

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 8704
June 5, 2026

Dear Shareholders

28th Floor, Yebisu Garden Place Tower,
4-20-3, Ebisu, Shibuya-ku, Tokyo
TRADERS HOLDINGS CO., LTD.

Representative Director, Chairman and President
Takayuki Kanamaru

Notice of Convocation of the 27th Annual General Meeting of Shareholders

We would like to take this opportunity to thank all of you for your ongoing support. We are pleased to inform you that the 27th Annual General Meeting of Shareholders will be held as outlined below.

In convening the Annual General Meeting of Shareholders, we have taken electronic provision measures for information contained in the reference and other documents for the Annual General Meeting of Shareholders (items subject to electronic provision measures), and such information is posted on the following websites on the Internet.

We ask that you access either of these websites and review the information.

[The Company's website (in Japanese)]

<https://www.tradershd.com/ir/soukai/>



In addition to the above website, the items subject to electronic provision measures are also posted on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the TSE website (Listed Company Search) below, enter and search “Traders Holdings” in the “Issue name (company name)” field or “8704” in the “Code” field and perform a search. Select “Basic information” and then “Documents for public inspection/PR information,” and check “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

[TSE website (Listed Company Search) (in Japanese)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



If you do not attend the meeting, you may exercise your voting rights by electronic means (via the Internet, etc.) or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 23, 2026 (JST).

1. **Date and time:** 10 a.m. on Wednesday, June 24, 2026 (JST)
(Doors will open at 9:30 a.m.)
2. **Place:** SPACE 6 Conference Room, 4th Floor, Ebisu Garden Place
Tower 4-20-3, Ebisu, Shibuya-ku, Tokyo
3. **Agenda for the Meeting:**
Matters to Be Reported:
 1. Report on the content of the business report and the consolidated financial statements and report on the results of the audits of the consolidated financial statements performed by the Accounting Auditor and the Audit and Supervisory Committee for the 27th fiscal year (covering the period from April 1, 2025, to March 31, 2026).
 2. Report on the non-consolidated financial statements for the 27th fiscal year (covering the period from April 1, 2025, to March 31, 2026).

Matters to Be Resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 4:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal 5:** Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member
- Proposal 6:** Determination of Compensation for the Grant of Restricted Stock to Outside Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 7:** Determination of Compensation for the Grant of Restricted Stock to Directors Who Are Audit and Supervisory Committee Members
- Proposal 8:** Abolition of the Executive Retirement Benefit Plan and Final Payment of Executive Retirement Benefits upon Abolition

4. Matters Regarding the Exercise of Voting Rights:

- (1) If neither “for” nor “against” is marked on the submitted Voting Rights Exercise Form, you will be deemed to have consented to the relevant proposals.
 - (2) If you exercise your voting rights more than once via the Internet, etc., only your last vote will be treated as valid.
 - (3) If you exercise your voting rights both in writing using the voting form and via the Internet, etc., only the vote cast via the Internet, etc., will be treated as valid, regardless of the date and time that the votes are received.
- ⊙ If you plan to attend the Meeting in person, please submit the Voting Rights Exercise Form at the reception desk at the Meeting.
- ⊙ Should there be any amendments to the items subject to electronic provision measures, a notice to that effect and the matters before and after the amendments will be posted on the Company website and the TSE website on the Internet.
- ⊙ Any changes in the details of the Annual General Meeting of Shareholders will be announced on the Company website.

- © In accordance with laws and regulations and Article 15 of the Company’s Articles of Incorporation, the following matters are not included in the documents containing the matters subject to electronic provision measures to be delivered to shareholders who have requested delivery of such documents.
- (i) “Principal Offices,” “Employees,” “Accounting Auditors,” “Systems to Ensure Proper Operations,” and “Basic Policy on Control of the Company” in the Business Report;
 - (ii) Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements; and
 - (iii) Statement of Changes in Net Assets and Notes to Non-consolidated Financial Statements

The Audit and Supervisory Committee Members and the Accounting Auditors have audited the documents subject to audit, including the matters stipulated above.

Guide to Exercising Voting Rights by Electronic Means

1. Exercising voting rights via the Internet

If you wish to exercise your voting rights via the Internet, please review the following points before exercising your voting rights. If you plan to attend the Meeting in person, you do not need to complete any procedures to exercise your voting rights by mail or via the Internet.

(i) Voting rights exercise website

- (1) You can exercise your voting rights via the Internet by accessing the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) from your personal computer or smartphone. (Please note that you will not be able to access the above URL from 2:30 a.m. to 4:30 a.m. every day.)
- (2) You may not be able to use the voting rights exercise website to exercise your voting rights using your personal computer or smartphone depending on your Internet usage environment, subscription services, or model.
- (3) You may exercise your voting rights via the Internet by 5:30 p.m. on Tuesday, June 23, 2026 (JST). We ask you to exercise your voting rights ahead of time.

(ii) How to exercise your voting rights via the Internet

On the voting rights exercise website (<https://evote.tr.mufg.jp/>), use the “Login ID” and “Tentative Password” indicated on the Voting Rights Exercise Form, and follow the on-screen guidance to cast your vote.

2. Platform for exercise of electronic voting rights

Nominal shareholders such as trust companies, including standing proxies, who have applied in advance for the use of the electronic voting rights exercise platform operated by ICJ, Inc., a joint venture company established by the Tokyo Stock Exchange, etc., may also use the platform as a method of exercising their voting rights by electronic means at the General Meeting of Shareholders of the Company in addition to the exercise of voting rights via the Internet as described in 1. above.

Consolidated financial statements

i. Consolidated balance sheets

(Millions of yen)

As of March 31, 2026

Assets	
Current assets	
Cash and deposits	8,503
Segregated deposits	140,416
Segregated deposits for customers	140,398
Other segregated deposits	18
Trading products	184
Short-term guarantee deposits	13,918
Margin deposits for foreign exchanges	13,720
Margin deposits for crypto assets	197
Other	843
Total current assets	163,865
Non-current assets	
Property, plant and equipment	
Buildings	112
Tools, furniture and fixtures	72
Machinery, equipment and vehicles	6
Total property, plant and equipment	192
Intangible assets	
Software	835
Other	34
Total intangible assets	870
Investments and other assets	
Investment securities	473
Deferred tax assets	103
Other	264
Allowance for doubtful accounts	(13)
Total investments and other assets	828
Total non-current assets	1,890
Total assets	165,756

Note: All amounts are rounded down to the nearest million Japanese yen.

(Millions of yen)

As of March 31, 2026

Liabilities	
Current liabilities	
Trading products	1,206
Deposits received	21
Guarantee deposits received	141,476
Margin deposits received for foreign exchanges	141,372
Margin deposits received for crypto assets	103
Short-term borrowings	920
Current portion of long-term borrowings	78
Income taxes payable	983
Provision for bonuses	139
Other	685
Total current liabilities	145,510
Non-current liabilities	
Long-term borrowings	201
Provision for retirement benefits for directors (and other officers)	76
Retirement benefit liability	81
Other	6
Total non-current liabilities	366
Total liabilities	145,877
Net assets	
Shareholders' equity	
Share capital	1,564
Capital surplus	1,089
Retained earnings	19,430
Treasury shares	(2,445)
Total shareholders' equity	19,638
Accumulated other comprehensive income	
Foreign currency translation adjustment	84
Total accumulated other comprehensive income	84
Share acquisition rights	151
Non-controlling interests	4
Total net assets	19,878
Total liabilities and net assets	165,756

ii. Consolidated statements of income

(Millions of yen)

	Fiscal year ended March 31, 2026
Operating revenue	
Commission received	68
Net trading income	12,975
Financial revenue	54
Other sales	119
Total operating revenue	13,218
Financial expenses	25
Cost of sales	51
Net operating revenue	13,140
Selling, general and administrative expenses	6,979
Operating profit	6,161
Non-operating income	
Interest and dividend income	2
Subsidy income	9
Foreign exchange gains	2
Other	2
Total non-operating income	16
Non-operating expenses	
Interest expenses	2
Commission expenses	1
Loss on valuation of investment in capital	13
Other	0
Total non-operating expenses	17
Ordinary profit	6,161
Extraordinary income	
Gain on reversal of share acquisition rights	2
Total extraordinary income	2
Profit before income taxes	6,163
Income taxes - current	1,866
Income taxes - deferred	52
Total income taxes	1,919
Profit	4,243
Loss attributable to non-controlling interests	(0)
Profit attributable to owners of parent	4,244

Note: All amounts are rounded down to the nearest million Japanese yen.

Non-consolidated financial statements

i. Non-consolidated balance sheets

	(Millions of yen)
	As of March 31, 2026
Assets	
Current assets	
Cash and deposits	772
Accounts receivable - other	211
Other	140
Total current assets	1,123
Non-current assets	
Property, plant and equipment	
Buildings	39
Other	21
Total property, plant and equipment	60
Intangible assets	
Software	0
Total Intangible assets	0
Investments and other assets	
Shares of subsidiaries and associates	2,160
Investments in capital of subsidiaries and associates	469
Guarantee deposits	117
Long-term prepaid expenses	0
Deferred tax assets	4
Total investments and other assets	2,751
Total non-current assets	2,812
Total assets	3,936

Note: All amounts are rounded down to the nearest million Japanese yen.

(Millions of yen)	
As of March 31, 2026	
Liabilities	
Current liabilities	
Accrued expenses	51
Income taxes payable	0
Provision for bonuses	15
Other	58
Total current liabilities	126
Non-current liabilities	
Long-term deposits received	83
Provision for retirement benefits for directors (and other officers)	26
Provision for retirement benefits	14
Total non-current liabilities	123
Total liabilities	250
Net assets	
Shareholders' equity	
Share capital	1,564
Capital surplus	
Legal capital surplus	558
Other capital surplus	531
Total capital surplus	1,090
Retained earnings	
Other retained earnings	3,325
Retained earnings brought forward	3,325
Total retained earnings	3,325
Treasury shares	(2,445)
Total shareholders' equity	3,535
Share acquisition rights	151
Total net assets	3,686
Total liabilities and net assets	3,936

Note: All amounts are rounded down to the nearest million Japanese yen.

ii. Non-consolidated statements of income

(Millions of yen)

	Fiscal year ended March 31, 2026
Operating revenue	
Consulting fee income of subsidiaries and affiliates	612
Dividends from subsidiaries and associates	1,621
Total operating revenue	2,233
Net operating revenue	2,233
Selling, general and administrative expenses	1,188
Operating profit	1,044
Non-operating income	
Interest and dividend income	0
Other	1
Total non-operating income	1
Non-operating expenses	
Interest expenses	0
Commission expenses	1
Loss on valuation of investments in capital	13
Other	0
Total non-operating expenses	14
Ordinary profit	1,031
Extraordinary income	
Gain on reversal of share acquisition rights	2
Total extraordinary income	2
Profit before income taxes	1,033
Income taxes - current	(93)
Income taxes - deferred	13
Total income taxes	(79)
Profit	1,113

Note: All amounts are rounded down to the nearest million Japanese yen.

Reference Materials for the Annual General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Our basic policy is to continue paying stable dividend payment twice a year with a target consolidated dividend on equity ratio (DOE) of 4%, taking into account the need to secure retained earnings to develop businesses and strengthen the management base toward the achievements of our targets.

Based on the above policy, we propose to pay a year-end dividend for the fiscal year ended March 31, 2026, as follows.

- (1) Type of dividend asset
Cash
- (2) Allocation of dividend assets and total amount of allocation
24 yen per share of common stock; total amount: 632,722,152 yen
- (3) Effective date of distribution of the dividend
June 25, 2026

Reference

Fiscal Year	Dividends per share [Yen]		
	Second quarter-end	Fiscal year-end	Total Cash dividends
Fiscal year ended March 31, 2026	16	24	40
Fiscal year ended March 31, 2025	12	20	32

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the Amendment

In order to clarify that a resolution for the election of a substitute Director who is an Audit and Supervisory Committee Member shall, unless shortened by such resolution, remain valid until the commencement of the Annual General Meeting of Shareholders relating to the final fiscal year ending within two years after such election, and in consideration of procedural efficiency in accordance with Article 96, Paragraph 3 of the Ordinance for Enforcement of the Companies Act, the Company proposes to add Paragraph 4 to Article 23 (Term of Office of Directors) of the current Articles of Incorporation.

2. Details of the Amendment

The details of the amendment are as set forth in the Appendix.

(Appendix)

The details of the amendment are as follows.

(Proposed amendment underlined)

Current Articles of Incorporation	Proposed Amendment
<p>Article 23 (Term of Office of Directors)</p> <p>The term of office of a Director of the Company (excluding Directors who are Audit and Supervisory Committee Members) shall continue through the conclusion of the Annual General Meeting of Shareholders held with respect to the final fiscal year ending within one (1) year after their election.</p> <p>2. The term of office of a Director who is an Audit and Supervisory Committee Member of the Company shall continue through the conclusion of the Annual General Meeting of Shareholders held with respect to the final fiscal year ending within two (2) years after their election.</p> <p>3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who is an Audit and Supervisory Committee Member who retired prior to the expiration of their term of office shall continue until the expiration of the term of office of the retired Director.</p>	<p>Article 23 (Term of Office of Directors)</p> <p>(Unchanged)</p> <p>(Unchanged)</p> <p>(Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	4. <u>The period during which a resolution for the election of a substitute Director pursuant to Article 329, Paragraph 3 of the Companies Act remains valid and effective shall, unless otherwise shortened by such resolution, be until the commencement of the Annual General Meeting held with respect to the final fiscal year ending within two (2) years after such election.</u>

Proposal 3: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of the Annual General Meeting of Shareholders. As such, in order to strengthen the management structure, the Company proposes increasing the number of Directors by one (1) and hereby requests the election of six (6) Directors. In addition, with respect to the submission of this proposal, the Company's Audit and Supervisory Committee has determined that all candidates are appropriate for their respective positions.

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

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takayuki Kanamaru [Male] (October 28, 1928) Reelection	Oct. 1967 President and Representative Director of Daiwa Shohin Co., Ltd. Apr. 1991 Director of Daiwa Futures Co., Ltd. (currently Himawari Securities, Inc.) Apr. 2002 Director of the Company Jan. 2009 President and Representative Director July 2012 Adviser June 2020 Representative Director, Chairman and President (current position)	777,100
(Reasons for designation as a Director nominee) Mr. Takayuki Kanamaru, as the Company's founder, has contributed to the expansion of the Company's business over many years and has played an important role in the sustainable growth and enhancement of corporate value of the Group. The Company nominates Mr. Takayuki Kanamaru as a Director because we believe that his extensive experience and broad knowledge have greatly contributed to the growth of the Group.			

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Takeshi Kanamaru [Male] (March 5,1991) Reelection	Apr. 2015 Joined DENTSU INC. Sep. 2021 Joined the Company, General Manager, Strategic Business Promotion Department June 2022 Director June 2022 Director of Nextop.Asia Co., Ltd. (currently FleGrowth Co., Ltd.) (current position) June 2022 Director of Nextop Software (Dalian) Co., Ltd. (current position) June 2022 Director of Nextop Co., Ltd. (current position) June 2024 Representative Director, Executive Vice president (current position)	140,000
<p>(Reasons for designation as a Director nominee)</p> <p>Mr. Takeshi Kanamaru is nominated as a candidate for Director because he has been in charge of the Company's management as Executive Vice President and Representative Director since June 2024, and he is committed to expanding the Company's business performance and strengthening its management base by strengthening governance.</p> <p>In addition, he is focusing on promoting projects that create new added value for the Group's businesses, such as the advancement of marketing strategies at our securities subsidiary and investment in startup companies with future growth potential through CVC (Corporate Venture Capital) by leveraging his abundant experience in sales and marketing at a major advertising agency. As we expect that he will continue to contribute to the Company's sustainable corporate growth, we nominate him for reelection to the Board of Directors.</p>			

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Masayuki Niizuma [Male] (November 8,1970) Reelection	<p>Oct. 1995 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Jan. 2000 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Mar. 2000 Registered as a certified public accountant</p> <p>Sep. 2001 Joined Traders Securities Co., Ltd. (currently TRADERS HOLDINGS CO., LTD.)</p> <p>Apr. 2003 Director of Traders Securities Co., Ltd.</p> <p>Nov. 2008 Opened Niizuma Certified Public Accountant Office, Director (current position)</p> <p>May 2009 Registered as a tax accountant</p> <p>June 2011 Director of the Company</p> <p>July 2017 Adviser</p> <p>June 2021 Director of the Company</p> <p>June 2022 Executive Managing Director (current position)</p> <p>June 2022 Director of Nextop.Asia Co., Ltd. (currently FleGrowth Co., Ltd.) (current position)</p> <p>June 2022 Director of Nextop Software (Dalian) Co., Ltd. (current position)</p> <p>June 2022 Director of Nextop Co., Ltd. (current position)</p>	72,100
<p>(Reasons for designation as a Director nominee)</p> <p>Mr. Masayuki Niizuma has served as a Director at the Company for a long period of time and contributed to the establishment and strengthening of the business foundation since the early days of the Company. In addition, as a certified public accountant and tax accountant, he has deep knowledge of accounting, taxation, and finance, and plays a role in appropriate and efficient planning and implementation of a wide range of business management and business strategies of the Group, including financial issues and support for the management of subsidiaries.</p> <p>The Company nominates Mr. Masayuki Niizuma as a Director because it believes that he will contribute to the sustainable enhancement of corporate value of the Company.</p>			

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Masashi Ichikawa [Male] (August 22,1969) Reelection	Oct. 1994	Joined Showa Ota &Co. (currently Ernst & Young Shin Nihon LLC)	26,700
		Apr. 1998	Registered as a certified public accountant	
		Jan. 2000	Opened Ichikawa Certified Public Accountant Office, Director (current position)	
		Apr. 2010	Outside Director of People Co., Ltd.	
		May 2016	Outside Corporate Auditor of ARC SYSTEM WORKS CO., LTD. (current position)	
		June 2020	Director of the Company (current position)	
(Reasons for designation as an Outside Director nominee and expected role) Although Mr. Masashi Ichikawa has never been involved in corporate management other than by serving as an outside officer, he has extensive experience as an outside officer in addition to his highly specialized knowledge as a certified public accountant and he has provided advice to the management of the Company based on his insights. The Company nominates Mr. Masashi Ichikawa as an Outside Director because it expects that he will continue to supervise the Group's management from an objective and fair standpoint as an Outside Director.				
5	Daisuke Kawabata [Male] (December 26,1972) Reelection	Apr. 2000	Registered as an attorney	0
		Apr. 2004	Partner of Hibi Yamitsuke Law Office Attorney (current position)	
		June 2017	Bar Examination Committee member	
		Apr. 2020	Instructor, Legal Training and Research Institute of the Supreme Court	
		June 2020	Director of the Company (current position)	
(Reasons for designation as an Outside Director nominee and expected role) Although Mr. Daisuke Kawabata has never been involved in corporate management, he has made comments at meetings of the Board of Directors primarily from the perspective of a legal professional based on his extensive experience as a lawyer, and has played a fair role in supervising the Company's management. The Company nominates Mr. Daisuke Kawabata as an Outside Director because it expects that he will continue to appropriately perform his duties as an Outside Director.				

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Atsuko Yamakawa [Female] (February 1, 1966) New Election	<p>Apr. 1988 Joined Nomura Securities Co., Ltd.</p> <p>Apr. 2002 Head of Japan Desk of Nomura International Plc (London)</p> <p>Apr. 2006 Managing Director of Corporate Citizenship Dept. of Nomura Holdings, Inc.</p> <p>Apr. 2010 Deputy Managing Director of Corporate Services Dept. of Nomura Securities Co., Ltd.</p> <p>Dec. 2014 Managing Director of Real Estate Dept. of Nomura Securities Co., Ltd.</p> <p>Apr. 2018 Senior Managing Director of Nomura Securities Co., Ltd., in charge of Mass Retail Marketing</p> <p>Apr. 2021 Director, Member of the Board (Audit Mission Director) of Nomura Securities Co., Ltd.</p> <p>Apr. 2021 Outside Director (Audit and Supervisory Committee Member) of The Nomura Trust and Banking Co., Ltd.</p> <p>Apr. 2024 Outside Director (Audit and Supervisory Committee Member), and Chairman of the Board of The Nomura Trust and Banking Co., Ltd.</p> <p>Apr. 2025 Advisor of Nomura Securities Co., Ltd.</p>	0

(Reasons for designation as an Outside Director nominee and expected role)

Ms. Atsuko Yamakawa has extensive experience at Nomura Securities Co., Ltd., where she has been engaged for many years in bond trading, institutional investor sales, and financial and asset management consulting for corporate clients, and possesses a high level of expertise and extensive practical experience in the overall financial and securities business. In addition, she played a leading role in establishing the CSR department at Nomura Securities Co. and has contributed to the development of sustainability and ESG promotion frameworks as well as the enhancement of non-financial information disclosure. She also contributed to the promotion of diversity management as a leader of a project to promote women's empowerment. Further, she has been involved in corporate management from audit and governance perspectives, having held key positions including Audit Mission Director at Nomura Securities Co., Ltd. and Chairman of the Board of Nomura Trust and Banking Co., Ltd., and having served concurrently as a corporate auditor of subsidiaries within the Nomura Group.

Based on her extensive management experience and deep insight, the Company expects that she will provide the Company's management with valuable advice and supervision from an independent and objective standpoint, and therefore the Company nominates her as a candidate for an Outside Director.

- Notes:
1. There are no special conflicts of interest between each candidate and the Company.
 2. Mr. Masashi Ichikawa, Mr. Daisuke Kawabata, and Ms. Atsuko Yamakawa are candidates for Outside Director.
 3. Ms. Atsuko Yamakawa's legal name listed in her family register is Atsuko Hirano.
 4. Mr. Masashi Ichikawa and Mr. Daisuke Kawabata are currently Outside Directors of the Company, and their terms of office as Outside Directors will be six years at the conclusion of the Annual General Meeting of Shareholders.
 5. The Company has entered into agreements with Mr. Masashi Ichikawa and Mr. Daisuke

Kawabata to limit their liability for damages under Paragraph 1 of Article 423 of the Companies Act pursuant to the provisions of Paragraph 1 of Article 427 of the same Act.

The maximum amount of liability for damages under such agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Masashi Ichikawa and Mr. Daisuke Kawabata is approved, the Company plans to continue the said agreements with each of them. In addition, if the election of Ms. Atsuko Yamakawa, who is a candidate for Outside Director, is approved, the Company plans to enter into a limited liability agreement with her.

6. The Company has entered into directors' and officers' liability insurance contracts with insurance companies set forth in Paragraph 1, Article 430-3 of the Companies Act, under which Directors of the Company are insured. Such insurance contracts cover liability for the performance of their duties as director or officer of the Company and damage that may arise from a claim for loss or damage caused by such liability. Each Director candidate will be included among the insured if elected as a Director of the Company pursuant to this proposal. The Company plans to renew the said contracts with the same content at the next renewal.
7. The Company has appointed Mr. Masashi Ichikawa and Mr. Daisuke Kawabata as independent officers as stipulated by Tokyo Stock Exchange, Inc. and submitted a notification to the Tokyo Stock Exchange. If they are elected as proposed at the Meeting, they will continue to be designated as independent officers.
8. Ms. Atsuko Yamakawa satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, Inc., and if she is elected as proposed, the Company plans to notify the Exchange of her designation as an independent officer.

Proposal 4: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of the Annual General Meeting of Shareholders. Accordingly, the Company hereby requests the election of three (3) Directors who are Audit and Supervisory Committee Members.

In addition, this proposal has been submitted with the consent of the Audit and Supervisory Committee.

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

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions, and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shinichi Omata [Male] (July 6, 1963) Reelection	<p>Apr. 1986 Joined the Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>Nov. 1994 Joined Sumitomo Capital Securities Co., Ltd. (currently Daiwa Securities Co. Ltd.)</p> <p>Apr. 2009 Joined Daiwa Securities SMBC Co. Ltd. (currently Daiwa Securities Co. Ltd.) General Manager of Osaka Capital Market Department</p> <p>Apr. 2010 Joined Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) General Manager of Osaka Capital Market Department</p> <p>Dec. 2012 Audit Department of Sumitomo Mitsui Banking Corporation</p> <p>Nov. 2013 Joined SMBC Trust Bank, Ltd.</p> <p>Apr. 2017 Audit Department of Sumitomo Mitsui Banking Corporation</p> <p>June 2022 Full-time Audit & Supervisory Board Member of the Company</p> <p>June 2022 Auditor of Nextop.Asia Co., Ltd. (currently FleGrowth Co., Ltd.) (current position)</p> <p>June 2022 Audit & Supervisory Board Member of Traders Securities Co., Ltd. (current position)</p> <p>June 2022 Corporate Auditor of Nextop Software (Dalian) Co., Ltd. (current position)</p> <p>June 2022 Audit & Supervisory Board Member of Nextop Co., Ltd. (current position)</p> <p>June 2024 Director (Full-time Audit and Supervisory Committee Member) of the Company (current position)</p>	17,000

(Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member)

Mr. Shinichi Omata has extensive experience in financial-related businesses, including banking, securities, and trust banking operations, as well as audit functions. He has also served as a corporate auditor of the Company's subsidiaries. The Company nominates him as a candidate based on its determination that he remains suitable to serve as a director who is an Audit and Supervisory Committee Member to further strengthen the corporate governance structure of the Group.

2	Hiroshi Sugekawa [Male] (October 19, 1968) Reelection	Apr. 1993 June 2001 Sep. 2005 Sep. 2009 June 2020 June 2024	Joined Mamoru Yamaguchi Tax Accountant Office Director, Sugekawa Tax Accounting Office Representative Partner of TGN Tokyo (current position) Member of the House of Representatives Audit & Supervisory Board Member of the Company Director (Audit and Supervisory Committee Member) of the Company (current position)	4,000
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(Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected role)

Mr. Hiroshi Sugekawa has extensive professional experience as a tax accountant and has also served as a member of the House of Representatives. In light of his extensive expertise in tax and accounting as well as his broad insight, the Company has determined that he is capable of appropriately performing his duties. Although he has no direct experience in corporate management, he has contributed to the supervision of the Company's management from a standpoint independent of the executive management team by leveraging his knowledge and experience, and the Company therefore nominates him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

Candidate No.	Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kenta Asaeda [Male] (January 26, 1981) Reelection	<p>Dec. 2008 Registered as an attorney at law (currently belongs to Tokyo Bar Association) Joined Kojima International Law Office</p> <p>Jan. 2011 Joined Ginza Law and Accounting Office (currently Ginza Kobikicho Law Office)</p> <p>Jan. 2018 Opened Ushigome Law Offices Partner, Attorney (current position)</p> <p>June 2021 Outside Director who is Audit and Supervisory Committee Member of General Oyster, Inc. (current position)</p> <p>June 2022 Audit & Supervisory Board Member of the Company</p> <p>June 2024 Director (Audit and Supervisory Committee Member) of the Company (current position)</p>	0
<p>(Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected role)</p> <p>As an attorney, Mr. Kenta Asaeda is well versed in corporate legal affairs. In addition, he possesses sufficient insight into audit corporate management, having been appointed as an Outside Director who is an Audit and Supervisory Committee Member of a listed company, and he has been appropriately performing his duties. Although he has no direct experience in corporate management other than through his service as an outside officer, he has contributed to the supervision of the Company's management from a standpoint independent from the executive management team by leveraging his specialized knowledge and experience, and the Company therefore nominates him as a candidate for an Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes: 1. There are no special conflicts of interest between each candidate and the Company.
2. Mr. Hiroshi Sugekawa and Mr. Kenta Asaeda are candidates for Outside Directors.
3. Mr. Hiroshi Sugekawa and Mr. Kenta Asaeda are currently Directors who are Audit and Supervisory Committee Members of the Company, and their term of office as such will be two years at the conclusion of the Annual General Meeting of Shareholders.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shinichi Omata, Mr. Hiroshi Sugekawa and Mr. Kenta Asaeda to limit their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages under such agreement is the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If their election is approved, the Company plans to continue the agreements with them.
5. The Company has entered into an officer, etc. liability insurance contract as prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Such insurance contract covers damage incurred by the insured due to liability associated with the performance of their duties as an Officer, etc., or due to claims brought against the insured in pursuit of such liability.
- Each candidate for Director who is an Audit and Supervisory Committee Member will be included among the insured if elected as a Director of the Company pursuant to this proposal. The insurance contract will be renewed with the same content at the next renewal.
6. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Mr. Kenta Asaeda has been designated as an independent officer as prescribed by the exchange. If he is elected as proposed at the General Meeting of Shareholders, he will continue to serve as an independent officer.

Board Skill Matrix (planned)

(Note) The following is the skill matrix of the Board of Directors if the candidates in Proposals 3 and 4 are elected as proposed.

Name	Title	Corporate Management / Business Strategy	Financial Business Experience	Marketing/ Sales	Global Businesses	Legal / Compliance	Finance / Accounting / Tax	Governance / Internal Control / Risk Management
Takayuki Kanamaru	Representative Director, Chairman and President	●	●					
Takeshi Kanamaru	Representative Executive Vice President	●		●	●			
Masayuki Niizuma	Executive Managing Director	●	●			●	●	
Masashi Ichikawa	Outside Director						●	●
Daisuke Kawabata	Outside Director					●		●
Atsuko Yamakawa	Outside Director	●	●	●	●			●
Shinichi Omata	Director (Full-time Audit and Supervisory Committee Member)		●					●
Hiroshi Sugekawa	Outside Director (Audit and Supervisory Committee Member)						●	●
Kenta Asaeda	Outside Director (Audit and Supervisory Committee Member)					●		●

Proposal 5: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

To prepare for a situation in which the number of Directors who are Audit and Supervisory Committee Members falls below the minimum required by laws and regulations, the Company proposes the election in advance of one substitute Director who is an Audit and Supervisory Committee Member to serve as a substitute for an Outside Director who is an Audit and Supervisory Committee Member.

The effectiveness of this resolution shall be subject to the approval of Proposal 2, “Partial Amendment to the Articles of Incorporation,” and shall remain effective until the commencement of the Annual General Meeting of Shareholders relating to the final fiscal year ending within two years after such election. In addition, such election may be cancelled by resolution of the Board of Directors with the consent of the Audit and Supervisory Committee, provided that such cancellation is made prior to the substitute’s assumption of office. The consent of the Audit and Supervisory Committee has been obtained with respect to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name [Gender] (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company’s shares owned												
Masashi Ichikawa [Male] (August 22,1969)	<table border="0"> <tr> <td style="padding-right: 10px;">Oct. 1994</td> <td>Joined Showa Ota & Co. (currently Ernst & Young Shin Nihon LLC)</td> </tr> <tr> <td style="padding-right: 10px;">Apr. 1998</td> <td>Registered as a certified public accountant</td> </tr> <tr> <td style="padding-right: 10px;">Jan. 2000</td> <td>Opened Ichikawa Certified Public Accountants Office, Director (current position)</td> </tr> <tr> <td style="padding-right: 10px;">Apr. 2010</td> <td>Outside Director of People Co., Ltd.</td> </tr> <tr> <td style="padding-right: 10px;">May 2016</td> <td>Outside Corporate Auditor of ARC SYSTEM WORKS CO., LTD. (current position)</td> </tr> <tr> <td style="padding-right: 10px;">June 2020</td> <td>Director of the Company (current position)</td> </tr> </table>	Oct. 1994	Joined Showa Ota & Co. (currently Ernst & Young Shin Nihon LLC)	Apr. 1998	Registered as a certified public accountant	Jan. 2000	Opened Ichikawa Certified Public Accountants Office, Director (current position)	Apr. 2010	Outside Director of People Co., Ltd.	May 2016	Outside Corporate Auditor of ARC SYSTEM WORKS CO., LTD. (current position)	June 2020	Director of the Company (current position)	26,700
Oct. 1994	Joined Showa Ota & Co. (currently Ernst & Young Shin Nihon LLC)													
Apr. 1998	Registered as a certified public accountant													
Jan. 2000	Opened Ichikawa Certified Public Accountants Office, Director (current position)													
Apr. 2010	Outside Director of People Co., Ltd.													
May 2016	Outside Corporate Auditor of ARC SYSTEM WORKS CO., LTD. (current position)													
June 2020	Director of the Company (current position)													
<p>(Reasons for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and expected role)</p> <p>The Company nominates Mr. Masashi Ichikawa as a candidate for substitute Outside Director because, as a certified public accountant, he possesses advanced professional expertise in finance and accounting, and the Company expects that he will leverage such expertise to exercise audit and supervisory functions over the performance of duties by Directors from a professional perspective in relation to financial and tax matters. Although Mr. Ichikawa has not been involved in corporate management other than through his service as an outside officer, the Company has determined that, for the reasons stated above, he will be able to appropriately perform his duties as a substitute Outside Director who is an Audit and Supervisory Committee Member.</p>														

- Notes: 1. Mr. Masashi Ichikawa is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
2. If Proposal 3 is approved as originally proposed, Mr. Masashi Ichikawa will assume the position of Outside Director (excluding Director who is an Audit and Supervisory Committee Member). However, if the number of Directors who are Audit and Supervisory Committee Members falls short of the minimum prescribed by laws and regulations, he will resign from his position as Director and assume the position of Director who is an Audit and Supervisory Committee Member.
3. Mr. Masashi Ichikawa is currently serving as an Outside Director of the Company, and his

tenure as Outside Director will have reached six (6) years at the conclusion of the Annual General Meeting of Shareholders.

4. If Mr. Masashi Ichikawa, who is a candidate for substitute Director who is an Audit and Supervisory Committee Member, assumes office, the Company plans to continue to designate him as an independent officer with no potential conflict of interest with general shareholders and to submit a notification to that effect, as required by the Tokyo Stock Exchange, Inc.
5. The Company has entered into a directors' and officers' liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. Such insurance contract covers damages that may arise where the insured assumes liability in connection with the performance of their duties as an officer, or where claims are brought against the insured in pursuit of such liability. If Mr. Masashi Ichikawa assumes the office of Director who is an Audit and Supervisory Committee Member, he will be included among the insured under such contract.
6. The Company has entered into an agreement with Mr. Masashi Ichikawa pursuant to Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages under such agreement shall be the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act. If Mr. Masashi Ichikawa, who is a candidate for substitute Director who is an Audit and Supervisory Committee Member, assumes office, the Company plans to continue such limited liability agreement with him.

Proposal 6: Determination of Compensation for the Grant of Restricted Stock to Outside Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

From the perspective of further strengthening corporate governance and enhancing medium- to long-term corporate value, the Company will introduce a restricted stock compensation plan for Outside Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter) (hereinafter referred to as the "Plan") with the aim of further promoting value sharing with shareholders.

The Plan is designed to align with medium- to long-term shareholder value by granting stock compensation subject to a restriction period, with the specific timing of payment, eligible recipients, and allocation to be determined by the Board of Directors.

With this in mind, the Plan is designed within a scope that does not impair the independence of Outside Directors and aims to promote the provision of appropriate supervision and advice that contributes to enhancing medium- to long-term corporate value through value sharing with shareholders. At the 25th Annual General Meeting of Shareholders held on June 26, 2024, shareholders approved an annual monetary remuneration cap of 500 million yen (including up to 80 million yen for Outside Directors) for Directors (excluding Directors who are Audit and Supervisory Committee Members).

Under this proposal, the Company seeks approval from shareholders to provide remuneration under the Plan separately from this monetary remuneration framework.

Under the Plan, the remuneration to be paid for granting restricted stock to Outside Directors shall be in the form of monetary claims (hereinafter referred to as the "Monetary Remuneration Claims"), and the total amount thereof shall be capped at 100 million yen per year, taking into account the above purpose, the scale of the Group's business, and remuneration levels.

The specific timing of payment, eligible recipients, and allocation under the Plan shall be determined by the Board of Directors, taking into consideration the duties of each Outside Director.

Currently, the Company has two Outside Directors (excluding Directors who are Audit and Supervisory Committee Members), and if Proposal 3, “Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members),” is approved as originally proposed, the number of Outside Directors will increase to three.

The Audit and Supervisory Committee has reviewed this proposal and expressed the opinion that its content is appropriate.

This proposal has been determined by the Board of Directors after deliberation by the Nomination and Compensation Committee, taking into account the scale of the Group’s business, the strengthening of corporate governance, the enhancement of corporate value, and the reasonableness of remuneration levels, and the Company considers the content of this proposal to be appropriate.

Outside Directors shall, based on a resolution of the Board of Directors, make in-kind contributions from all of the Monetary Remuneration Claims granted under the Plan. In return, Outside Directors shall be allotted the Company’s common shares to be issued or disposed of by the Company. The total number of such shares to be issued or disposed of shall not exceed 100,000 shares per year (however, if, after the approval of this proposal, any event requiring adjustment of such total number of shares arises, such as a stock split (including stock dividends) or share consolidation of the Company’s common shares, such total number shall be adjusted within a reasonable range).

The paid-in amount per share shall be the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each relevant resolution of the Board of Directors (or, if there is no trading on such day, the closing price on the immediately preceding trading day). In addition, the Company shall enter into a restricted stock allocation agreement (hereinafter referred to as the “Allocation Agreement”) with Outside Directors, and the Company’s common shares allocated pursuant to such agreement shall be referred to as the “Allocated Shares.”

[Outline of Restricted Stock]

(1) Restriction Period

Outside Directors shall not transfer, create a security interest in, or otherwise dispose of the Allocated Shares for a period of 30 years from the payment date relating to such Allocated Shares (hereinafter referred to as the “Restriction Period”) (hereinafter, such restriction shall be referred to as the “Transfer Restriction”).

(2) Treatment upon Resignation or Retirement

If an Outside Director resigns or retires from any position as a Director, employee, or any equivalent position of the Company before the expiration of the Restriction Period, the Company shall automatically acquire the Allocated Shares for no consideration, unless such resignation or retirement is due to expiration of the term of office, death, or other justifiable reasons.

(3) Lifting of Transfer Restriction

Notwithstanding the provisions of (1) above, the Company shall lift the Transfer Restriction on all of the Allocated Shares upon expiration of the Restriction Period, provided that the Outside Director has continuously held any position as a Director,

employee, or any equivalent position of the Company during the Restriction Period. However, if the Outside Director resigns or retires from any of the positions specified in (2) above before the expiration of the Restriction Period due to expiration of the term of office, death, or other justifiable reasons, the number of Allocated Shares for which the Transfer Restriction shall be lifted and the timing thereof shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting in accordance with the above provisions.

(4) Treatment in Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, if matters relating to an organizational restructuring, such as a merger in which the Company will be the dissolving company, a share exchange or share transfer in which the Company will become a wholly owned subsidiary, or any other reorganization, are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company where such approval at a General Meeting of Shareholders is not required), the Company may, by resolution of the Board of Directors, lift the Transfer Restriction on a reasonable number of Allocated Shares prior to the effective date of such reorganization, taking into account the period from the commencement date of the Restriction Period to the date of approval of such reorganization. In such case, the Company shall also automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting.

(5) Other Matters

Other matters relating to the Allocation Agreement shall be determined by the Board of Directors of the Company.

(Reference)

Subject to the approval of this proposal, the Company plans to grant restricted stock to Outside Directors of its subsidiaries.

Proposal 7: Determination of Compensation for the Grant of Restricted Stock to Directors Who Are Audit and Supervisory Committee Members

From the perspective of further strengthening corporate governance and enhancing medium- to long-term corporate value, the Company will introduce a restricted stock compensation plan for Directors who are Audit and Supervisory Committee Members (hereinafter referred to as the “Plan”) with the aim of further promoting value sharing with shareholders and enhancing the effectiveness of audit and supervisory functions exercised by such Directors

The Plan is designed to align with medium- to long-term shareholder value by granting stock compensation subject to a restriction period, with the specific timing of payment, eligible recipients, and allocation to be determined through deliberation among Directors who are Audit and Supervisory Committee Members.

With this in mind, the Plan is designed so as not to impair the independence of Outside Directors of Directors who are Audit and Supervisory Committee Members and aims to promote the exercise of appropriate audit and supervisory aims to promote appropriate audit and supervisory functions that contribute to enhancing medium- to long-term corporate value through value sharing with shareholders.

At the 25th Annual General Meeting of Shareholders held on June 26, 2024, shareholders approved an annual monetary remuneration cap of 150 million yen for Directors who are Audit and Supervisory Committee Members.

Under this proposal, the Company seeks approval from shareholders to provide remuneration under the Plan separately from this monetary remuneration framework.

Under the Plan, the remuneration to be paid for granting restricted stock to Directors who are Audit and Supervisory Committee Members shall be in the form of monetary claims (hereinafter referred to as the “Monetary Remuneration Claims”), and the total amount thereof shall be capped at 30 million yen per year, taking into account the above purpose, the scale of the Group’s business, and remuneration levels.

The specific timing of payment, eligible recipients, and allocation under the Plan shall be determined through deliberation among Directors who are Audit and Supervisory Committee Members, taking into consideration their respective responsibilities.

Currently, the Company has three Directors who are Audit and Supervisory Committee Members, and the number of such Directors will remain unchanged even if Proposal 4, “Election of Three (3) Directors Who Are Audit and Supervisory Committee Members,” is approved as originally proposed. The Audit and Supervisory Committee has reviewed this proposal and expressed the opinion that its content is appropriate.

This proposal has been determined by the Board of Directors after deliberation by the Nomination and Compensation Committee, taking into account the scale of the Group’s business, the strengthening of corporate governance, the enhancement of corporate value, and the reasonableness of remuneration levels, and the Company considers the content of this proposal to be appropriate. Directors who are Audit and Supervisory Committee Members shall, based on a resolution of the Board of Directors, make in-kind contributions of all of the Monetary Remuneration Claims granted under the Plan.

In connection with this, Directors who are Audit and Supervisory Committee Members shall be allotted the Company’s common shares to be issued or disposed of by the Company. The total number of such shares to be issued or disposed of shall not exceed 30,000 shares per year (however, if, after the approval of this proposal, any event requiring adjustment of such total number of shares arises, such as a stock split (including stock dividends) or share consolidation of the Company’s common shares, such total number shall be adjusted within a reasonable range).

The amount to be paid per share shall be the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each relevant resolution of the Board of Directors (or, if there is no trading on such day, the closing price on the immediately preceding trading day).

In addition, the Company shall enter into a restricted stock allocation agreement (hereinafter referred to as the “Allocation Agreement”) with Directors who are Audit and Supervisory Committee Members, and the Company’s common shares allocated pursuant to such agreement shall be referred to as the “Allocated Shares.”

[Outline of Restricted Stock]

(1) Restriction Period

Directors who are Audit and Supervisory Committee Members shall not transfer, create a security interest in, or otherwise dispose of the Allocated Shares for a period of 30 years from the payment date of such Allocated Shares (hereinafter referred to as the “Restriction Period”) (hereinafter, such restriction shall be referred to as the “Transfer Restriction”).

(2) Treatment upon Resignation or Retirement

If a Director who is an Audit and Supervisory Committee Member resigns or retires from any position as a Director, employee, or any equivalent position of the Company before the expiration of the Restriction Period, the Company shall automatically acquire the Allocated Shares for no consideration, unless such resignation or retirement is due to expiration of the term of office, death, or other justifiable reasons.

(3) Lifting of Transfer Restriction

Notwithstanding the provisions of (1) above, the Company shall lift the Transfer Restriction on all of the Allocated Shares upon expiration of the Restriction Period, provided that the Director who is an Audit and Supervisory Committee Member has continuously held any position as a Director, employee, or any equivalent position of the Company during the Restriction Period. However, if such Director resigns or retires from any of the positions specified in (2) above before the expiration of the Restriction Period due to expiration of the term of office, death, or other justifiable reasons, the number of Allocated Shares for which the Transfer Restriction shall be lifted and the timing thereof shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting in accordance with the above provisions.

(4) Treatment in Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, if matters relating to an organizational restructuring, such as a merger in which the Company will be the dissolving company, a share exchange or share transfer in which the Company will become a wholly owned subsidiary, or any other reorganization, are approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company where such approval at a General Meeting of Shareholders is not required), the Company may, by resolution of the Board of Directors, lift the Transfer Restriction on a reasonable number of Allocated Shares prior to the effective date of such reorganization, taking into account the period from the commencement date of the Restriction Period to the date of approval of such reorganization. In such case, the Company shall also automatically acquire, for no consideration, any Allocated Shares for which the Transfer Restriction has not been lifted as of the time immediately after such lifting.

(5) Other Matters

Other matters relating to the Allocation Agreement shall be determined by the Board of Directors of the Company.

Proposal 8: Abolition of the Executive Retirement Benefit Plan and Final Payment of Executive Retirement Benefits upon Abolition

The Company proposes to abolish the executive retirement benefit plan as part of its efforts to further enhance corporate governance and to review the executive compensation system, with the aim of improving the transparency, objectivity, and clarity of executive compensation, as well as further aligning the compensation structure with incentives for enhancing medium- to long-term corporate value.

In connection with the abolition of the plan, the Company proposes to provide lump-sum payments of executive retirement benefits, at the time of each Director's retirement, to Outside Directors who are not Audit and Supervisory Committee Members and to Directors who are Audit and Supervisory Committee Members, in each case provided that they remain in office after the abolition, in recognition of their service, within a reasonable range and in accordance with the Company's internal regulations, including the executive retirement benefit regulations. Such payments will correspond to the period of service from June 2022, when the plan was introduced, to the conclusion of this Annual General Meeting of Shareholders.

The specific amounts, timing, and method of payment shall be determined by the Board of Directors in the case of Outside Directors who are not Audit and Supervisory Committee Members, and through deliberation among Directors who are Audit and Supervisory Committee Members in the case of their own payments. The Audit and Supervisory Committee has reviewed this proposal and expressed the opinion that its content is appropriate.

This proposal is calculated based on the "Executive Retirement Benefit Regulations" approved by the Board of Directors of the Company, in accordance with the policy for determining executive compensation (an outline of which is provided in "Business Report, 3. Matters Concerning Company Officers, (3) Policy for Determining Details of Executive Compensation, etc."), and the Company considers the content of this proposal to be appropriate.

The brief biographies of the Outside Directors who are not Audit and Supervisory Committee Members and Directors who are Audit and Supervisory Committee Members who are to receive such lump-sum payments are as follows:

Outside Directors Who Are Not Audit and Supervisory Committee Members

Name	Career Summary
Mr. Masashi Ichikawa	June 2020 Outside Director of the Company (current position)
Mr. Daisuke Kawabata	June 2020 Outside Director of the Company (current position)

Directors Who Are Audit and Supervisory Committee Members

Name	Career Summary
Mr. Shinichi Omata	June 2022 Full-time Corporate Auditor of the Company June 2024 Director (Full-time Audit and Supervisory Committee Member) of the Company (current position)
Mr. Hiroshi Sugekawa	June 2020 Outside Corporate Auditor of the Company June 2024 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)
Mr. Kenta Asaeda	June 2022 Outside Corporate Auditor of the Company June 2024 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)

(Reference) Matters Concerning the Policy for Determining the Details of Individual Director Compensation, etc.

At the meeting of the Board of Directors held on May 22, 2026, the Company resolved the policy for determining the details of individual compensation, etc. for Directors, as set forth below. This policy is subject to the approval and adoption of Proposal 6, “Determination of Compensation for the Grant of Restricted Stock to Outside Directors (Excluding Directors Who Are Audit and Supervisory Committee Members),” Proposal 7, “Determination of Compensation for the Grant of Restricted Stock to Directors Who Are Audit and Supervisory Committee Members,” and Proposal 8, “Abolition of the Executive Retirement Benefit Plan and Final Payment of Executive Retirement Benefits upon Abolition,” each of which is submitted to the Annual General Meeting of Shareholders.

1. Basic Policy

The Company’s basic policy is to establish a compensation structure for Directors (excluding Directors who are Audit and Supervisory Committee Members) that is set at an appropriate level reflecting each Director’s responsibilities and role, while functioning as an incentive to enhance medium- to long-term corporate value and achieve sustainable growth. Specifically, for executive Directors, the compensation structure emphasizes clarification of management responsibility and linkage to performance, while for Outside Directors, it is designed to ensure independence and objectivity and to promote the exercise of supervisory and advisory functions from a medium- to long-term perspective.

2. Basic Remuneration (Monetary Compensation)

Basic remuneration shall consist of fixed monthly compensation. It shall be determined by the Board of Directors after consultation with and recommendation from the Nomination and Compensation Committee, taking into comprehensive consideration factors such as the business environment and performance of the Group, the scope and scale of each Director’s responsibilities, the degree of responsibility for Group management, past achievements and performance, and expected future roles.

3. Bonuses (Monetary Compensation)

Bonuses for executive Directors shall be determined based on the degree of achievement of the Group’s performance indicators and target levels, after

consultation with and recommendation from the Nomination and Compensation Committee, for the purpose of raising awareness of improving performance each fiscal year. No bonuses shall be paid to Outside Directors, from the perspective of ensuring their independence and objectivity.

4. Retirement Benefits (Monetary Compensation)

The Company shall abolish the executive retirement benefit plan for Directors. However, an amount equivalent to the retirement benefits corresponding to the period of service prior to the abolition of the plan shall be paid to each Director at the time of their final retirement.

5. Restricted Stock (Non-Monetary Compensation)

The Company shall introduce a restricted stock compensation plan as a form of non-monetary compensation, with the aim of strengthening alignment with the medium- to long-term performance of Directors and the enhancement of corporate value.

(1) Executive Directors

Restricted stock granted to executive Directors shall be delivered through the contribution in kind of all Monetary Remuneration Claims provided by the Company. The restriction period shall, in principle, be 30 years from the date of the grant, and in the event that a Director resigns from their position due to a justifiable reason, the timing of the lifting of the restriction may be reasonably adjusted.

(2) Outside Directors

Restricted stock granted to Outside Directors shall be provided with the aim of sharing awareness of enhancing medium- to long-term corporate value, while ensuring independence. The restriction period shall be until the expiration of the term of office of the relevant Outside Director (i.e., until they leave office).

6. Composition of Individual Director Compensation

For executive Directors, the proportion of basic remuneration, bonuses, and restricted stock shall be determined at a level that appropriately functions as an incentive for improving performance and enhancing medium- to long-term corporate value, taking into account factors such as the performance of the Group, economic conditions, and the level of peer companies. For Outside Directors, compensation shall consist of basic remuneration and restricted stock, with emphasis placed on the exercise of supervisory and advisory functions from a medium- to long-term perspective, rather than linkage to short-term performance.

7. Procedures for Determining Compensation

The details of individual compensation, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by the Board of Directors after consultation with and recommendation from the Nomination and Compensation Committee.

End