer</p> <p>Managing Officer</p> <p>Director</p> <p>Senior Managing Officer</p> <p>President, In charge of Internal Audit Department (current position)</p> <p>Representative Director, President (current position)</p>	59,600
<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Makoto Saito has worked and supervised mainly in the fields of production management and R&D. He has considerable experience and an extensive track record in business, with accomplishments such as building a functional production and development system in response to globalization. As representative director, he has demonstrated strong leadership in efforts to enhance the corporate value of the entire Group. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>				
2	<p>Takeyuki Oshima (October 16, 1963) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 2 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p>	<p>April 1987</p> <p>June 2017</p> <p>April 2021</p> <p>June 2022</p> <p>October 2023</p> <p>April 2024</p>	<p>Joined the Company</p> <p>Corporate Officer</p> <p>Managing Officer</p> <p>Director (current position)</p> <p>In charge of Home Appliance International Business Division, In charge of Home Appliance Domestic Business Division (current position)</p> <p>Vice-President (current position)</p>	12,800
<p>[Reason for nomination as candidate]</p> <p>Mr. Takeyuki Oshima has worked and supervised mainly in the field of administrative operations since joining the Company. He has considerable experience and an extensive track record in general affairs, human resources, accounting, and other areas. In addition, he has been working on building up a sales structure to strengthen profitability as an officer in charge of the Home Appliance International Business Division and the Home Appliance Domestic Business Division. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	<p>Toshiya Takayasu (September 26, 1964) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 8 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p>	<p>April 1987 Joined the Company</p> <p>April 2013 Corporate Officer</p> <p>April 2016 Managing Officer</p> <p>June 2016 Director (current position)</p> <p>April 2018 Senior Managing Officer (current position)</p> <p>June 2021 Industrial Equipment Sales Division Head (current position)</p> <p>June 2023 Chairman of Janome Industrial Equipment (Shanghai) Co., Ltd. (current position)</p>	<p>[Significant concurrent positions]</p> <p>Mr. Toshiya Takayasu is concurrently assuming Chairman of Janome Industrial Equipment (Shanghai) Co., Ltd., a wholly owned subsidiary of the Company, to which the Company sells its products.</p>	32,400
		<p>[Reason for nomination as candidate]</p> <p>Since joining the company, Mr. Toshiya Takayasu has worked and supervised mainly in the field of international business division. He has considerable experience and an extensive track record in global business, with accomplishments such as strengthening the earnings structure of overseas subsidiaries through his involvement in their management for many years. He has also contributed to building a revenue base as the Industrial Equipment Sales Division Head. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>		
4	<p>Hitoshi Doi (March 17, 1962) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 4 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p>	<p>April 1985 Joined Saitama Bank, Limited (currently Resona Bank, Limited)</p> <p>April 2020 Managing Officer, the Company</p> <p>June 2020 Director (current position)</p> <p>April 2021 Senior Managing Officer (current position)</p> <p>May 2022 Chairman of Janome Credia Co., Ltd. (current position)</p> <p>October 2023 Administration Division Head, the Company (current position)</p>	<p>[Significant concurrent positions]</p> <p>Mr. Hitoshi Doi is concurrently assuming Chairman of Janome Credia Co., Ltd., a wholly owned subsidiary of the Company, to which the Company contracts out system operation and management, etc.</p>	18,200
		<p>[Reason for nomination as candidate]</p> <p>Mr. Hitoshi Doi has worked and supervised mainly in the field of home appliance business. He has considerable experience and an extensive track record in business, with accomplishments such as building up an efficient management structure that integrally covers production and sales. In addition, as Administration Division Head, he has been driving the further enhancement of corporate governance and programs to develop various skills of human resources and support their activities. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p>Kazushi Kawaguchi (February 7, 1960) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 4 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p>	<p>April 1982 Joined the Company</p> <p>April 2016 Corporate Officer</p> <p>April 2019 Managing Officer</p> <p>June 2019 Production Management Division Head, the Company</p> <p>Chairman of Janome Taiwan, Co., Ltd. (current position)</p> <p>June 2020 Director, In charge of Quality Assurance Department, the Company (current position)</p> <p>April 2021 Senior Managing Officer</p> <p>April 2023 Managing Officer (current position)</p> <p>[Significant concurrent positions] Mr. Kazushi Kawaguchi is concurrently assuming Chairman of Janome Taiwan, Co., Ltd., a wholly owned subsidiary of the Company, which manufactures products of the Company and sells them to the Company and the Janome Group.</p>	9,600
<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Kazushi Kawaguchi has worked and supervised mainly in the fields of R&D and production management. He has considerable experience and an extensive track record in business, with accomplishments such as driving the reduction of manufacturing costs through strategic global procurement of parts and reconstruction of the production system. In addition, he has worked to enhance production technology as the head of the production division. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Fumiaki Nakajima (November 3, 1959) (Male) [Reappointment] [Outside] [Independent] [Number of years as Director] 5 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 19/19 (100%)	April 1983 Joined Showa Electric Wire and Cable Co., Ltd. (currently SWCC Corporation) June 2016 Representative Director and President June 2019 Director, the Company (current position) April 2020 Outside Director and Audit and Supervisory Committee Member, Tokyo Water Co., Ltd. (current position) January 2021 Executive Officer, Deputy General Manager of International Division, Senshu Electric Co., Ltd. (current position) [Significant concurrent positions] Outside Director and Audit and Supervisory Committee Member, Tokyo Water Co., Ltd.; Executive Officer, Senshu Electric Co., Ltd.	0
	<p>[Reason for nomination as candidate and expected roles]</p> <p>Mr. Fumiaki Nakajima possesses extensive business experience as a corporate executive of multiple companies in Japan and abroad. Based on his broad insight and extensive track record, he has provided appropriate advice and supervision of the Company's management from an independent and objective standpoint. In addition, as a member of the Nomination and Compensation Advisory Committee and a member of the Sustainability Advancement Committee, he has actively expressed his opinions and has significantly fulfilled his responsibilities as a member of the committees. In light of the above, the Company expects him to continue to supervise management from an objective standpoint based on his extensive experience and broad insight and proposes to reelect him as Outside Director.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Shoko Sugino (August 7, 1945) (Female) [Reappointment] [Outside] [Independent] [Number of years as Director] 2 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 19/19 (100%)	April 1973 Registered as attorney, Joined Fujibayashi Law Firm April 1994 Partner (current position) June 2018 Corporate Auditor, Takeei Corporation (current position) June 2019 Outside Director, Japan Securities Finance Co., Ltd. (current position) June 2022 Director, the Company (current position) [Significant concurrent positions] Partner, Fujibayashi Law Firm; Corporate Auditor, Takeei Corporation; Outside Director, Japan Securities Finance Co., Ltd.	0
	<p>[Reason for nomination as candidate and expected roles]</p> <p>Ms. Shoko Sugino has extensive knowledge and deep insight into corporate legal affairs as an attorney. She is also a legal expert with a wealth of experience, having served as a member of many committees in the public sector. She has supervised the Company's management from an objective standpoint by drawing on her rich experience and deep insight. In light of the above, the Company proposes to reelect her as Outside Director.</p>		

8	Yasuyo Tanaka (August 13, 1956) (Female) [Reappointment] [Outside] [Independent] [Number of years as Director] 2 (at the close of this Meeting) [Attendance at the Board of Directors meetings] 19/19 (100%)	March 1979 Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corp.) June 2011 Representative Director & President, Asahi Kasei Ability Corp. April 2014 Representative Director & President, Asahi Kasei Amidas Corp. February 2017 Employer Member, Central Labour Relations Commission (current position) June 2022 Director, the Company (current position) Director, The Institute for International Business Communication (current position)	0
	[Reason for nomination as candidate and expected roles] Ms. Yasuyo Tanaka has a deep knowledge of human resource development and supporting a work-life balance at a company. She has extensive experience and a proven track record as a business executive, having promoted diversity including expansion of woman's participation at work place. She has supervised the Company's management from an objective standpoint utilizing her extensive experience and deep knowledge. In light of the above, the Company proposes to reelect her as Outside Director.		

- Notes: 1. In addition to the above number of Board of Directors meetings held, there was one written resolution deemed to have been adopted by the Board of Directors pursuant to Article 370 of the Companies Act and Article 22 of the Articles of Incorporation.
2. There is no significant interest between each candidate and the Company.
3. Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka satisfy the Independence Criteria established by the Company, and have been registered as independent directors in accordance with the rules of the Tokyo Stock Exchange. Visit the Company's website for details on the Independence Criteria for Outside Directors established by the Company.
- (Corporate website*: <https://www.janome.co.jp/esg/governance.html>) *available only in Japanese
4. The Company has entered into a liability limitation agreement with Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act and Article 30 of the Articles of Incorporation. In regard to the contents of the said agreement, liability for damages in Article 423, Paragraph 1 of the Companies Act shall be within the limit established by laws and regulations. The Company will continue said agreement with each of the candidates, Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka if his or her election is approved.
5. The Company has entered into a directors and officers liability insurance agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors as the insured persons. If this proposal is approved as proposed and each candidate is appointed Director, said candidates will be insured under said insurance policy. In the event a claim for compensation for damages is brought by shareholders, third party, or other party against an insured Director in relation to the performance of his or her duties, said insurance policy will cover costs such as damages and legal dispute expenses borne by the insured. However, there are certain exemptions: for example, damages incurred due to an act carried out with awareness that it is in violation of the law or regulation will not be covered. The Company bears the entire cost of the premium, including for riders, and the insured shall in effect bear none of the cost of the premium. When it is time to renew the policy, the Company plans to renew it with approximately the same contents.

Proposal 3: Election of Four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the close of this Meeting. Accordingly, the Company proposes the election of four (4) Directors who are Audit and Supervisory Committee Members. This proposal was submitted with the consent of the Audit and Supervisory Committee.

Reference:

Method and Process for Electing Candidates for Directors who are Audit and Supervisory Committee Members:

The candidates for Directors who are Audit and Supervisory Committee Members were decided on from a wide variety of people in line with the following nomination policy with the consent of the Audit and Supervisory Committee and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons with abundant expertise and experience to execute and manage the businesses of the Janome Group.
- 2) Persons who possess capacity to supervise from fair and objective perspective the executive director's business executions thereby contributing to improve soundness and transparency of the management.

The candidates for Outside Directors who are Audit and Supervisory Committee Members were decided on from a wide variety of people in line with the following nomination policy with the consent of the Audit and Supervisory Committee, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons deemed to possess no potential reason to have any conflict of interest with the general shareholders of JANOME Corporation.
- 2) Persons with thorough understanding of the Company's corporate philosophy and their social responsibilities and missions as directors.
- 3) Persons who understand fully the role of the outside directors who are Audit and Supervisory Committee Members, possessing the capacity to supervise from fair and objective perspective executive director's business executions, thereby contributing to improve soundness and transparency of the management capitalizing on their profound expertise in corporate management, economics, legal affairs, accounting, tax practice and/or audit.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2023)
1	[Reappointment] Mitsuhiro Sakizuki (Age: 68) (Male)	Director, Audit and Supervisory Committee Member	19/19 (100%)
2	[Reappointment] [Outside] [Independent] Ryoji Shimada (Age: 56) (Male)	Director, Audit and Supervisory Committee Member	19/19 (100%)
3	[Reappointment] [Outside] Mamoru Sumida (Age: 68) (Male)	Director, Audit and Supervisory Committee Member	19/19 (100%)
4	[New appointment] [Outside] [Independent] Nozomi Kurahashi (Age: 40) (Female)	—	—

[New appointment]: Newly appointed Director, [Reappointment]: Reappointed Director, [Outside]: Outside Director, [Independent]: Independent Director in accordance with the rules of the Tokyo Stock Exchange.

Note: Ages of candidates indicate the ages as of June 21, 2024.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Mitsuhiro Sakizuki (September 13, 1955) (Male)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 7 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p> <p>[Attendance at the Audit and Supervisory Committee meetings] 20/20 (100%)</p>	<p>April 1978 Joined Saitama Bank, Limited (currently Resona Bank, Limited)</p> <p>April 2005 Joined the Company</p> <p>April 2011 Corporate Officer</p> <p>April 2015 Managing Officer</p> <p>June 2017 Director</p> <p>April 2019 Senior Managing Officer</p> <p>June 2020 Director, Audit and Supervisory Committee Member (current position)</p>	24,300
<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Mitsuhiro Sakizuki has worked and supervised mainly in the field of administrative operations. He has considerable experience and an extensive track record in business, with accomplishments such as facilitating HR management and the enhancement of corporate governance. Due to his considerable insight in overall corporate management, the Company has determined that he will carry out fair and proper supervision and auditing as an Audit and Supervisory Committee Member, and thus proposes to elect him as Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Ryoji Shimada (April 1, 1968) (Male)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Number of years as Director] 2 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p> <p>[Attendance at the Audit and Supervisory Committee meetings] 20/20 (100%)</p>	<p>October 1992 Joined Osaka Office of Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>May 1997 Registered as certified public accountant</p> <p>October 1997 Joined Tokyo Office of Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>July 2007 Opened Solution Square Corporation, Director (current position)</p> <p>March 2008 Opened Fugen Audit Corporation, Company Representative (current position)</p> <p>June 2022 Director, Audit and Supervisory Committee Member, the Company (current position)</p> <p>[Significant concurrent positions] Director, Solution Square Corporation; Company Representative, Fugen Audit Corporation</p>	0
<p>[Reason for nomination as candidate and expected roles]</p> <p>Mr. Ryoji Shimada is a certified public accountant with a long record of auditing experience at a major auditing firm and has deep insight into corporate finance. He founded a company that provides accounting consulting and other services, involving in the area of financial closing support services, and thus has extensive knowledge of corporate financial closing and management systems. Based on his wealth of experience and deep insight, the Company proposes to elect him as Director (Outside Director) who is an Audit and Supervisory Committee Member in hope that he will provide appropriate and fair supervision and auditing as an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Mamoru Sumida (November 29, 1955) (Male)</p> <p>[Reappointment] [Outside]</p> <p>[Number of years as Director] 2 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 19/19 (100%)</p> <p>[Attendance at the Audit and Supervisory Committee meetings] 20/20 (100%)</p>	<p>April 1979 Joined Saitama Bank, Limited (currently Resona Bank, Limited)</p> <p>April 2007 Joined Daiei Real Estate & Development Co., Ltd.</p> <p>April 2010 Corporate Officer</p> <p>June 2013 Senior Executive Officer</p> <p>June 2014 Senior Corporate Officer</p> <p>June 2016 Senior Managing Executive Officer</p> <p>June 2017 Executive Corporate Officer (current position)</p> <p>June 2021 Director (current position)</p> <p>July 2021 General Manager of Property Business Division (current position)</p> <p>June 2022 Director, Audit and Supervisory Committee Member, the Company (current position)</p> <p>[Significant concurrent positions] Director, Daiei Real Estate & Development Co., Ltd.</p>	0
<p>[Reason for nomination as candidate and expected roles] Mr. Mamoru Sumida has practical business experience at financial institutions and has extensive insight into the fields of sales and marketing based on his many years of sales experience and achievements. The Company proposes to elect him as Director (Outside Director) who is an Audit and Supervisory Committee Member in the expectation that he will provide appropriate and fair supervision and auditing as an Audit and Supervisory Committee Member, drawing on his wealth of experience and deep insight.</p>			
4	<p>Nozomi Kurahashi (Current surname: Honda) (June 23, 1983) (Female)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Number of years as Director] -</p> <p>[Attendance at the Board of Directors meetings] -</p> <p>[Attendance at the Audit and Supervisory Committee meetings] -</p>	<p>December 2012 Registered as attorney</p> <p>January 2013 Joined Tanaka Law Office (current position)</p> <p>[Significant concurrent positions] Attorney, Tanaka Law Office</p>	0
<p>[Reason for nomination as candidate and expected roles] Ms. Nozomi Kurahashi is well-versed in corporate law and possesses profound insight as an attorney. Judging that she will carry out fair and proper supervision and auditing as an Audit and Supervisory Committee Member by drawing on her expertise, the Company proposes to elect her as Director (Outside Director) who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. In addition to the above number of Board of Directors meetings held, there was one written resolution deemed to have been adopted by the Board of Directors pursuant to Article 370 of the Companies Act and Article 22 of the Articles of Incorporation.
 2. There is no significant interest between each candidate and the Company.
 3. Mr. Mamoru Sumida is currently an executive of Daiei Real Estate & Development Co., Ltd., which is the Company's specified associated service provider (major business partner). In addition, he was a former employee of the financial institution with which the Company does business, but he has been in a neutral and fair position for a considerable number of years since he left the financial institution in March 2007. Therefore, the Company deems that he possesses no potential reason to have any conflict of interest with the general shareholders.
 4. Both Mr. Ryoji Shimada and Ms. Nozomi Kurahashi satisfy the Independence Criteria established by the Company, and have been registered as independent directors in accordance with the rules of the Tokyo Stock Exchange. Visit the Company's website for details on the Independence Criteria for Outside Directors established by the Company.
(Corporate website*: <https://www.janome.co.jp/esg/governance.html>) *available only in Japanese
 5. The Company has entered into a liability limitation agreement with Mr. Mitsuhiro Sakizuki, Mr. Ryoji Shimada and Mr. Mamoru Sumida in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act and Article 30 of the Articles of Incorporation. In regard to the contents of the said agreement, liability for damages in Article 423, Paragraph 1 of the Companies Act shall be within the limit established by laws and regulations. The Company plans to continue said agreement with each of the candidates, Mr. Mitsuhiro Sakizuki, Mr. Ryoji Shimada and Mr. Mamoru Sumida if his election is approved. If the election of Ms. Nozomi Kurahashi is approved, the Company plans to enter the said agreement with her.
 6. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors as the insured persons. If this proposal is approved as proposed and each candidate is appointed Director, said candidates will be insured under said insurance policy. In the event a claim for compensation for damages is brought by shareholders, third party, or other party against an insured Director in relation to the performance of his or her duties, said insurance policy will cover costs such as damages and legal dispute expenses borne by the insured. However, there are certain exemptions: for example, damages incurred due to an act carried out with awareness that it is in violation of the law or regulation will not be covered. The Company bears the entire cost of the premium, including for riders, and the insured shall in effect bear none of the cost of the premium. When it is time to renew the policy, the Company plans to renew it with approximately the same contents.
 7. The surname of Ms. Nozomi Kurahashi was changed to Honda by marriage, but she uses her maiden name, Kurahashi, for business purposes such as activities as an attorney.

(Reference)

Based on our corporate philosophy of “aiming to promote people’s creativity and contribute to prosperity all over the world” and “improving society and culture by consistently providing valuable products and services”, the Company aims to achieve sustainable growth and increase its corporate value over the medium to long term while flexibly responding to a rapidly changing business environment, and is committed to strengthening its governance structure and promoting management with sustainability as its main focus. Recognizing that the sharing of diverse values among the Board of Directors members is indispensable to achieve these goals, the Company’s Board of Directors is composed of individuals with skills that the entire Board should be equipped with.

If Proposals 2 and 3 are approved as originally proposed, the Board of Directors will be composed of the following Directors. The total number of Directors will be twelve (12), of which five (5) are independent Outside Directors and three (3) are female Directors.

Reasons for the selection of skill categories in the skill matrix

Corporate management	To achieve its management philosophy and increase its corporate value, the Company needs directors who have experience in management and a track record as a business operator. Additionally, to further grow by pursuing new possibilities and developing a business portfolio strategy beyond the home appliance business and the industrial equipment business, the Company needs directors who have experience in management and a track record as a business operator in various industries.
Research/Technology	To further develop technical capabilities gained over years and innovative products incorporated with high specification, uncompromising quality and advanced technologies, the Company needs directors who have extensive experience and deep insight in the fields of research/development and technology.
Production/Procurement	To bring enhanced-performance and high-quality products to market, keep improving production reliability, and establish a firm reputation for the “Janome standard of quality,” the Company needs directors who have extensive experience and deep insight in the fields of production and procurement, for example, on speedy delivery of attractive products meeting market needs as well as cost reduction and productivity enhancement in consideration of producing right products in right places.
Sales/Marketing	To expand the sales by aggressively working in overseas important markets for the home appliance business and also to make continuous efforts to expand the industrial equipment business to new industries such as the car industry shifting towards EVs and the medical and infrastructure-related industries, the Company needs directors who have deep insight on market trends and the development of sales strategies.
Overseas experience	To strengthen and promote global development in each business field, the Company needs directors who have overseas business management experience and are familiar with local lifestyles and business environments.
Finance/Accounting	To achieve both financial soundness and capital efficiency, the Company needs directors with deep insight on financial and accounting who can provide accurate financial reporting, establish a solid financial foundation, and contribute to the formulation of substantive financial strategies and capital policies including shareholder returns.
Legal affairs	To further strengthen the management oversight function of the Board of Directors and establish an appropriate governance structure, the Company needs directors with legal expertise as well as deep insight on risk management, compliance, and corporate governance.
Work style reforms/D&I	To create a working environment and human resource strategy that enable each and every employee to maximize their abilities as one that constitutes the foundation for sustainable corporate value enhancement, the Company needs directors with deep insight in the field of human resource development, including the promotion of diversity.

Skill matrix of Directors

Name	Positions at the Company	Attribute	Field of expertise and experience							
			Corporate management	Research/ Technology	Production/ Procurement	Sales/ Marketing	Overseas experience	Finance/ Accounting	Legal affairs	Work style reforms/D&I
Makoto Saito	Representative Director, President		●	●	●		●			
Takeyuki Oshima	Director, Vice-President					●		●		●
Toshiya Takayasu	Director, Senior Managing Officer		●			●	●			
Hitoshi Doi	Director, Senior Managing Officer					●		●		●
Kazushi Kawaguchi	Director, Managing Officer		●	●	●		●			
Fumiaki Nakajima	Director	[Outside] [Independent]	●				●			
Shoko Sugino	Director	[Outside] [Independent]							●	
Yasuyo Tanaka	Director	[Outside] [Independent]	●							●
Mitsuhiro Sakizuki	Director, Audit and Supervisory Committee Member					●		●		●
Ryoji Shimada	Director, Audit and Supervisory Committee Member	[Outside] [Independent]						●		
Mamoru Sumida	Director, Audit and Supervisory Committee Member	[Outside]				●		●		
Nozomi Kurahashi	Director, Audit and Supervisory Committee Member	[Outside] [Independent]							●	

Proposal 4: Determination of Amounts and Details of Performance-Based Stock Compensation, etc. for Directors and Officers of the Company

1. Reasons for the proposal and reasons for the proposed compensation, etc. are deemed appropriate

The Company requests approval for this proposal to newly introduce a performance-based stock compensation plan (the “Plan”) for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members), Corporate Officers and Professional Fellows (excluding non-residents of Japan; collectively, “Directors and Officers” unless otherwise specified). The Company requests that details of the Plan be left to the discretion of the Board of Directors of the Company within the range specified in 2. below.

The Company has decided to introduce the Plan, aiming to raise the motivation to contribute to improving performance and increasing corporate value over the medium-to-long term by further clarifying the link between the compensation of Directors and Officers and the performance and stock value of the Company and by having Directors and Officers share not only the benefit of higher stock prices but also the risk of lower stock prices with the Company’s shareholders. In light of this objective, the Company deems it appropriate to introduce the Plan.

The Nomination and Compensation Advisory Committee has reported its deliberation on this proposal. In addition, the Audit and Supervisory Committee has expressed its opinion that there are no matters to be pointed out in accordance with the provisions of the Companies Act with respect to the compensation, etc. for Directors who are not Audit and Supervisory Committee Members.

This proposal pertains to provision of stock compensation to Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) in addition to the amounts of compensation, etc. of such Directors (annual amounts not exceeding 240 million yen, not inclusive of amounts of salaries that such Directors receive as employees) approved at the 90th Annual General Meeting of Shareholders held on June 17, 2016.

If Proposal 2, “Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members),” is approved and resolved as originally proposed, the number of Directors eligible for the Plan will be five (5). The number of Directors and Officers eligible for the Plan will be eleven (11).

2. Compensation amounts and details under the Plan

(1) Outline of the Plan

Under the Plan, as compensation for Directors and Officers, a trust to be established by the Company through monetary contribution (the “Trust”; the trust agreement to be executed with Resona Bank, Limited for the establishment of the Trust is hereinafter referred to as the “Trust Agreement”) will acquire Company share. Company shares equivalent to the number of points granted to Directors and Officers, and money equivalent to the market value of Company share (the “Company share”) will be delivered to Directors and Officers through the Trust in accordance with a share benefit regulation (the “Share Benefit Regulation”) established by the Board of Directors of the Company.

In principle, Directors and Officers shall receive Company share, etc. upon their retirement (for details, please refer to (8) below).

(2) Eligible persons for the Plan

Directors and Officers

(3) Subject periods for the Plan

Subject periods for the Plan are the four fiscal years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2028 (the “Initial Subject Period”), and the individual three-year periods following the Initial Subject Period (different periods shall apply if the Board of Directors has resolved otherwise) (each of the Periods including the Initial Subject Period is referred to as the “Subject Period”).

(4) Trust period

The Trust Period shall be from August 2024 (planned) until the termination of the Trust. (No specific termination date will be set, and the Trust shall continue as long as the Plan continues.)

The Plan shall terminate upon delisting of Company share, abolition of the Share Benefit Regulation, etc.

(5) Maximum amount of trust money to be contributed to the Trust as funds for share acquisition

Subject to approval for the introduction of the Plan at the this Meeting, the Company shall contribute up to an amount equal to 49 million yen per fiscal year (including 35 million yen for Directors) multiplied by the number of fiscal years included in the Subject Period (196 million yen (including 140 million yen for Directors) for four fiscal years of the Initial Subject Period) to fund the acquisition of Company share to deliver Company share, etc. to Directors and Officers under the Plan for the Initial Subject Period (See “Note” below). During the Initial Subject Period, the Company may additionally entrust funds to acquire shares to the extent that the total amount of contributions, including the initial contribution amount, reaches the aforementioned amount.

In addition, after the Initial Subject Period ends, the Company shall, for each of the Subject Periods until the termination of the Plan, make additional contributions to the Trust up to the amount of 49 million yen per fiscal year (including 35 million yen for Directors) multiplied by the number of fiscal years included in the Subject Period (147 million yen (including 105 million yen for Directors) for three fiscal years of each Subject Period). However, if there are remaining Company share or money in the Trust assets at the end of the Subject Period immediately preceding the Subject Period for which such additional contribution is to be made (hereinafter collectively referred to as the “remaining shares, etc.”), the total amount of the remaining shares, etc. and the additional contribution shall be within the abovementioned amount. The remaining shares shall consist of Company shares equivalent to the number of points granted to Directors and Officers up to the end of each Subject Period (including the Initial Subject Period) prior to the Subject Period for which the additional contribution is to be made, excluding shares that have been granted but not yet been delivered to Directors and Officers.

Note: The amount of money actually entrusted to the Trust by the Company will be the total of the above-mentioned funds for acquisition of Company share and the estimated amount of necessary expenses such as trust fees and trust administrator’s fees.

(6) Calculation method and maximum number of Company share to be granted to Directors and Officers

During each Subject Period, the Company will grant points to Directors and Officers, which are calculated based on the Share Benefit Regulation and in accordance with their positions in the Company and the degrees to which they have achieved business performance. The total number of points to be granted during the Initial Subject Period shall be calculated by multiplying a maximum of 70,000 points per fiscal year (including 49,000 points for Directors) by the number of fiscal years included in the Subject Period (280,000 points (including 196,000 points for Directors) for the four fiscal years of the Initial Subject Period).

The maximum number of points for each Subject Period after the Initial Subject Period is 70,000 points per fiscal year (including 49,000 points for Directors) multiplied by the number of fiscal years included in the Subject Period (210,000 points (including 147,000 points for Directors) for the three fiscal years of the Subject Period).

The points granted will be converted into one share of the Company's stock per point when Company share are delivered to the Directors and Officers (any fraction of less than one (1) point shall be rounded down). However, in the event of a stock split, gratis allotment of shares, or reverse stock split of Company share after the Plan is approved at this Meeting, the Company will make reasonable adjustments to the conversion ratio per point in accordance with such ratio, etc.

(7) Method of acquisition of Company share by the Trust and maximum number of shares to be acquired

The Trust will acquire Company share through the stock market or by subscribing to the Company's disposal of treasury shares, within the maximum amount of money to be contributed to the Trust as described in (5) above and the maximum number of shares (points) to be granted to Directors and Officers as described in (6) above. Details of the acquisition method will be determined and disclosed by the Company after this Meeting.

For the Initial Subject Period, up to 280,000 shares (including 196,000 shares for Directors) shall be acquired without delay after the establishment of the Trust.

For each period after the Initial Subject Period, up to 210,000 shares (including 147,000 shares for Directors) shall be acquired.

(8) Delivery of Company share to Directors and Officers

In principle, upon the retirement of any Directors and Officers and fulfillment of the beneficiary requirements stipulated in the Share Benefit Regulation, the Company shall pay out shares corresponding to the number of points granted to such Directors or Officers by executing the procedures for determining the beneficiary as stipulated in the Share Benefit Regulation.

However, for a certain percentage of those points, from the viewpoint of securing funds for tax payment, the Company will pay cash equivalent to the market value of Company shares in lieu of the delivery of Company share. In the event that any Directors and Officers dies or becomes a non-resident of Japan due to such reasons as overseas assignment, a cash payment equivalent to the market value of Company share will be made in lieu of the delivery of all of Company share. Company share may be sold by the Trust in order to provide monetary benefits.

(9) Exercise of voting rights pertaining to Company share in the Trust

In order to ensure neutrality in management, voting rights pertaining to Company share held in the Trust (i.e., Company share prior to being delivered to Directors and Officers in accordance with (8) above) shall be uniformly non-exercisable during the Trust period.

(10) Handling of dividends pertaining to Company share in the Trust

Dividends on Company share in the Trust will be received by the Trust and will be used to fund the acquisition of Company share and to pay trust fees related to the Trust.

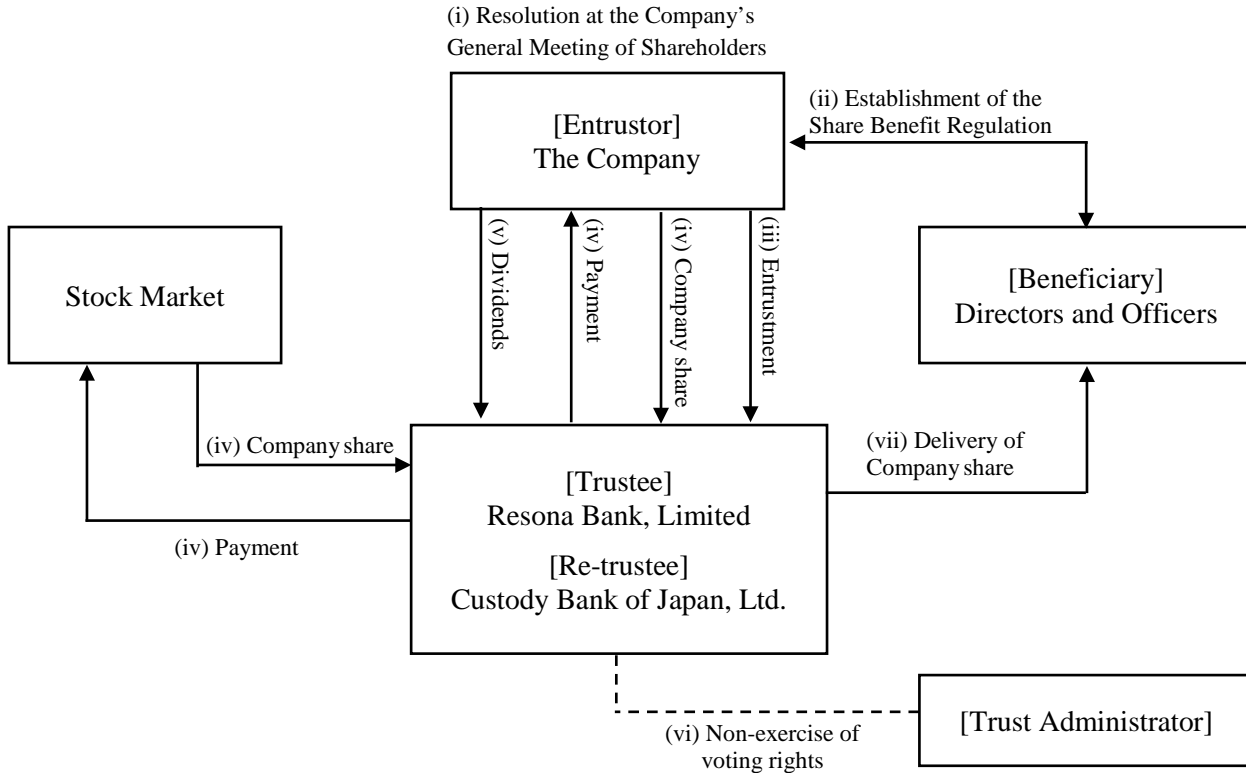
(11) Treatment at the time of termination of the Trust period

Of the residual assets of the Trust at the time of termination of the Trust, all of the Company share will be acquired by the Company free of charge and then cancelled by a resolution of the Board of Directors. Of the residual assets of the Trust at the time of termination of the Trust, cash is planned to be delivered to the Directors and Officers in office at that time in accordance with the numbers of corresponding accumulated points, or to be donated to a public benefit corporation that has no interest in the Directors and Officers.

(12) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors when the Trust is established and each time the Trust Agreement is amended or additional contributions are made to the Trust.

Reference: Structure of the Plan



- (i) The Company obtains approval for compensation of Directors and Officers in relation to the introduction of the Plan at this Meeting.
- (ii) The Company establishes the Share Benefit Regulation concerning delivery of Company share, etc. under the Plan at a meeting of the Board of Directors.
- (iii) The Company makes a monetary contribution within the scope approved at this Meeting in (i) above and establishes a trust (the Trust) with persons eligible for the Plan as potential beneficiaries. The Company may make additional monetary contributions to the extent approved at this Meeting in (i) above.
- (iv) The Trust acquires Company share from the Company (disposal of treasury shares) or from the stock market, using the money entrusted in (iii) above as the source of funds.
- (v) Dividends are paid to Company share in the Trust in the same manner as to the rest of the Company share.
- (vi) Voting rights pertaining to Company share in the Trust shall not be exercised uniformly throughout the Trust period in order to ensure neutrality in management.
- (vii) During the Trust period, Directors and Officers shall be granted points based on the Share Benefit Regulation described in (ii) above and in accordance with their positions and the degree of achievement of business performance. Company share in the number corresponding to the accumulated points granted shall be delivered to those eligible persons who satisfy certain beneficiary requirements stipulated in the Share Benefit Regulation at the time of retirement and other events.