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Securities Code: 7955

June 6, 2022

Dear our shareholders:

Hiroshi Takeuchi  
Representative Director and President, Executive Officer  
**Cleanup Corporation**  
6-22-22 Nishi-nippori, Arakawa-ku, Tokyo

## Notice of the 69th Annual General Meeting of Shareholders

We are pleased to announce the 69th Annual General Meeting of Shareholders of Cleanup Corporation (the “Company”) to be held as outlined below.

**You may exercise your voting rights in writing or via the internet, etc. Please review the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, and exercise your voting rights by Monday, June 27, 2022, at 5:30 p.m. (JST) by following the information in “Voting Instructions.”**

### **Voting Instructions**

Exercising voting rights via mail (in writing)

- Via mail

Please indicate your vote of approval or disapproval for each proposal on the enclosed voting form and return the form.

Voting Deadline: Votes must arrive no later than Monday, June 27, 2022, at 5:30 p.m. (JST)

Exercising voting rights via the internet

- Via internet

Please indicate approval or disapproval of the proposals by following the instructions. (In Japanese only)

Voting Deadline: Votes must be cast no later than Monday, June 27, 2022, at 5:30 p.m. (JST)

Exercising voting rights at the meeting venue

- Submit the voting form to the event reception

If you attend the meeting in person, please submit the enclosed voting form at the reception desk.

Date and Time of the General Meeting of Shareholders: Tuesday, June 28, 2022, at 10:00 a.m. (JST)

### **To institutional investors**

An electronic voting platform operated by ICJ, Inc. is available in addition to the internet voting above if you apply to use the electronic voting platform in advance.

## Details

- 1. Date and Time:** Tuesday, June 28, 2022, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m. (JST))  
\* Please note that the meeting opening time and the reception opening time have changed from last year.

- 2. Venue** ART HOTEL Nippori Lungwood, Conference Room “Hisho”  
5-50-5 Higashi-nippori, Arakawa-ku, Tokyo  
\* Please note that the venue has changed from last year.

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Report on Audit Results of Consolidated Financial Statements by the Financial Auditor and Audit & Supervisory Board for the 69th fiscal term (April 1, 2021 to March 31, 2022)
2. Non-Consolidated Financial Statements for the 69th fiscal term (April 1, 2021 to March 31, 2022)

#### Matters to be resolved

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Partial Amendments to the Articles of Incorporation  
**Proposal No. 3** Election of Seven (7) Directors

### 4. Matters Related to the Exercise of Voting rights

#### Handling of Duplicate Votes

If you exercise your voting rights both in writing and via the internet, etc., the content of the vote you made via the internet, etc. shall be handled as the valid vote.

Moreover, if you exercise your voting rights via the internet, etc. multiple times, the content of the final vote that you made shall be the valid vote.

#### Voting by proxy

A shareholder may exercise his or her voting rights through a proxy, who shall be a shareholder of the Company having voting rights in accordance with the Articles of Incorporation of the Company. However, please note that the proxy is requested to submit a written document certifying the authority of proxy.

- If you attend the meeting in person, please submit the enclosed voting form at the reception desk.
- As the following items are posted on our website on the internet (<https://cleanup.jp/>), based on laws and regulations and the provisions of Article 14 of the Company’s Articles of Incorporation, they are not described in this notice. Consequently, the documents attached to this notice are part of the documents that were audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing the audit reports.
  1. Notes to Consolidated Financial Statements
  2. Notes to Non-Consolidated Financial Statements
- Note that if there are any modifications in the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, or Consolidated Financial Statements, they will be posted on the Company’s website (<https://cleanup.jp/>).

## Reference documents for the general meeting of shareholders

### Proposals and Reference information

#### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company strives to improve its profitability and capital efficiency through efficient management of the entire Group, and to provide appropriate return of profit to all of its shareholders on a continual and stable basis.

#### Year-end dividends

The Company has given overall consideration to the business performance of the Group for the current fiscal year and future business development, and as a result, it proposes to pay year-end dividends for the current fiscal year as follows:

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥13 per common share of the Company.

In this event, the total dividends will be ¥479,584,560.

Accordingly, the annual dividend for the current fiscal year, including the interim dividend, will be ¥23 per share, an increase of ¥3 compared to the previous period.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 29, 2022.

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Since the Company will be obligated to stipulate in its Articles of Incorporation to take measures to provide information such as the contents of reference documents for the general meeting of shareholders in electronic format, the Company will newly establish Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 in the proposed amendments.
- (2) Among the matters on the provision of information such as the contents of reference documents for the general meeting of shareholders in electronic format, Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 in the proposed amendments will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required when a system for providing informational materials in electronic format is introduced, it will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established. These Supplementary Provisions will be deleted after the specified period elapses.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined sections indicate amendments)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 14.</u></p> <p><u>In relation to the Company convening a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(New)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 14.</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Of items for which the measures for providing information in electronic format will be taken, the Company is not required to include all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(New)	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 1.</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of the current Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) shall be in force from September 1, 2022.</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the September 1, 2022.</u></li> <li><u>3. These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from September 1, 2022 or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 3** Election of Seven (7) Directors

The term of office of all nine (9) Directors will expire at the conclusion of this general meeting of shareholders. In that regard, the Company proposes the election of seven (7) Directors, including two (2) outside Directors, and lowering the number of Directors by two (2) to enable more strategic and more flexible decision making in the Board of Directors.

The candidates for Director are as follows:

Candidate No.	Name		Position and Responsibilities in the Company
1	Kyoichi Inoue	Reelected	Representative Director and Chairman
2	Hiroshi Takeuchi	Reelected	Representative Director, President and Executive Officer In charge of Sales Headquarters
3	Masaji Yamada	Reelected	Director and Senior Managing Executive Officer In charge of Purchasing Department, CS Promotion Department, Development Division and Production Headquarters
4	Kazuhiro Kawada	Reelected	Director and Senior Managing Executive Officer In charge of the Accounting Department and Corporate Planning Department
5	Yasunobu Inoue	Reelected	Director and Senior Managing Executive Officer In charge of Overseas Business Promotion Department and Legal and Audit Department, General Affairs Department, Human Resources Department, and Information Systems Department
6	Atsushi Kawasaki	Reelected Outside Independent	Outside Director
7	Yuko Chiyoda	Reelected Outside Independent	Outside Director

Reelected: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer

Candidate No.	Name (Date of Birth)	Brief Career Summary		Number of the Company's shares owned
1	Kyoichi Inoue (March 17, 1949)  Reelected Attendance at Board of Directors meetings (Fiscal 2021) 13/15 meetings (87%)	July 1974	Joined the Company	391,000 shares
		Mar. 1978	Director	
		Mar. 1983	Representative Director and Vice President	
		July 1987	Representative Director and President	
		Jan. 2017	Representative Director and Chairman (current position)	
Reasons for nomination as candidate for Director Kyoichi Inoue has lead management of the Company as Representative Director and President over many years and has guided the growth of the Company with his powerful leadership. After his appointment as Representative Director and Chairman, he has spearheaded initiatives to enhance corporate value. The Company nominated him as a candidate for Director with consideration of his achievements, skills and a wealth of experience.				
2	Hiroshi Takeuchi (January 14, 1956)  Reelected Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)	Apr. 1979	Joined the Company	18,400 shares
		July 2012	Executive Officer	
		July 2014	Managing Executive Officer	
		June 2016	Director	
		Jan. 2018	General Manager of Sales Unit	
		Mar. 2018	In charge of House & Direct Sales Department	
		Apr. 2018	Representative Director and President, Executive Officer (current position)	
		Apr. 2020	In charge of Sales Department	
		Apr. 2021	In charge of Sales Department, House Sales Department, and Direct Sales Department	
		Apr. 2022	In charge of Sales Headquarters (current position)	
Reasons for nomination as candidate for Director Hiroshi Takeuchi has a wealth of operational experience with his involvement in the operations of the Sales Department over many years. Since his appointment as director, he has appropriately fulfilled auditing functions in respect to important decision making of management and the execution of business. Since his appointment as Representative Director and President, Executive Officer in 2018, he has contributed to enhancing corporate value, such as driving the Company's growth with his strong leadership. The Company nominated him as a candidate for Director with consideration of his achievements, skills and a wealth of experience.				
3	Masaji Yamada (December 5, 1955)  Reelected Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)	Apr. 1978	Joined the Company	20,700 shares
		July 2012	Executive Officer	
		Mar. 2016	General Manager of Production Department	
		June 2016	Director (current position)	
		July 2016	Managing Executive Officer	
		July 2018	Senior Managing Executive Officer (current position)	
		Mar. 2019	In charge of all development and production departments	
		Apr. 2020	In charge of Purchasing Department and Production Department	
		Apr. 2022	In charge of the Purchasing Department, CS Promotion Department, Development Department, and Production headquarters (current position)	
Reasons for nomination as candidate for Director Masaji Yamada has a wealth of operational experience with his involvement in the Production Department over many years, as well as being involved in Purchasing, CS, and Development Departments. Since his appointment as director, he has appropriately fulfilled auditing functions in respect to important decision making of management and the execution of business, and has enhanced the corporate value of the Company. The Company nominated him as a candidate for Director with consideration of his achievements, skills and a wealth of experience.				

Candidate No.	Name (Date of Birth)	Brief Career Summary	Number of the Company's shares owned
4	Kazuhiro Kawada (June 1, 1959)  Reelected Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)	<p>Apr. 1982    Joined the Company</p> <p>Mar. 2011    General Manager of Accounting Department</p> <p>July 2014    Executive Officer</p> <p>July 2015    Managing Executive Officer</p> <p>June 2018    Director (current position) In charge of the Corporate Planning Department</p> <p>Mar. 2019    In charge of Accounting Department, Corporate Planning Department, and General Affairs Department</p> <p>July 2019    Senior Managing Executive Officer (current position)</p> <p>Apr. 2020    In charge of Accounting Department, Corporate Planning Department, and General Affairs Department</p> <p>Apr. 2021    In charge of Accounting Department and Corporate Planning Department (current position)</p>	12,800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kazuhiro Kawada has a wealth of operational experience with his involvement in the operations of the Accounting Department over many years, as well as the General Affairs and Corporate Planning Departments. Since his appointment as director, he has appropriately fulfilled auditing functions in respect to important decision making of management and the execution of business, and has enhanced the corporate value of the Company. The Company nominated him as a candidate for Director with consideration of his achievements, skills and a wealth of experience.</p>			
5	Yasunobu Inoue (November 16, 1985)  Reelected Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)	<p>Mar. 2014    Joined the Company</p> <p>Mar. 2017    Executive Officer In charge of General Affairs Department Representative Director of Cleanup Heartful Corporation (current position)</p> <p>Mar. 2019    In charge of General Affairs Department and Corporate Planning Department of the Company</p> <p>June 2019    Representative Director of Inoue Kohsan Co., Ltd. (current position)</p> <p>July 2019    Managing Executive Officer of the Company</p> <p>Apr. 2020    In charge of General Affairs Department and Overseas Sales Department</p> <p>June 2020    Director (current position)</p> <p>Apr. 2021    In charge of the General Affairs Department and Overseas Business Promotion Department</p> <p>July 2021    Senior Managing Executive Officer (current position)</p> <p>Apr. 2022    In charge of Overseas Business Promotion Department and Legal and Audit Department, General Affairs Department, Human Resources Department, and Information Systems Department (current position)</p>	52,700 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yasunobu Inoue has a wealth of operational experience with his involvement in the operations of the General Affairs Department over many years, as well as being in charge of executing the business of Overseas Business, Legal &amp; Audit, Human Resources, and Information Systems Departments, in addition to working as Representative Director of an affiliate. Since his appointment as director, he has appropriately fulfilled auditing functions in respect to important decision making of management and the execution of business, and has enhanced the corporate value of the Company. The Company nominated him as a candidate for Director with consideration of his achievements, skills and a wealth of experience.</p>			



Candidate No.	Name (Date of Birth)	Brief Career Summary	Number of the Company's shares owned
6	<p>Atsushi Kawasaki (April 28, 1965)</p> <p>Reelected Outside Independent Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)</p>	<p>Oct. 1995 Representative Director and President of Kawasaki Denki Engineering K.K.</p> <p>Dec. 2001 Representative Director and President of C &amp; K Co., Ltd.</p> <p>May 2008 Joined Management Innovation Plan Co. Ltd.</p> <p>May 2013 Representative Director and President of MIP Co., Ltd. (current position)</p> <p>May 2015 Outside Director of RINGER HUT CO., LTD (current position)</p> <p>June 2016 Outside Director of the Company (current position)</p> <p>Significant Concurrent Positions outside the Company Representative Director and President of MIP Co., Ltd. Outside Director of RINGER HUT CO., LTD</p>	6,000 shares
		<p>Reasons for nomination as candidate for Outside Director and Overview of Expected Role</p> <p>Atsushi Kawasaki has long been involved in corporate management as a corporate manager over many years, and also has gained experience as outside Director for other companies. The Company nominated him as a candidate for Outside Director with consideration of his wealth of experience and broad insights, which the Company expects that he will make use of in his involvement in the selection of candidates for officers of the Company and in the remuneration, etc. of officers, as a member of the management advisory committee, mainly from the standpoint of a corporate manager, as well as auditing the Board of Directors from an objective and neutral standpoint.</p>	
7	<p>Yuko Chiyoda (January 14, 1961)</p> <p>Reelected Outside Independent Attendance at Board of Directors meetings (Fiscal 2021) 15/15 meetings (100%)</p>	<p>Apr. 1994 Registered as an attorney at law and commenced business</p> <p>Jan. 2002 Established CHIYODA &amp; CHIYODA law firm, Representative of CHIYODA &amp; CHIYODA law firm (current position)</p> <p>June 2016 Outside Director of the Company (current position)</p> <p>June 2018 Outside Director of Kosaido Co., Ltd.</p> <p>June 2020 Outside Director of TBK Co., Ltd. (current position)</p> <p>Significant Concurrent Positions outside the Company Representative of CHIYODA &amp; CHIYODA law firm Outside Director of TBK Co., Ltd.</p>	-
		<p>Reasons for nomination as candidate for Outside Director and Overview of Expected Role</p> <p>Yuko Chiyoda is familiar with corporate legal affairs as an attorney at law. The Company nominated her as a candidate for Outside Director with consideration of her wealth of experience and broad insights, which the Company expects that she will make use of in his involvement in the selection of candidates for officers of the Company and in the remuneration, etc. of officers, as a member of the management advisory committee, mainly from the standpoint of a lawyer, as well as auditing the Board of Directors from an objective and neutral standpoint.</p> <p>Please note that she has never been involved in the management of a company, except as an outside director. However, the Company believes she will be able to appropriately execute her duties as outside Director based on the above reasons.</p>	

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. The Company has a business relationship with MIP Co., Ltd. where Atsushi Kawasaki serves as Representative Director and President of MIP Co., Ltd. for consulting related to production management of the Company. However, the amount of business transactions for this fiscal year is less than 0.1% of consolidated selling, general and administrative expenses for this fiscal year of the Company.
  3. Kyoichi Inoue, who is Representative Director of and Chairman of the Company, is an outside Audit & Supervisory Board member of MIP Co., Ltd. where Atsushi Kawasaki serves as Representative Director and President. If the reelection of Atsushi Kawasaki is approved, then a situation will arise where both Cleanup Corporation and MIP Co., Ltd. will reciprocally have an officer who concurrently serves as an officer of the other company.
  4. If the reelection of Atsushi Kawasaki and Yuko Chiyoda is approved, the Company plans to continue the agreement to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act.

5. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Atsushi Kawasaki and Yuko Chiyoda have been appointed as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans to continue their appointment as independent officers. Furthermore, they satisfy the “Criteria for Independence of Outside Officers” established by the Company.
6. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, to provide insurance cover for the directors, including outside directors, and auditors. The insurance policy is intended to cover the amount of indemnification and litigation expenses incurred by the insured for the claim for damages caused by the insured’s actions as an officer or a person at a certain position of the Company, with the cost of all premiums to be borne by the Company. Each director will be included in the policy as an insured upon appointment. The Company plans to renew the insurance policy under the same terms and conditions during the terms of the officers.
7. The name of Yuko Chiyoda in her family registry is Yuko Nakajima.
8. Atsushi Kawasaki and Yuko Chiyoda are currently Outside Directors of the Company, with both having an incumbency of six (6) years as of the closing of the general meeting of shareholders.

Reference

“Skill Matrix of the Directors and Audit & Supervisory Board members”

		Outside and independent	Corporate management/ management strategy	Sales/ marketing	Production/ procurement/ R&D/ Quality	Finance/ Accounting	Legal/ Risk management	HR/ Labor	Global (International)	IT/ DX
Directors	Kyoichi Inoue		•	•		•				
	Hiroshi Takeuchi		•	•						
	Masaji Yamada		•		•					
	Kazuhiro Kawada		•	•		•		•		
	Yasunobu Inoue		•				•	•	•	•
	Atsushi Kawasaki	•	•		•				•	
	Yuko Chiyoda	•					•		•	

Audit & Supervisory Board members	Yasumasa Yamane					•	•			
	Norio Shimazaki		•	•	•	•	•	•		•
	Kenichi Araya	•					•			
	Akira Takashina	•				•	•			

\* ESG/Sustainability and SCM are included in “Corporate management/ management strategy.”