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Securities Code: 4658

Date of sending by postal mail: June 9, 2025

Start date of measures for electronic provision: June 2, 2025

To shareholders:

Toshiaki Yorifuji, President & Representative Director **Nippon Air Conditioning Services Co., Ltd.** 239-2, Terugaoka, Meito-ku, Nagoya

# Notice of the 62nd Annual General Meeting of Shareholders

We are pleased to announce the 62nd Annual General Meeting of Shareholders of Nippon Air Conditioning Services Co., Ltd. (the "Company"), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access any of these websites by using the internet address shown below to review the information.

The Company's website:

https://www.nikku.co.jp/en/ir/stockinfo/meeting.html

Website for posting materials for the General Meeting of Shareholders: https://d.sokai.jp/4658/teiji/ (in Japanese)

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

(Access the TSE website by using the internet address shown above, enter "Nippon Air Conditioning Services" in "Issue name (company name)" or the Company's securities code "4658" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

If you will not be attending on the day of the meeting, you can exercise your voting rights in writing or via the Internet. With regard to the exercise of voting rights, please review the below "Instructions for the Exercise of Voting Rights" (in Japanese only) and exercise your voting rights by 5:45 p.m. on Tuesday, June 24, 2025 (JST).

1. Date and Time: Wednesday, June 25, 2025, at 10:00 a.m. (reception opens at 9:00 a.m.) (JST)

**2. Venue:** Hilton Nagoya, 5F, Kinsen

3-3, Sakae 1-chome, Naka-ku, Nagoya

#### 3. Meeting Agenda

#### Items to be reported:

- Report on the content of the Business Report and Consolidated Financial Statements for the 62nd Fiscal Year (April 1, 2024 to March 31, 2025), and the audit results of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- 2. Report on the content of the Non-consolidated Financial Statements for the 62nd Fiscal Year (April 1, 2024 to March 31, 2025)

#### Items to be resolved:

Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Seven Directors

Proposal No. 3 Election of One Audit & Supervisory Board Member

# 4. Matters Determined in Connection with this Convocation (Instructions Concerning the Exercise of Voting Rights):

Please refer to pages 4 and 5 (in Japanese only).

- If attending on the day of the meeting, please submit the Voting Rights Exercise Form at the venue reception.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.
- Paper-based documents stating items for which measures for providing information in electronic format are to be taken will be delivered to shareholders who requested the issuing of paper-based documents. However, the following items are excluded from such documents in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.
  - 1) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - 2) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements provided in these documents constitute part of the documents audited by the Accounting Auditor and Audit & Supervisory Board Members when preparing the Accounting Audit Report and Audit Report, respectively.

- Officers and employees of the Company will be dressed in light business wear ("Cool Biz" clothing) on the day of the meeting; your understanding is appreciated.

## Reference Documents for the General Meeting of Shareholders

# **Proposals and Reference Information**

## **Proposal No. 1** Appropriation of Surplus

The Company group (the "Group") emphasizes the importance of returning profits to shareholders, based on the premise that the sustained growth of our core businesses will increase profits. The Group recognizes the stable return of profits as an important management issue, and makes decisions concerning the distribution of profits while taking into consideration the enhancement of internal reserves for strengthening business foundations.

The minimum annual dividend per share is set at ¥40 with the goal in mind of realizing the stable return of profits to shareholders. At the same time, the Company has established a basic policy of striving to achieve a consolidated dividend payout ratio of around 50%. Alongside our target for return on equity, this will lead to sustainable returns of profits to shareholders, with a target dividend on equity ratio of approximately 5%.

In accordance with this policy, the Company proposes to pay a year-end dividend for the current fiscal year of \(\frac{\pmathcal{2}}{2}\) per share. Accordingly, including the interim dividend of \(\frac{\pmathcal{2}}{2}\), the annual dividend will total \(\frac{\pmathcal{2}}{4}\) per share.

- (1) Type of dividend property To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount ¥25 per common share of the Company, with a total amount of ¥864,431,300
- (3) Effective date of dividends of surplus June 26, 2025

# **Proposal No. 2** Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name		Current position in the Company	Tenure	Status of attendance at meetings of the Board of Directors
1	Toshiaki Yorifuji	Reelection	President & Representative Director	3 years	20/20 100%
2	Masato Suwa	Reelection	Director and Senior Executive Officer General Manager of Human Resources Div.	3 years	20/20 100%
3	Kazuhiko Shiraishi	Reelection	Director and Senior Executive Officer General Manager of Business Div.	3 years	20/20 100%
4	Hiroshi Nishikawa	Reelection	Director	1 year	17/17 100%
5	Hiromi Kitagawa	Reelection Outside Independent	Director	3 years	20/20 100%
6	Hirofumi Nishihara	New election Outside Independent	_	_	_
7	Satoe Tsuge	New election Outside Independent	_	_	_

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name Date of birth		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
1	Toshiaki Yorifuji (March 15, 1967)	Apr. 1987 Apr. 2013 Apr. 2014 Apr. 2015 Apr. 2022 May 2022 June 2022 Oct. 2022 Apr. 2023 Apr. 2024	Joined the Company General Manager of Yokohama Office, East Japan HQ. Executive Officer and General Manager of Yokohama Office Executive Officer and General Manager of Kyushu Office Executive Officer, General Manager of Corporate Planning Div., and General Manager of Overseas Div. Director of Nippon Air Conditioning Hokuriku Co., Ltd. Chairman & Director of NACS BD Co., Ltd. Director, Executive Officer, General Manager of Corporate Planning Div., and General Manager of Overseas Div. of the Company Managing Director of NACS Singapore Pte. Ltd. Managing Director of NACS Engineering Myanmar Co., Ltd. Director, Senior Executive Officer, General Manager of Corporate Planning Div., and General Manager of Overseas Div. of the Company Director, Senior Executive Officer, and General Manager of Corporate Planning Div. President & Representative Director (current position)	candidate 36,400		

[Reasons for nomination as candidate for Director]

Toshiaki Yorifuji has abundant knowledge and experience concerning sales and business administration, including having served in important positions such as General Manager of key sites in Japan over many years, and he also has technical knowledge and experience developed over many years of involvement in the building facility construction business. Accordingly, the Company has judged that he will be able to continue utilizing these qualities to demonstrate strong leadership to enhance the competitiveness and corporate value of the Group, and has therefore nominated him as a candidate for Director.

Candidate No.	Name Date of birth		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
2	Masato Suwa (August 27, 1965)	Apr. 1984 Apr. 2004 Apr. 2007 Apr. 2008 Apr. 2010 May 2011 Apr. 2014 Apr. 2019 May 2020 July 2020 Apr. 2022 May 2022 June 2022 Oct. 2022	Joined the Company General Manager of Chugoku Office (currently Chushikoku Office) Toyohashi Group Manager of Mikawa Office (currently Nagoya Office) General Manager of Mikawa Office General Manager of Kanto Office Leader of Human Resources Div., Administration and Education HQ. General Manager of Human Resources Div. Executive Officer and General Manager of Human Resources Div. Director of Nippon Air Conditioning Hokuriku Co., Ltd. Executive Officer and General Manager of Corporate Planning Div. of the Company Executive Officer and General Manager of Human Resources Div. Director of Nikku Business Services Co., Ltd. (current position) Director, Executive Officer, and General Manager of Human Resources Div. of the Company Director, Senior Executive Officer, and General Manager of Human Resources Div. (current position)	candidate 34,800		

Masato Suwa has abundant knowledge and experience concerning sales and business administration, having served in important positions such as General Manager and Director of subsidiaries in Japan. Accordingly, the Company has judged that he will be able to continue utilizing his knowledge and experience developed as General Manager of the Human Resources Div. to enhance the corporate value of the Group, and has therefore nominated him as a candidate for Director.

Candidate No.	Name Date of birth		nmary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned by the candidate				
		Apr. 1986	Joined the Company					
		Apr. 2013	General Manager of Chugoku Office, West					
		I1 2015	Japan HQ. (currently Chushikoku Office)					
		July 2015	President & Representative Director of Nippon Air Conditioning Shikoku Co., Ltd.					
		Oct. 2015	Director					
		Apr. 2020	Executive Officer and General Manager of					
		7-4	Chushikoku Office of the Company					
		Apr. 2021	Executive Officer and General Manager of					
		_	Nagoya Office					
	Kazuhiko Shiraishi	June 2022	Director, Executive Officer, and General					
	(March 29, 1968)		Manager of Nagoya Office	22,700				
	(1/14/51/25, 1500)	Oct. 2022	Director, Senior Executive Officer, and General					
			Manager of Nagoya Office					
3		May 2023	Director of Nippon Air Conditioning System					
			Co., Ltd. (current position)					
		Apr. 2024	Director, Senior Executive Officer, and General					
			Manager of Business Div. of the Company (current position)					
		May 2024	Director of Nippon Air Conditioning Hokuriku					
		111113 202 1	Co., Ltd. (current position)					
			Director of Nippon Air Conditioning Tohoku					
			Co., Ltd. (current position)					
	[Reasons for nomination as car		-					
		-	d experience concerning sales and business administ	_				
			eneral Manager of key sites in Japan and Representat					
	-	•	o has technical knowledge and experience developed	• •				
	of involvement in the building facility maintenance business. Accordingly, the Company has judged that he will be able							

to continue utilizing these qualities to enhance the competitiveness and corporate value of the Group, and has therefore

nominated him as a candidate for Director.

Candidate No.	Name Date of birth		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
		Apr. 1982	Joined Nippon Air Conditioning Hokuriku Co., Ltd.			
	Hiroshi Nishikawa (November 12, 1961)	Apr. 2011 Apr. 2012	General Manager of Development Sales Dept. General Manager of Solution Business Dept., Ishikawa			
		Apr. 2013	Executive Officer, General Manager of Solution Business Dept., Ishikawa, and General Manager of Eco Business Dept.			
		May 2013	Executive Officer and General Manager of Solution Business Dept., Ishikawa			
		Apr. 2014	Executive Officer, General Manager of Solution Business Dept., Ishikawa, and General Manager of Eco Business Dept.	6,480		
		June 2014	Director, General Manager of Solution Business Dept., Ishikawa, and General Manager of Eco Business Dept.			
		Apr. 2015	Director and General Manager of Solution Business Dept., Ishikawa	0,100		
4		June 2015	Director, General Manager of Solution Business Dept., Ishikawa, and General Manager of Eco Business Dept.			
		Apr. 2017	Director, General Manager of Eco Business Dept., and General Manager of Sales Development Dept.			
		Apr. 2019	Director and Supervising General Manager of Sales Development / Eco Business Dept.			
		Apr. 2021	Director			
		May 2021	Managing Director			
		May 2022	President & Representative Director (current position)			
		June 2024	Director of the Company (current position)			
	[Reasons for nomination as can Hiroshi Nishikawa has served in Co., Ltd., a subsidiary of the Co	_				

Hiroshi Nishikawa has served in important positions in the technical department of Nippon Air Conditioning Hokuriku Co., Ltd., a subsidiary of the Company, and has experience and achievements as President & Representative Director of Nippon Air Conditioning Hokuriku Co., Ltd. Accordingly, the Company has judged that he will be able to continue fulfilling a sufficient role in making decisions on important matters for the Group and supervising the execution of business, and has therefore nominated him as a candidate for Director.

Candidate No.	Name Date of birth		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
		Apr. 1996	Registered as an attorney at law Joined Nankan Legal Professional Corporation (currently GROWTH Legal Professional Corporation)			
		July 2003	Partner and Attorney at Law of Nankan Kitagawa Legal Professional Corporation (currently GROWTH Legal Professional Corporation)			
		Apr. 2014	Director of CHUBU Federation of Bar Association			
	Hiromi Kitagawa	Apr. 2016	Deputy Chairman of Aichi Bar Association	0		
	(November 4, 1962)	Apr. 2017	Professor of Nanzan School of Law, Nanzan University (current position)			
5		Apr. 2022	Representative Partner of GROWTH Legal Professional Corporation (current position)			
		June 2022	Outside Director of the Company (current position)			
		Oct. 2023	Outside Director of Ateam Inc. (currently Ateam Holdings Co., Ltd.) (Audit and Supervisory Committee Member) (current position)			

Hiromi Kitagawa does not have past experience in general operating company management other than as an outside officer, but she has expert knowledge and experience as an attorney-at-law, as well as abundant experience, including serving as Deputy Chairman of the Aichi Bar Association and a university professor. Accordingly, the Company has nominated her as a candidate for outside Director, as a person who can be expected to continue providing appropriate advice and recommendations on occasions when important management decisions are being made within the Company, as well as the selection of candidates for Directors of the Company, decisions concerning officer remuneration, etc., based on the above qualities and experience.

Candidate No.	Name Date of birth		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned by the candidate
6*	Hirofumi Nishihara does not h officer, but he has expert know as well as abundant experience other companies and an audito candidate for outside Director,	ave past experient reledge and experient to including servir r at a national united as a person who	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) Registered as certified public accountant Partner Registered as certified public tax accountant Director of Nishihara Hirofumi CPA & TA Office (current position) Outside Director of Foresight Inc. (Supervisory Auditor) (current position) Representative Partner of West Origin LLC (current position) Auditor of General Incorporated Association Kitankai (current position) Auditor of National University Corporation Hokkaido Higher Education and Research System Outside Director of Resorttrust, Inc. (Audit & Supervisory Committee Member) (current position)  de Director and outline of expected role] the ce in general operating company management other ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified put and as outside Directors (audit & supervisory committed ence as a certified public accountant and certified public ac	than as an outside blic tax accountant, the members) at a commendations on
	candidates for Directors of the and experience.	Company, decisi	ons concerning officer remuneration, etc., based on t	he above qualities
7*	Satoe Tsuge (March 9, 1968)	Apr. 1990  Apr. 1995  Jan. 1999  Sep. 2001  June 2007  June 2015  Mar. 2017  Oct. 2021	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Registered as certified public accountant Director of Tsuge CPA Office (current position) Registered as certified public tax accountant Representative Director of La Vida Planning Co., Ltd. (current position) Outside Director of AISAN INDUSTRY CO., LTD. (current position) Outside Director of HOSHIZAKI CORPORATION (Audit & Supervisory Committee Member) (current position) Outside Director of Juroku Financial Group, Inc. (Audit & Supervisory Committee Member) (current position)  e Director and outline of expected role]	
	Satoe Tsuge has expert knowle as well as abundant experience	edge and experients, including servir	ice as a certified public accountant and certified public as an outside Director and outside Directors (audit Accordingly, the Company has nominated her as a cartification.)	t & supervisory

Notes:

- 1. New candidates for Director are indicated by an asterisk (\*).
- 2. There is no special interest between any of the candidates and the Company.
- 3. The "Number of the Company's shares owned by the candidate" shows the number of shares held as of March 31, 2025.
- 4. Ms. Hiromi Kitagawa, Mr. Hirofumi Nishihara and Ms. Satoe Tsuge are candidates for outside Director.

- 5. Ms. Hiromi Kitagawa is currently an outside Director of the Company. At the conclusion of this meeting, her tenure as outside Director of the Company will have been three years.
- 6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Non-executive Directors Mr. Hiroshi Nishikawa and Ms. Hiromi Kitagawa to limit their liability for damages as set forth in Article 423, paragraph (1) of the same. The maximum amount of liability for damages pursuant to this agreement will be ¥5 million or the minimum amount of liability set forth in Article 425, paragraph (1) of the Companies Act, whichever is greater. In the event that the reelections of both candidates are approved and passed, the Company intends to continue these agreements with both candidates. If the elections of Mr. Hirofumi Nishihara and Ms. Satoe Tsuge are approved and passed, the Company plans to enter into the same limited liability agreement with them.
- 7. The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act, and an outline of the content of this insurance policy is provided in "4. Matters Pertaining to Company Officers (2) Overview of the Contents of Liability Insurance Contracts, etc. for Officers, etc." of the Business Report (in Japanese only). If the election of each candidate for Director is approved, they will be included in the insured parties under this insurance policy. In addition, the Company intends to renew this insurance policy with the same content at the time of next renewal.
- 8. The Company has submitted notification of the designation of Ms. Hiromi Kitagawa as an independent officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if her reelection is approved and passed, the Company plans to submit notification of her continued designation as independent officer to both exchanges.
- 9. Mr. Hirofumi Nishihara and Ms. Satoe Tsuge satisfy the requirements for independent officers as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if their elections are approved and passed, the Company plans to submit notification of their designations as independent officers to both exchanges.

#### Proposal No. 3 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Masatoshi Nakajima will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

Furthermore, the consent of the Audit & Supervisory Board has been obtained in relation to this proposal.

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

Name Date of birth	Career sun	nmary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned by the candidate
Shiho Nakane (August 21, 1973)	Oct. 2005  Apr. 2020 Apr. 2021 Apr. 2023  Apr. 2024	Registered as an attorney at law with Aichi Bar Association Joined Hachisuka Law Firm (current position) Director of CHUBU Federation of Bar Association Deputy Chairman of Aichi Bar Association Deputy Director of Administrative Cooperation Center, Aichi Bar Association (current position) Conciliation Committee Member of Nagoya Family Court (current position) Deputy Director General of Secretariat, Promotion Center of Lawyer Accession of Japan Federation of Bar Associations (current position)	0

[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]

Shiho Nakane does not have experience in general operating company management, but she has expert knowledge and experience as an attorney-at-law, as well as abundant experience, including serving in multiple important positions, such as Deputy Chairman of the Aichi Bar Association. Accordingly, the Company has judged that these qualities and experience can be reflected in effective audits of the Group, and has therefore nominated her as a candidate for outside Audit & Supervisory Board Member.

Notes:

- 1. Ms. Shiho Nakane is a new candidate for outside Audit & Supervisory Board Member.
- 2. There is no special interest between the candidate and the Company.
- 3. The "Number of the Company's shares owned by the candidate" shows the number of shares held as of March 31, 2025.
- 4. If the election of Ms. Shiho Nakane is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages as set forth in Article 423, paragraph (1) of the same. Furthermore, the maximum amount of liability for damages pursuant to this agreement will be ¥5 million or the minimum amount of liability set forth in Article 425, paragraph (1) of the Companies Act, whichever is greater.
- 5. The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act, and an outline of the content of this insurance policy is provided in "4. Matters Pertaining to Company Officers (2) Overview of the Contents of Liability Insurance Contracts, etc. for Officers, etc." of the Business Report (in Japanese only). If the election of the candidate for Audit & Supervisory Board Member is approved, she will be included in the insured parties under this insurance policy. In addition, the Company intends to renew this insurance policy with the same content at the time of next renewal.
- 6. Ms. Shiho Nakane satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if her election is approved and passed, the Company plans to submit notification of her designation as an independent officer to both exchanges.

 $< Reference > Skills\ Matrix\ of\ Directors\ and\ Audit\ \&\ Supervisory\ Board\ Members\ (Expected\ After\ the\ 62nd\ Annual\ Annual\ Members\ (Expected\ After\ the\ 62nd\ Annual\ An$ 

General Meeting of Shareholders)

Ocii	eral Meeting o	or Smare	enoiders)		1						
					N	lain expert	tise, knowl	edge, expe	rience, capa	abilities, et	с.
	Name	Gen- der	Position	Attributes	Corporate manage- ment and manage- ment strategy	Sales	Finance and account- ing	Technol- ogy and quality	Human Resources, labor, and govern- ance	Overseas business	Environ- ment
	Toshiaki Yorifuji	Male	President & Representative Director		•			•		•	•
	Masato Suwa	Male	Director and Senior Executive Officer General Manager of Human Resources Div.		•			•	•		
Director	Kazuhiko Shiraishi	Male	Director and Senior Executive Officer General Manager of Business Div.			•		•		•	•
	Hiroshi Nishikawa	Male	Director		•	•				•	•
	Hiromi Kitagawa	Female	Director	[Outside] [Inde- pendent]	•				•		
	Hirofumi Nishihara	Male	Director	[New election] [Outside] [Independent]	•		•		•		
	Satoe Tsuge	Female	Director	[New election] [Outside] [Independent]	•		•		•		
Audi	Hisashi Fuchino	Male	Full-time Audit & Supervisory Board Member		•	•				•	
Audit & Supervisory Board Member	Masahiro Kobayashi	Male	Full-time Audit & Supervisory Board Member		•	•			•		
ry Board	Minoru Terazawa	Male	Audit & Supervisory Board Member	[Outside] [Inde- pendent]	•		•		•		
Member	Shiho Nakane	Female	Audit &	[New election] [Outside] [Independent]	•				•		

<sup>\*</sup> Up to four of the main areas of expertise, knowledge, experience, capabilities, etc., of each person are noted.