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(Securities Code: 2676)

June 4, 2024

(Start date of electronic provision measures May 28, 2024)

Dear Shareholders

1-6-1 Yotsuya, Shinjuku-ku, Tokyo

Takachiho Koheki Co., Ltd.

Takanobu Ide, President

Notice of Convocation of the 73rd Ordinary General Meeting of Shareholders

We would like to inform you that the 73rd Ordinary General Meeting of Shareholders will be held as follows. In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically, and has posted the information on each of the following websites on the Internet.

【Company's website】 <https://www.takachiho-kk.co.jp/ir/stock/soukai/>

【Website for publication of materials】 <https://d.sokai.jp/2676/teiji/>

Since voting rights can be exercised in writing or by electromagnetic means (internet, etc.) in lieu of attendance on the day of this general meeting of shareholders, please review the attached reference documents and exercise your voting rights to arrive or complete input no later than 5:30 p.m. on Tuesday, June 25, 2024.

1.Date and Time: Wednesday, June 26, 2024, at 10:00 a.m. (Doors open at 9:30 a.m.)

2.Location: CO・MO・RE YOTSUYA TOWER CONFERENCE ROOM D・E, 3rd Floor, YOTSUYA TOWER, 1-6-1 Yotsuya, Shinjuku-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 73rd fiscal year (from April 1, 2023, to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

2. The Non-consolidated Financial Statements for the 73rd fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

Proposal No.1: Appropriation of Surplus

Proposal No.2: Election of Six Directors

Proposal No.3: Continuation of measures related to the large-scale purchase of the Company's shares (takeover response policies)

Proposal No.4: Issuance of Shares for Subscription through Third-Party Allotment

Reference Documents of the General Meeting of Shareholders

Proposals and References

Proposal No.1: Appropriation of surplus

The Company considers the return of profits to its shareholders as an important management issue, and as stated in the Medium-Term Management Plan (FY ending March 2023 to FY ending March 2025), from the fiscal year ended March 2023, we have decided to maintain a consolidated dividend payout ratio of 100% until the average ROE for three fiscal years reaches 8% in an effort to proactively return profits to shareholders without increasing equity capital.

The minimum dividend amount is maintained at 24 yen per year.

Based on the amount of profit attributable to owners of parent for the current fiscal year, the annual dividend will be 158 yen per share, and since we have already paid an interim dividend of 53 yen per share, the Company would like to pay a year-end dividend of 105 yen per share.

The Company looks forward to continued support from its shareholders.

1. Matters related to year-end dividends

(1) Matters related to the allocation of dividend assets to shareholders

105 yen per share of the Company's common stock

Total dividend 960,494,640 yen

(2) The date on which dividends of surplus take effect

June 27, 2024

2. Other matters related to the appropriation of surplus

There is no applicable matter.

Proposal No. 2: Election of Six Directors

Since the terms of office of all six directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, we propose the election of six directors, including two outside directors.

Candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Biography, position, responsibilities and important concurrent positions	Number of shares held
1	Takanobu Ide (March 8, 1969)	<p>April 1994 Joined the Company</p> <p>April 2013 General Manager of Business Solution Department, System Division</p> <p>April 2015 Executive Officer, General Manager of Business Solution Department, System Division</p> <p>April 2018 Managing Executive Officer in charge of Sales Management</p> <p>June 2018 President and Representative Director (to present)</p>	37,950 shares
<p>< Reasons for nominating the candidate for Director > In June 2018, he was appointed as a president and representative director of the Company. He has been leading the overall management of the Group by making use of his extensive work experience in the Company and knowledge in overall management.</p>			
2	Yoshiaki Hirata (April 23, 1968)	<p>April 1991 Joined the Company</p> <p>April 2008 General Manager of Industrial Systems Department</p> <p>April 2010 Executive Officer, General Manager of Industrial Systems Department</p> <p>April 2014 Executive Officer, General Manager of Device Division</p> <p>June 2014 Director and Executive Officer, General Manager of Device Division</p> <p>June 2020 Director, Executive Officer and General Manager of Device Division in charge of device-related group companies and Nagoya Branch</p> <p>June 2022 Director, Executive Officer and General Manager of Device Division in charge of device-related group companies</p> <p>April 2024 Director and Executive Officer, General Manager of Device Division in charge of device-related group companies, and Nagoya Branch Manager (to present)</p>	19,500 shares
<p>< Reasons for nominating the candidate for Director > In June 2014, he was appointed as a director of the Company. He has been overseeing the Group's device business by making use of his extensive work experience in the Company and knowledge in overall management.</p>			
3	Masazumi Uematsu (June 30, 1960)	<p>April 1983 Joined Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>September 2000 Associate Director-General of International Regional Management Division, Mizuho Holdings, Inc.</p> <p>January 2003 Deputy General Manager of Osaka Sales No.2 Department, Mizuho Corporate Bank, Ltd.</p> <p>May 2005 Associate Director-General and Deputy General Manager of Accounting Division, Mizuho Financial Group, Inc.</p> <p>April 2009 General Manager of Accounting Division, Mizuho Trust</p>	14,500 shares

		<p>& Banking Co., Ltd. May 2012 Joined the Company April 2013 General Manager of Corporate Management Division April 2014 Executive Officer, General Manager of Corporate Management Division June 2014 Director and Executive Officer, General Manager of Corporate Management Division June 2020 Director and Executive Officer in charge of Administration, Finance, Procurement, and Southeast Asia Group Company (to present)</p>	
<p>< Reasons for nominating the candidate for Director > In June 2014, he was appointed as a director of the Company. He has been responsible for the business administration of the Company and its Southeast Asian Group companies by making use of his extensive work experience in the finance and accounting fields and governance in Japan and overseas and knowledge in overall management.</p>			
4	<p>Ichido Tatsumi (April 11, 1970)</p>	<p>April 1991 Joined the Company April 2013 President and Representative Director of S-Cube Co., Ltd. (currently Mighty Cube Co., Ltd.) April 2014 Executive Officer of the Company and President and Representative Director of S-Cube Co., Ltd. (currently Mighty Cube Co., Ltd.) April 2018 Executive Officer, General Manager of System Division June 2018 Director and Executive Officer, General Manager of System Division (to present)</p>	<p>20,900 shares</p>
<p>< Reasons for nominating the candidate for Director > In June 2018, he was appointed as a director of the Company. He has been overseeing the Group's system business by making use of his extensive work experience in the Company and knowledge in overall management.</p>			
5	<p>Michitoshi Tsuruoka (November 10, 1953)</p>	<p>April 1978 Joined Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.) April 2002 Kawasaki Chuo Branch Manager, Mizuho Bank, Ltd. July 2003 General Manager of Branch Business No. 4 Department, Mizuho Bank, Ltd. May 2004 General Manager in charge of Branch Business Unit No.5, Business Department, Mizuho Bank, Ltd. March 2006 Executive Officer, General Manager in charge of Branch Business Unit No.1, Business Department, Mizuho Bank, Ltd. April 2007 Executive Officer, General Manager in charge of Branch Business Unit No.1, Branch Business Department, Mizuho Bank, Ltd. April 2008 Managing Executive Officer, Mizuho Bank, Ltd. April 2009 Director and Executive Vice President, Mizuho Private Wealth Management Co., Ltd. June 2014 Full-time Audit & Supervisory Board Member, Daiichi</p>	<p>13,200 shares</p>

		<p>Kosho Co., Ltd.</p> <p>June 2018 Outside Auditor, Nippon Metal Corporation</p> <p>June 2018 Outside Director of the Company (to present)</p>	
<p>< Reasons for nominating the candidate for Outside Director > In June 2018, he was appointed as an outside director of the Company. He is expected to continue to provide advice on the management of the Company and supervise the execution of business from an objective and professional perspective based on a high level of insight cultivated through extensive experience in corporate management and corporate auditing.</p>			
6	<p>Kazuhiko Kushima (February 22, 1957)</p>	<p>May 1980 Joined Yokosuka Electric Communications Research Institute, Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation)</p> <p>July 2003 Chief Researcher of Multimedia Research Institute, NTT DOCOMO, Inc.</p> <p>July 2005 General Manager of Network Development Department, NTT DOCOMO, Inc.</p> <p>July 2008 General Manager of Solution Business Department, NTT DOCOMO, Inc.</p> <p>July 2009 Head of Service Integration Research Institute, NTT Information Distribution Research Institute</p> <p>July 2011 Head of NTT Cyber Communication Research Institute</p> <p>July 2012 Head of NTT Service Innovation Research Institute</p> <p>July 2014 Director and General Manager of Media Business Department, NTT Software Corporation</p> <p>June 2015 Managing Director, NTT Software Corporation</p> <p>June 2016 Representative and Managing Director, NTT Software Corporation</p> <p>April 2017 President and Representative Director, NTT TechnoCross Corporation</p> <p>June 2021 Senior Advisor, NTT TechnoCross Corporation</p> <p>June 2022 Outside Director of the Company (to present)</p> <p>October 2022 Outside Auditor, Artiza Networks, Inc. (to present)</p>	<p>200 shares</p>
<p>< Reasons for nominating the candidate for Outside Director > In June 2022, he was appointed as an outside director of the Company. He is expected to continue to provide advice on the management of the Company and supervise the execution of business from an objective and professional perspective based on a high level of insight cultivated through R&D in the field of information and communications, and extensive experience in corporate management.</p>			

Note 1. There are no special interests between each candidate and the Company.

2. Mr. Michitoshi Tsuruoka and Mr. Kazuhiko Kushima are candidates for Outside Directors and have been notified to the Tokyo Stock Exchange as independent directors.

3. There is no important relationship between the Company and other corporations, etc. where Mr. Kazuhiko Kushima concurrently serve.

4. Mr. Michitoshi Tsuruoka's term of office as an outside director of the Company will be six years at the

conclusion of the General Meeting of Shareholders.

5. Mr. Kazuhiko Kushima's term of office as an outside director of the Company will be two years at the conclusion of the General Meeting of Shareholders.

6. The Company has concluded a limited liability agreement with Mr. Michitoshi Tsuruoka and Mr. Kazuhiko Kushima to limit the liability under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability based on the contract is the amount stipulated by laws and regulations. If the reappointment of each candidate is approved, the contract will be continued.

7. The Company have concluded a compensation agreement with each candidate to cover the expenses and the loss specified in Item 1 and 2 of Paragraph 1 of Article 430-2 of the Companies Act within the scope stipulated by the law. If the reappointment of each candidate is approved, the contract will be continued.

8. The Company have concluded a liability insurance contract applicable to current Directors and Audit & Supervisory Board Members with an insurance company pursuant to Paragraph 1 of Article 430-3 of the Companies Act. The insurance contract is intended to cover legal damages and dispute costs incurred by the insured person due to the execution of duties. If the reappointment of each candidate is approved, they will be continue to be included in the insured person of the insurance contract.

Reference: Skills Matrix of Candidates for Director

Candidate No.	Name	Expertise and experience								
		Corporate Management	Finance and Accounting	Global	Legal & Compliance	IT/Technology	Risk management	Sales/Marketing	ESG/Sustainability/SDGs	Human Resources/Labor/Human Resource Development
1	Takanobu Ide	○		○		○		○		○
2	Yoshiaki Hirata	○		○			○	○	○	
3	Masazumi Uematsu	○	○	○	○		○			
4	Ichido Tatsumi	○		○		○		○	○	
5	Michitoshi Tsuruoka	○	○		○		○			○
6	Kazuhiko Kushima	○	○			○	○	○		

* Up to 5 of the skills of each person are marked.

Proposal No. 3: Continuation of measures related to Large-scale Purchase of the Company's shares (takeover response policies)

Since the introduction of the plan to counter purchases of the Company shares, etc. for the purpose of, or as a result of 20% or more of the voting rights ratio (End of Sentence Note 2) of the Specified Shareholder Group (End of Sentence Note 1, excluding those who have been agreed by the Board of Directors in advance, hereinafter, such a large-scale purchase act is referred to as the "Large-scale Purchase Act", and a person who conducts such a purchase act is referred to as the "Large-scale Purchaser") at the Board of Directors meeting held on November 6, 2007(hereinafter referred to as the "Plan"), we have been operating the Plan under approval at the 57th, 59th, 61st, 63rd, 65th, 67th, 69th and 71st Ordinary General Meeting of Shareholders, but the term of validity of the Plan is until the end of the 73rd Ordinary General Meeting of Shareholders held on June 26, 2024.

In light of changes in the situation, the Company has been further considering the Plan as an initiative to secure and improve corporate value and, consequently, the common interests of shareholders. As a result, we have determined that this Plan remains necessary to secure our corporate value and, consequently, the common interests of our shareholders, so, at the Board of Directors meeting held on May 17, 2024, we decided to continue this Plan until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2026. Therefore, we ask for shareholders' approval for the continuation of this Plan.

In addition, in continuing this Plan, in order to enable prompt and flexible responses, we have amended the requirements for the Independent Committee to pass a resolution from "unanimous" to "majority" in < Appendix 1> Overview of the Rules of the Independent Committee.

1. Efforts to improve corporate value and, consequently, the common interests of shareholders at the Company

(1) Corporate Philosophy and Basic Management Stance

As an independent technology trading company, since its founding, the Group has placed "Creation" as the starting point of its business activities, constantly exploring and developing advanced technologies and products overseas, and introducing them to the Japanese market. In addition, throughout the 72 years since our founding, we have strived to realize our corporate philosophy of "enhancing customer satisfaction through technology, refining skills and humanity to build world-class trust, and working together to open up a prosperous future and contribute to society."

Based on this corporate philosophy, we have built a corporate culture with many leading companies in various domestic industries as customers, relationships of trust with leading overseas cutting-edge manufacturers, human resources, technical support, information, and advanced technology exploration networks dealing with overseas advanced technologies and products, as well as a cheerful proactive spirit, enhancing corporate value through sustainable growth.

(2) Reasons why we continue to be an independent trading company

We have used the merits of being an independent technology trading company that does not belong to

any other business or capital series as a corporate vitality and a driving force for growth. It can be said that as a trading company, it is a natural role for our company to connect leading overseas manufacturers with influential domestic customers, and because of our independence, we have been able to search for and quickly and openly procure cutting-edge products and services in accordance with our own corporate philosophy and by catching up with the market needs and have conducted dynamic business activities. As an independent technology trading company, these activities are widely trusted and supported by the market, suppliers, and customers, forming the business resources (business partners, people, things, information, technology, etc.) that we are proud of today, acting as the power of growth for the future.

(3) Development of the Company's business and suppliers

We are good at business development. We have been among the first to introduce and provide cutting-edge products and technologies to the Japanese market, and as a pioneer, we have always built our own sales system, customer support system, and technology maintenance system. Starting with accounting machines and electronic computers at the time of our founding, we have built distinctive management methods in many fields such as Electronic Article Surveillance Systems, network systems, mailing systems, and device businesses that make up our business today.

As an independent company, we are able to quickly and openly develop advanced technology products by making full use of our excellent human resources and business know-how, as well as the corporate culture that supports our activities. Therefore, we believe that we can continue to provide overseas advanced products to the market for a long time and contribute to customer business competition by using skilled human resources, information and technical know-how in each business field that we have accumulated through the severe business environment to the present. In addition, we play a role in connecting the Japanese market with leading suppliers overseas, and our unique technical support system, which we as a technology trading company, has built over time, is an important evaluation element for which customers can trust and introduce cutting-edge products and technologies. Therefore, in anticipation of the utilization of our own business structure and the continuation of partner relationships mentioned above, leading suppliers have continued strong business relationships for many years without inheriting contracts with other companies or handling competitive supplier products and have built the current partner relationship. The co-prosperity relationships that connect our company, our customers and suppliers backed by such evaluation and trusting relationship are factors that have led us to maintain and expand our superior business activities in the industry, and we are also required to make a sustainable contribution to the future. We believe that building more developmental relationships will greatly contribute to the enhancement of our corporate value.

(4) Efforts to improve medium-term corporate value and, consequently, the common interests of shareholders

The Group believes that maintaining and strengthening the above-mentioned business structure is an independent trading company's dominant management method, which is essential for maintaining and expanding earnings and growth, and consequently as a source of corporate value and the common interests of shareholders.

Based on the concept of "safety, security, and comfort," the Group will strive to build a strong earnings

base and expand its business scale by providing highly specialized solutions utilizing its abundant achievements and experience as a technology trading company, promote its global business centered on Asia, improve its corporate value and, consequently, the common interests of shareholders by accelerating management that emphasizes capital profitability and shareholder value with the medium-term management plan announced on February 8, 2022.

In addition, the Group will promote management that is trusted by all stakeholders and strive to improve corporate value with a strong awareness of CSR (Corporate Social Responsibility) that should be fulfilled as a corporate citizen, under an enhanced corporate governance system such as the establishment of the Nomination and Compensation Committee consisting of a majority of Outside Directors, etc. and through the continuous implementation of responsible, honest and transparent management activities.

2. Basic concept of this plan

The Company does not deny the revitalization of corporate activities and the economy through the movement of management control. As a listed company, we believe that in principle, it should be up to the judgment of our shareholders whether or not to accept the Large-scale Purchase Act when it is initiated.

However, in the event that a Large-scale Purchase Act or related proposal is made to the Company, we recognize that it is necessary for the Company's shareholders to carefully judge the impact of the Large-scale Purchaser's Large-scale Purchase Act or related proposal on the corporate value, and, consequently, the common interests of shareholders based on the business content, business plan, and past investment behavior of the Large-scale Purchaser. To that end, we believe that both the Large-Scale Purchaser and the Board of Directors of the Company need to provide the Company's shareholders with necessary and sufficient information, opinions, proposals, etc., and to ensure sufficient time to consider them, and, in addition, to ensure the merit of shareholders and other stakeholders, a certain reasonable and objective system is necessary to ensure opportunities and time for the Board of Directors of the Company to fully consider alternatives and to respond, such as negotiating with a Large-scale Purchaser as necessary. Based on this basic approach, the Board of Directors of the Company has established the following rules for a Large-scale Purchase of the Company's shares (hereinafter referred to as the "Large-Scale Purchase Rules") and require the Large-scale Purchaser to comply with the Large-scale Purchase Rules. In addition, the Board of Directors of the Company will take certain measures when (i) the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, or (ii) the Large-scale Purchaser complies with the Large-scale Purchase Rules, but the Large-scale Purchase Act will obviously cause irreparable damage to the Company, or the corporate value and, consequently, the common interests of shareholders will be impaired.

The Company has established an Independent Committee consisting of outside directors, outside audit & supervisory board members, outside experts, etc. independent of the Board of Directors, in order to ensure the transparency, objectivity, fairness, and reasonability of the Board of Directors' decision with respect to the impact of the Large-scale Purchase Act on the corporate value and, consequently, the common interests of shareholders and the exercise of countermeasures based on the Plan.

Please refer to Appendix 1 for "Outline of the Rules of the Independent Committee". The names and

biographies of candidates for the Independent Committee members at the time of continuation of this Plan are shown in Appendix 2.

3. Set up the Large-scale Purchase Rules

The Board of Directors of the Company believes that the conduct of a Large-scale Purchase Act in accordance with the following Large-scale Purchase Rules is in line with the corporate value and, consequently, common interests of shareholders. The Large-scale Purchase Rule is that (1) the Large-scale Purchaser provides necessary and sufficient information to the Board of Directors in advance, and (2) starts a Large-scale Purchase Act after a certain evaluation period by the Board of Directors of the Company has elapsed.

The flow of Large-scale Purchase Rules is as follows.

(1) Request for information provision to the Large-scale Purchaser

The Large-Scale Purchaser shall provide the Board of Directors with information necessary and sufficient for the judgment of the Company's shareholders and the formation of opinions of the Board of Directors (hereinafter referred to as the "Large-scale Purchase Information").

Some of the items are:

(i) Outline of the Large-scale Purchaser and its groups (including joint holders, special parties, and (in the case of funds) members and other members) (including specific names, capital compositions, financial details, details of the Purchases and past transactions similar to the Purchases by the Large-scale Purchaser, etc., and the impact on the corporate value of the target company as a result, etc.)

(ii) The purpose and content of the Large-scale Purchase Act (including the value and type of consideration for the Purchases, the timing of the Purchases, the structure of the related transaction, the legality of the method of the Purchases, and the possibility of implementation of the Purchases)

(iii) Basis for calculating the consideration for the Purchases (including facts, assumptions, calculation methods, numerical information used for calculation, and the content of synergies expected to occur through a series of transactions related to the Purchases (including the content of synergies distributed to minority shareholders) and the basis for such calculations) and the funding of the consideration for the Purchases (providers (including substantial providers) of the consideration for the Purchases.)

(iv) The Group's management policy and business plan intended after completion of the Large-scale Purchase Act

(v) Policy on the Group's customers, suppliers, local communities, employees, and other stakeholders related to the Group intended after completion of the Large-scale Purchase Act

(vi) If the Large-scale Purchaser operates a business similar to the Group's business, the concept of legality of the Large-scale Purchase Act in light of the Antimonopoly Act and the Overseas Competition Act

(vii) Other information deemed reasonably necessary by the Independent Committee

Since the specific contents of the Large-scale Purchase Information may vary depending on the content of the Large-scale Purchase Act, when the Large-scale Purchaser intends to conduct the Large-scale Purchase Act, the Large-scale Purchaser shall first submit a "statement of intention" to comply with the Large-scale Purchase Rules (the Japanese version in the Company's prescribed format shall be the original) to the Board

of Directors of the Company. The statement of intention shall clearly state the name, address, the governing law for establishment of the Large-Scale Purchaser, the name of the representative, the domestic contact information, and the outline of the proposed Large-scale Purchase Act, as well as a pledge to comply with the Large-Scale Purchase Rules. Within 10 business days of receipt of this statement of intention, the Board of Directors of the Company will issue the Large-scale Purchaser a list of the Large-scale Purchase Information that should be first provided by the Large-Scale Purchaser. However, if it is considered that the information initially provided is insufficient as the Large-scale Purchase Information, additional information may be provided until necessary and sufficient Large-scale Purchase Information is available.

In addition, if the fact that a proposal for the Large-scale Purchase Act was made and the Large-scale Purchase Information provided to the Board of Directors of the Company is deemed necessary for the judgment of our shareholders, we will disclose all or part of it at the time we deem appropriate.

(2) Evaluation and examination by the Board of Directors

The Board of Directors of the Company believes that, depending on the difficulty of evaluating the Large-scale Purchase Act, etc. and after the provision of the Large-scale Purchase Information has been completed,

(i) 60 days in the case of a tender offering with only cash (yen) in consideration, or

(ii) 90 days in the case of the Large-scale Purchase Act other than the above

should be given as a period for evaluation, examination, negotiation, opinion formation, and alternative drafting by the Board of Directors of the Company (hereinafter referred to as the " Evaluation Period of the Board of Directors", and both are not included on the first day). Provided, however, that the Board of Directors of the Company may extend the Evaluation Period of the Board of Directors by up to 30 days if necessary. In that case, the Company will notify the Large-Scale Purchaser of the Extension Period and the specific reasons for which the Extension Period is necessary and disclose it to shareholders.

Accordingly, the Large-scale Purchase Act shall commence only after the Evaluation Period of the Board of Directors. During the Evaluation Period of the Board of Directors, the Board of Directors will consult with the Independent Committee and, with the help of external experts, etc., fully evaluate and examine the Large-scale Purchase Information provided, respect the recommendations of the Independent Committee to the maximum extent, and compile and disclose the opinions of the Board of Directors. In addition, if necessary, the Company may negotiate with the Large-Scale Purchaser to improve the conditions related to the Large-scale Purchase Act, and the Board of Directors of the Company may offer alternatives to shareholders.

4. Policy on response in the case of the Large-scale Purchase Act

If the Board of Directors evaluates and examines the content of the Large-scale Purchase Act and, as a result of consultation and negotiation with the Large-scale Purchaser, determines that the Large-scale Purchaser falls under any of the following requirements and it is appropriate to take certain measures, the Company may, regardless of the initiation or termination of the Evaluation Period of the Board of Directors, take countermeasures that the Companies Act and other laws and regulations, as well as the Company's Articles of Incorporation, recognize as the authority of the Board of Directors, such as the free allocation of stock acquisition rights, etc. described later.

(1) When the Large-scale Purchaser does not comply with the Large-scale Purchase Rules

If the Large-scale Purchaser does not comply with the Large-Scale Purchase Rules, regardless of the specific purchase method, the Board of Directors of the Company may take measures to counter the Large-scale Purchase Act that the Companies Act and other laws and regulations, as well as the Company's Articles of Incorporation, recognize as the authority of the Board of Directors, such as the free allocation of stock acquisition rights for the purpose of protecting the interests of the common interests of shareholders. The Board of Directors shall respect the recommendations of the Independent Committee to the maximum extent possible, referring to the opinions of external experts, etc., and select what the Board of Directors deems appropriate at that time.

In principle, the outline of "free allocation of stock acquisition rights" as a concrete countermeasure shall be as described in Appendix 3. In addition, when making a free allocation of stock acquisition rights, the exercise period and conditions taking into account the effect as countermeasures may be established.

In addition, we believe that the setting of the Large-scale Purchase Rules and countermeasures in the case where the Rules are not complied with are suitable and appropriate measures to protect the corporate value and, consequently, the common interests of shareholders.

On the other hand, such countermeasures may result in some disadvantages, including economic damage, to the Large-scale Purchaser who does not comply with the Large-Scale Purchase Rules. We will warn you in advance not to start the Large-scale Purchase Act by ignoring the Large-scale Purchase Rules.

(2) When the Large-scale Purchaser complies with the Large-scale Purchase Rules

The Large-Scale Purchase Rules are intended to provide shareholders with the information necessary to determine whether to accept such Purchase Act and evaluation opinions of the Board of Directors who are currently responsible for management, and ensure an opportunity to receive alternatives with regard to the Purchase Act of the Company's shares on a scale that can have influence over the management of the Company from the viewpoint of protecting the corporate value and, consequently, the common interests of shareholders. If the Large-Scale Purchase Rules are complied with, even if the Board of Directors opposes the Large-scale Purchase Act, the Company shall not take countermeasures in principle, but shall only express objections, present alternatives, persuade shareholders, etc.

However, in exceptional cases, even if the Large-scale Purchaser complies with the Large-scale Purchase Rules, measures may be taken to deter the Large-scale Purchase Act as described in 4(1), when (i) the Large-scale Purchase Act will obviously cause irreparable damage to the Company, or (ii) the Board of Directors decides, referring to the opinions of external experts, etc. and respecting the recommendations of the Independent Committee to the maximum extent, that the corporate value and, consequently, the common interests of shareholders will be impaired.

If we decide to take such countermeasures, we will disclose such measures in a timely and appropriate manner. Specifically, if it is recognized that it falls under the following categories, we believe, in principle, that the Large-scale Purchase Act will obviously cause irreparable damage to the Company, or the corporate value and the common interests of shareholders will be impaired.

(i) When performing an acquisition act that causes obvious infringement on the corporate value and, consequently, the common interests of shareholders through the acts listed from the following (a) to (d):

- (a) The act of buying up shares and demanding the Company purchase the shares at a high price
- (b) The act of performing management that realizes the Purchaser's profits at the expense of the Company, such as temporarily controlling the Company and acquiring important businesses and assets of the Company at low prices, etc.
- (c) The act of diverting the Company's assets as collateral and payment funds of the debts of the Purchaser or its group companies, etc., and
- (d) The act of temporarily controlling company management to dispose of high-value assets, etc. that are not related to the Company's business for the time being, and causing a temporary high dividend with the disposal profit, or selling at a high price with the aim of a sudden rise in stock prices due to temporary high dividends
 - (ii) When performing an acquisition act that may effectively compel shareholders to sell shares, such as oppressive two-stage acquisition (Meaning an acquisition act such as a tender offer with the second purchase condition set disadvantageously from the first purchase condition, or without clarifying the purchase conditions of the second stage.)
 - (iii) When the acquisition of control by the Large-scale Purchaser damages the interests of customers, suppliers, employees, local communities, and other stakeholders, thereby damaging the corporate value and, consequently, the common interests of shareholders in the long run, and
 - (iv) When the conditions of the purchase (including the value and type of consideration, timing of the purchase, legality of the purchase method, feasibility of the purchase, treatment policy of our customers, suppliers, employees and other interested parties after the purchase, etc.) are insufficient or inappropriate in light of the Company's intrinsic value

(3) Establishment of Independent Committees

In order to ensure transparency, objectivity, fairness, and reasonability when deciding whether to take countermeasures against the Large-scale Purchaser under this Plan, the Company has established an Independent Committee as an organization independent of the Board of Directors. The Independent Committee shall consist of at least three members appointed from outside directors, outside audit & supervisory board members, corporate managers with extensive management experience, lawyers, certified public accountants, academics, and other experts. The names and biographies of candidates of the Independent Committee at the time of continuation of this Plan are as shown in Appendix 2.

When the Board of Directors decides whether or not to take countermeasures, it shall consult with the Independent Committee and receive recommendations from the Independent Committee.

The Independent Committee shall be an organization independent of the Board of Directors of the Company, and while receiving advice from third parties independent of the Company's management (financial advisors, certified public accountants, lawyers, consultants, etc.) and requesting explanations on necessary information from the Company's management and employees, the Independent Committee deliberates and resolves matters consulted by the Board of Directors of the Company, and based on the content of the resolution, makes recommendations to the Board of Directors. The Board of Directors shall respect the recommendations of the Independent Committee to the maximum extent in determining whether or not to take countermeasures.

(4) Resolution of the Board of Directors

The Board of Directors of the Company shall respect the recommendations of the Independent Committee to the maximum extent and make a resolution on the exercise of countermeasures, but if the Board of Directors determines that shareholders should make a decision as to whether or not the Board of Directors of the Company exercise countermeasures based on this Plan, such as if the Independent Committee recommends the confirmation of the intentions of shareholders, and if the Board of Directors determines that there is a question in view of the duty of due care of the Directors of the Company to comply with the recommendations of the Independent Committee, the Board of Directors will resolve to convene the General Meeting of Shareholders promptly to the extent practically possible in order to confirm the intentions of shareholders by resolution at the General Meeting of Shareholders (Ordinary Resolution).

In this case, the Board of Directors of the Company shall make a resolution on the exercise of countermeasures in accordance with the results of the resolution at the General Meeting of Shareholders. In the event that the Board of Directors of the Company decides to convene a General Meeting of Shareholders to confirm the intention of shareholders regarding the exercise of countermeasures, the Company will promptly disclose such facts and the reasons therefor.

(5) Suspension of The Exercise of Countermeasures, etc.

After the Board of Directors of the Company decides to take countermeasures in (1) or (2) above, if the Board of Directors determines that the exercise of countermeasures is not appropriate, such as when the Large-scale Purchaser withdraws or changes the Large-scale Purchase Act, the Board of Directors may suspend or change the action after sufficiently respecting the advice, opinions or recommendations of the Independent Committee.

For example, in the case of making a free allocation of stock acquisition rights as a countermeasure, even after the Board of Directors of the Company has resolved or conducted a free allocation of stock acquisition rights, if the Board of Directors determines that it is not appropriate to exercise the countermeasures after receiving the recommendation of the Independent Committee, such as when the Large-Scale Purchaser withdraws or changes the Large-scale Purchase Act, the Company may cancel the free allocation of stock acquisition rights until the effective date of the stock acquisition rights or suspend the exercise of countermeasures by the method of free acquisition until the start date of the exercise period.

In the case of suspending the implementation of such countermeasures, we will promptly disclose information along with the matters deemed necessary by the Independent Committee.

5. Impact, etc. on the Company's shareholders, etc.

(1) Impact on shareholders, etc. when continuing the Plan

At the time of continuation of this Plan, there will be no direct concrete impact on the rights and interests of shareholders, etc. For example, the free allotment of stock acquisition rights itself, which is assumed as a countermeasure, will not be made.

(2) Impact on shareholders, etc. by exercising countermeasures under this Plan

We do not assume that the Company's shareholders, etc. (excluding the Large-scale Purchaser) will suffer

any economic damage or loss of rights by exercising countermeasures under this Plan, but if the Board of Directors decides to take concrete countermeasures, we will disclose the information in a timely and appropriate manner in accordance with laws and regulations and stock exchange rules.

For example, if the Board of Directors of the Company decides to allocate stock acquisition rights free of charge as a countermeasure, we will disclose this in a timely and appropriate manner. In this case, the persons eligible for the free allotment of stock acquisition rights and the procedures necessary for the exercise of stock acquisition rights are as follows.

Even after the base date or the effective date of the free allotment of stock acquisition rights, depending on the circumstances, for example, when the Large-scale Purchaser withdraws the Large-scale Purchase Act, the Company may discontinue the free allotment of stock acquisition rights by the day before the start date of the exercise period of the rights or acquire the stock acquisition rights free of charge without granting the Company's shares to the holders of stock acquisition rights.

In these cases, the value per share will not be diluted, so investors who sell on the assumption that dilution of the value of the stock per share will occur may suffer considerable damage due to fluctuations in stock prices.

(i) Target of free allotment of stock acquisition rights

If the Board of Directors resolves to exercise a countermeasure and make a free allotment of stock acquisition rights, the Company shall publicly announce the allocation date pertaining to the free allocation of the stock acquisition rights. The stock acquisition rights are allocated free of charge to the shareholders recorded in the Company's final shareholder registry on the allotment date, and the stock acquisition rights will naturally be held on the effective date of the free allotment of the stock acquisition rights.

(ii) Procedures for exercising stock acquisition rights

In order for the holder of the stock acquisition right to exercise their stock acquisition right and acquire shares, it is necessary to apply within the prescribed period and complete the payment of a certain amount. Details of these procedures will be announced separately in accordance with laws and regulations and stock exchange rules when the free allotment of the stock acquisition rights are actually made. However, the Large-scale Purchaser, its Joint Holders, and their Special Parties, etc. cannot exercise the right.

6. Expiration date and abolition of the Plan, etc.

(1) Expiration date of the Plan, etc.

The Plan is valid until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2026. If the Board of Directors decides at that time, from the perspective of protecting corporate value and, consequently, the common interests of shareholders, and with maximum respect to the recommendations of the Independent Committee, that it is appropriate to continue the Plan, the Board of Directors shall promptly notify and consult shareholders at the Ordinary General Meeting of Shareholders.

The Board of Directors of the Company intends to review the Plan from time to time, taking into account the development and revision of relevant laws and regulations, including the Companies Act and the Financial Instruments and Exchange Act, from the perspective of protecting corporate value and,

consequently, the common interests of shareholders.

(2) Abolition of the Plan, etc.

Even during its validity period, if a resolution is made at the Company's General Meeting of Shareholders or the Board of Directors Meeting to abolish the Plan, it shall be abolished at that time. Accordingly, the Plan may be abolished at the will of shareholders. In addition, the Board of Directors may revise or abolish the Plan with maximum respect to the recommendations of the Independent Committee, even during the term of validity of the Plan.

7. Objective reasonability of the Plan

The Plan does not impair the common interests of the Company's shareholders and is not intended to maintain the position of the Company's officers, and the reasons therefor can be said to be as follows:

(1) Full satisfaction of the requirements of the Guidelines for Takeover Defense Measures

The Plan fully satisfies the three principles stipulated in the "Guidelines for Takeover Defense Measures to secure or improve the corporate value and the common interests of shareholders" announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 (principles for securing and improving corporate value and the common interests of shareholders, principles of prior disclosure and shareholder intention, and principles of securing of necessity and appropriateness). In addition, the Plan takes into account the "State of Takeover Defense Measures in light of recent changes in the environment" announced by the Corporate Value Study Group of the Ministry of Economy, Trade and Industry on June 30, 2008. Furthermore, the Plan conforms to the "Guidelines for Corporate Takeovers" announced by the Ministry of Economy, Trade and Industry on August 31, 2023.

(2) Intention to secure and improve the common interests of shareholders

As described in "2. Basic Concept of the Plan" above, the Plan is intended to secure and improve the corporate value and, consequently, the common interests of shareholders by allowing the securing of the information and time necessary for shareholders to decide whether or not to accept the Purchase, etc. and for the Board of Directors to present an alternative, as well as to negotiate with the Purchaser, etc. for shareholders when a Purchase, etc. of the Company's shares is made.

(3) Emphasis of shareholder intention.

The Plan will continue subject to a resolution of approval at the General Meeting of Shareholders of the Company, as described in "6. (1) Expiration date of the Plan, etc. " above. In addition, as described in "6. (2) Abolition of the Plan, etc." above, the Plan will be abolished at that time if a resolution is made at the General Meeting of Shareholders of the Company even before the expiration date of the Plan, and in that sense, the rise and fall of the Plan reflects the intentions of shareholders.

(4) Emphasis of decisions of the Independent Committee, and Information Disclosure

In adopting the Plan, the Company has established the Independent Committee as an organization that eliminates arbitrary judgments by the Board of Directors and objectively makes substantive judgments on the operation of Large-scale Purchase Rules, etc. for shareholders.

The Independent Committee consists of three or more members who are independent of management who execute the Company's business, and are either outside directors, outside audit & supervisory board

members, corporate managers with extensive management experience, lawyers, certified public accountants, etc.

In the case of a Purchase, etc. of the Company's shares, as described in "4. Policy on Response in the case of the Large-scale Purchase Act" above, the Independent Committee shall make substantive judgments on whether or not the Large-scale Purchase Act will damage the Company's corporate value and, consequently, the common interests of shareholders in accordance with the Rules of the Independent Committee, and the Board of Directors shall make resolutions as an organization under the Companies Act with the maximum respect for such decisions.

In this way, the Independent Committee strictly monitors the Board of Directors to prevent it from arbitrarily implementing the Large-scale Purchasing Rules, etc. and, in addition, the outline of the Committee's decision will be disclosed to shareholders. The system for transparent operation of the Large-Scale Purchase Rules in order to suit the Company's corporate value and, consequently, the common interests of shareholders is secured.

(5) Setting reasonable objective activation requirements

As described in "3. Set up the Large-Scale Purchase Rules" above, the Large-Scale Purchase Rules are set to be implemented unless the prescribed reasonable and detailed objective requirements are met, and it can be said that a mechanism for preventing arbitrary activation by the Board of Directors is secured.

(6) Acquisition of opinions from third-party experts

As described in "4. Policy on response in the case of the Large-Scale Purchase Act", when the Large-Scale Purchaser appears, the Independent Committee may consult with an independent third party (including financial advisors, certified public accountants, lawyers, consultants and other experts). As a result, the fairness and objectivity of the Independent Committee's decision is further ensured.

(7) Neither a Dead-hand Takeover Defense Measure nor a Slow-hand Takeover Defense Measure

As described in "6. (2) Abolition of the Plan, etc.", above, the Plan can be abolished by the Board of Directors composed of directors elected at the Company's General Meeting of Shareholders, and a person who purchases a large number of shares of the Company may appoint a director at the Company's General Meeting of Shareholders and abolish the Plan by the Board of Directors composed of such directors.

Therefore, the Plan is not a Dead-hand Takeover Defense Measure (a takeover defense measure that cannot be prevented even if a majority of the members of the Board of Directors are replaced).

In addition, since the Company does not adopt a different term system for directors, the Plan is not a Slow-hand Takeover Defense Measure (a takeover defense measure that takes time to prevent because members of the Board of Directors cannot be replaced at once).

Note 1: The Specified Shareholder Group refers to (i) the Holders (meaning holders as stipulated in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act and including holders pursuant to Paragraph 3 of the same Article.) and its Joint Holders (meaning joint holders as stipulated in Article 27-23, Paragraph 5 of the Act, and deemed joint holders pursuant to Paragraph 6 of the same Article) of the Company's Shares, etc. (meaning stock certificates, etc. as stipulated in Article 27-23, Paragraph 1 of the Act) or (ii) the persons who make the Purchase, etc. (meaning purchases, etc. as stipulated in Article 27-2,

Paragraph 1 of the Act and made in the Exchange Financial Instruments Market.) of the Company's Shares, etc. (meaning stock certificates, etc. as stipulated in Article 27-2 Paragraph 1 of the Act) and their Special Parties (meaning special parties as stipulated in Article 27-2, Paragraph 7 of the Act) .

Note 2: Ratio of Voting Rights refers to the sum of (i) if the Specified Shareholder Group falls under Note 1(i), the Shareholding Ratio (as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. In this case, the Number of Holding Shares, etc. (as defined in the same Paragraph) of the Joint Holders of the Holders shall also be considered in the calculation.) of the holders of the Company's Shares, etc., and (ii) if a Specified Shareholder Group falls under Note 1 (ii), the Shareholding Ratio (as defined in Article 27-2, Paragraph 8 of the Act) of the persons who make the Purchase, etc. of the Company's Shares, etc. and their Special Parties. In calculating the Ratio of Voting Rights, the Total Voting Rights (as defined in Article 27-2, Paragraph 8 of the Act) and the Total Number of Issued Shares (as defined in Article 27-23, Paragraph 4 of the Act) may refer to the most recent Securities Report, Quarterly Report, and Share Repurchase Status Report.

1. Establishment of the Independent Committee and its members, etc.

(1) The Independent Committee shall be established by resolution of the Board of Directors of the Company.

(2) The Independent Committee shall consist of at least three members, and the Board of Directors shall appoint the members from an outside director, an outside audit & supervisory board member, an expert such as a corporate manager with extensive management experience, lawyer, certified public accountant, or academic expert, who is independent of the management who executes the Company's business.

(3) The term of office of the Independent Committee members shall be until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2026. In addition, if the Independent Committee member still meets the election requirements, the Board of Directors may reappoint the member as an Independent Committee member after the prescribed procedures.

2. Convening of the Independent Committee and resolutions, etc.

(1) Each member of the Independent Committee may convene the Independent Committee at any time, such as when the Purchase, etc., is made, and decides the chairperson by mutual election.

(2) In principle, all independent members shall attend the resolution of the Independent Committee and resolve by a majority vote. Provided, however, that in the event of an accident or other unavoidable matters on the independent member, all independent members other than the member concerned shall be present, and a majority vote shall be taken.

3. Deliberations and Decisions by the Independent Committee

The Independent Committee shall decide on the matters described in the following items and recommend the contents of the decision to the Board of Directors along with the reason for such decision.

(1) Implementation or non-implementation of the free allotment of stock acquisition rights

(2) Discontinuation of the free allotment of stock acquisition rights or free acquisition of the stock acquisition rights

(3) Other matters to be decided by the Board of Directors that the Board of Directors consulted the Independent Committee, and

(4) In addition to the above, the Independent Committee shall carry out the matters described in the following items:

(i) Determining whether the Purchase, etc. is subject to the implementation of the Plan

(ii) Determination of information to be provided to the Independent Committee by the Purchaser, etc. and the Board of Directors of the Company, and the deadline for responding thereto

(iii) Examination and consideration of the contents of the Purchase, etc. of the Purchasers, etc.

(iv) Request for submission of alternatives to the Board of Directors of the Company and consideration of alternatives prepared by the Board of Directors of the Company

(v) Matters related to amendments or changes to the Plan

(vi) Other matters stipulated in the Plan that the Independent Committee may implement

(vii) Matters separately stipulated by the Board of Directors of the Company that the Independent Committee may implement

4. Request for provision of additional information, etc.

(1) The Independent Committee shall ask the Purchaser, etc. to submit additional necessary information if it is determined that the contents of the Purchase Description are insufficient as the necessary information.

(2) If the Purchase Description and the necessary information requested by the Independent Committee are submitted by the Purchaser, etc., the Independent Committee may request the Board of Directors of the Company to present opinions, its evidence materials and alternative (if any) for the contents of the Purchase, etc. of the Purchaser, etc. and other information and materials, etc. deemed necessary by the Independent Committee as appropriate within a predetermined reasonable period.

5. In order to collect necessary information, the Independent Committee may request the attendance of directors, audit & supervisory board members, executive officers, employees, and other persons of the Company deemed necessary by the Independent Committee and the explanations on necessary matters.

6. The Independent Committee may consult an independent third party (financial advisor, certified public accountant, lawyer, consultant, etc.) at the Company's expense.

Michitoshi Tsuruoka (Date of Birth: November 10, 1953)

April 1978 Joined Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)

April 2002 General Manager of Kawasaki Chuo Branch, Mizuho Bank, Ltd.

July 2003 General Manager of Branch Business No. 4 Department, Mizuho Bank, Ltd.

May 2004 General Manager in charge of Branch Business Unit No.5, Business Department, Mizuho Bank, Ltd.

March 2006 Executive Officer, General Manager in charge of Branch Business Unit No.1, Business Department, Mizuho Bank, Ltd.

April 2007 Executive Officer, General Manager in charge of Branch Business Unit No.1, Branch Business Department, Mizuho Bank, Ltd.

April 2008 Managing Executive Officer, Mizuho Bank, Ltd.

April 2009 Director and Executive Vice President, Mizuho Private Wealth Management Co., Ltd.

June 2014 Full-time Auditor, Daiichi Kosho Co., Ltd.

June 2018 Outside Auditor, Nippon Metal Corporation

June 2018 Outside Director of the Company (to present)

(Mr. Michitoshi Tsuruoka is a candidate for Outside Director in Proposal No.2 of this General Meeting of Shareholders.)

Akira Chiba (Date of Birth: September 11, 1953)

October 1984 Joined Tetsuzo Ota Audit Office (currently Ernst & Young ShinNihon LLC)

March 1989 Registered as a Certified Public Accountant

August 2000 Employee of Ota Showa Century Audit Corporation (currently Ernst & Young ShinNihon LLC)

May 2007 Representative employee of ShinNihon LLC (currently Ernst & Young ShinNihon LLC)

June 2015 Retired from ShinNihon LLC (currently Ernst & Young ShinNihon LLC)

July 2015 Representative, Chiba Certified Public Accountants Office (to present)

April 2017 Auditor of the Power Regional Operation Promotion Agency (to present)

June 2019 Outside Audit & Supervisory Board Member of the Company (to present)

Takashi Kasaki (Date of Birth: May 29, 1964)

April 1991 Registered as attorney (joined Kaneko Iwamatsu Law Office)

April 2004 Part-time Lecturer, Tokyo Women's Medical University

September 2007 Medical ADR Arbitrator of three Tokyo Bar Associations (to present)

July 2012 Member of the Financial Instruments Mediation Assistance Center (to present)

April 2013 Instructor of Legal Training and Research Institute (Civil Defense)

April 2015 Auditor of Judicial Training Committee, Supreme Court

November 2016 Bar Examination Committee Member and Preliminary Bar Examination Committee Member (in charge of the Code of Civil Procedure)

June 2019 Outside Audit & Supervisory Board Member of the Company (to present)

1. Shareholders eligible for the free allocation of share acquisition rights and their allotment conditions

The Company will assign the stock acquisition rights free of charge to shareholders recorded in the final shareholder registry at the allotment date separately determined by the Board of Directors of the Company at a rate of one stock acquisition right for each share held by shareholders (excluding the Company's common stock held by the Company).

2. Types of shares and number of shares for the stock acquisition rights

The type of shares for the stock acquisition rights shall be the Company's common stock, and the number of shares for one stock acquisition right shall be one share. Provided, however, that in the event that the Company conducts a stock split or a consolidation of shares, the Company shall make necessary adjustments.

3. Total number of stock acquisition rights to be allocated and its effective date

(1) The total number of stock acquisition rights allocated shall be the number specified by the Board of Directors up to the total number of issued shares of the Company on the allotment date.

(2) The effective date of the allotment of stock acquisition rights shall be determined separately by the Board of Directors of the Company.

4. Amount to be paid when exercising stock acquisition rights

1 yen or more per stock acquisition right

5. Transfer of stock acquisition rights

The transfer of stock acquisition rights requires the approval of the Board of Directors of the Company.

6. Conditions for Exercising Stock Acquisition Rights

(i) the Large-scale Purchaser, (ii) its Joint Holders, (iii) the Special Parties to (i) (ii), etc. may not exercise stock acquisition rights.

7. Exercise period of stock acquisition rights

The date separately specified by the Board of Directors in the resolution of the free allotment of stock acquisition rights shall be the first day, and the period within one month to three months separately specified by the Board of Directors in the resolution of the free allotment of stock acquisition rights shall be the period. Provided, however, that if the last day of the exercise period falls on the holiday of the place processing money to be paid in the exercise, the previous business day shall be the last day.

8. Other matters

The Company's Board of Directors shall separately define the acquisition clauses and other necessary matters.

Proposal No. 4: Issuance of Shares for Subscription through Third-Party Allotment

As a technology trading company, we have placed "creation" as the starting point of our business activities since our founding and have always sought and developed a wide range of cutting-edge technologies and products from overseas, introduced them to the Japan market, and strived to realize our corporate philosophy of "enhancing customer satisfaction through technology, building world-class credibility by refining our skills and humanity, and working together to open up a prosperous future and contribute to society."

The Takachiho Koheki Scholarship Foundation (hereinafter referred to as the "Foundation") was established in April 2024 with the aim of contributing to the sound and sustainable development of the economy and society through activities to support the enrollment of high-achieving science and engineering students learning cutting-edge technologies. The Foundation aims to transition to a public interest incorporated foundation within three years of its establishment.

We believe that supporting the Foundation's ongoing social contribution activities will lead to the realization of our corporate philosophy and contribute to the enhancement of our corporate value over the medium to long term from the perspective of ESG and sustainability. Therefore, in order to stably support the Foundation's social contribution activities by providing the Company's dividends as a source of funds for the Foundation's activities, we intend to dispose of the Company's treasury shares at a particularly advantageous paid amount to the Foundation by the method of third-party allotment.

As a result of the disposition, the Foundation is expected to continue to earn dividends from the Company's shares, and by adding dividends to a source of funds of its activities, it will be possible to carry out long-term and stable social contribution activities, and students who have learned cutting-edge technology through its scholarship support will be cumulatively produced into society as engineers every year, contributing to the maintenance and development of cutting-edge technology, which is the target of the Company's business, and some of them are expected to play an important role in the Company's business fields. Therefore, the disposition will have a positive impact on the Company's business and performance in the medium to long term, so we judge that the long-term advantages for shareholders outweigh the short-term disadvantages of dilution.

Accordingly, for the sake of the above purpose and objective, we judge the paid amount of 1 yen per share to be appropriate, and in accordance with the provisions of Articles 199 and 200 of the Companies Act, we request approval for the disposal of treasury shares by the method of third-party allotment and the delegation of the decision on the matters of the offering to the Board of Directors of the Company.

Regarding the handling of voting rights of shares held by the Foundation as a result of the disposal of treasury shares, the voting rights will be exercised against the Company with an emphasis on the enhancement of long-term corporate value from the perspective of securing stable dividends, which will be the source of the Foundation's activities. In addition, the Foundation was established with the assumption of a transition to a public interest incorporated foundation, and in the selection of councilors, directors, and auditors, the number of persons who have a close relationship with the Company is one-third or less, and a system has been established to fully reflect the opinions of third parties. In exercising

the Foundation's voting rights, regardless of the intentions of the president, directors shall deliberate on the content of the agenda from an independent standpoint and exercise the voting rights after making its own resolution with the approval of at least two-thirds of the directors, excluding those who have a special interest in the resolution. Therefore, we judge that the Foundation's arbitrary exercise of the voting rights can be avoided.

(1) Details of treasury shares to be disposed of

(i) Number of shares to be disposed of	200,000 common shares
(ii) Amount to be paid	1 yen per share
(iii) Total amount to be paid	200,000 yen
(iv) Disposal method	Disposition by way of third-party allotment
(v) Disposal destination	Takachiho Koheki Scholarship Foundation
(vi) Disposal date	August 2024 (scheduled)
(vii) Authorization of decision to be made	In addition to the matters set forth above, decisions on matters pertaining to the disposition of treasury stock shall be delegated to the Board of Directors of the Company.

(2) Summary of the Foundation

(i) Name	Takachiho Koheki Scholarship Foundation
(ii) Location	1-6-1 Yotsuya, Shinjuku-ku, Tokyo
(iii) President	Takanobu Ide
(iv) Activities	Providing scholarships to science and engineering students with academic excellence who have difficulty attending school for financial reasons.
(v) Resource for business	Approximately 34 million yen to 36 million yen per year The Company has donated 3 million yen upon the establishment of the Foundation. This is to be used as business resources in addition to dividends on the Company's shares allocated by the disposition of treasury shares mentioned (1) above.
(vi) Date of establishment	April 19, 2024