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(Securities Code: 2676)

June 4, 2025

(Start date of electronic provision measures May 28, 2025)

Dear Shareholders

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

Takachiho Koheki Co., Ltd.

Takanobu Ide, President

## **Notice of Convocation of the 74th Ordinary General Meeting of Shareholders**

We would like to inform you that the 74th 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://corp.takachiho-kk.co.jp/en/ir/library/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 Wednesday, June 25, 2025.

**1.Date and Time:** Thursday, June 26, 2025, 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 74th fiscal year (from April 1, 2024, to March 31, 2025), 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 74th fiscal year (from April 1, 2024 to March 31, 2025)

#### **Matters to be resolved**

**Proposal No. 1:** Appropriation of surplus

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

**Proposal No. 3:** Election of Four Directors (excluding directors who are members of the Audit and Supervisory Committee)

**Proposal No. 4:** Election of three directors who are members of the Audit and Supervisory Committee

**Proposal No. 5:** Appointment of one director who is an alternate member of the Audit and Supervisory Committee

**Proposal No. 6:** Determination of the amount of remuneration for Directors (excluding directors who are members of the Audit and Supervisory Committee)

**Proposal No. 7:** Determination of the amount of remuneration for Directors who are members of the Audit and Supervisory Committee

**Proposal No. 8:** Determination of the amount and content of Performance-linked Share-based remuneration for Directors (excluding Directors who are members of Audit and Supervisory Committee and Outside Directors)

## 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 ended March 2023 to FY ended 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, aiming for "management with an awareness of return on 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 ordinary dividend will be 156 yen per share, and since we have already paid an interim dividend of 58 yen per share, the Company would like to pay a year-end ordinary dividend of 98 yen per share.

In addition, to express our gratitude to our shareholders for achieving the Medium-Term Management Plan (FY ended March 2023 to FY ended March 2025) announced on February 8, 2022, we would like to pay a year-end special dividend of 4 yen per share of our common stock.

In total, we would like to pay a year-end dividend of 102 yen per share for the current fiscal year.

The total dividend for the year will be 160 yen per share.

The Company looks forward to the continued support from our shareholders.

#### 1. Matters related to year-end dividends

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

102 yen per share of the Company's common stock (ordinary dividend 98 yen, special dividend 4 yen)

Total dividends 954,407,268 yen

Note: The Company has implemented a stock split effective on June 1, 2025, at the ratio of two shares for one common share. The year-end dividend for the current fiscal year (74th fiscal year) will be paid based on the number of shares before the stock split, as the record date for dividends is March 31, 2025.

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

June 27, 2025

#### 2. Other matters related to the appropriation of surplus

There is no applicable matter.

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

##### 1. Reason for the change

(1) In order to transition from a company with an Audit and Supervisory Board to a company with an Audit and Supervisory Committee so that we can further enhance corporate governance by speeding up decision-making and business execution by delegating authority from the Board of Directors to directors, and by strengthening the supervisory function of the Board of Directors by appointing Audit and Supervisory Committee members who are responsible for auditing the execution of duties by directors as members of the Board of Directors, we will make changes to the Company's Articles of Incorporation, such as establishing new provisions regarding the Audit and Supervisory Committee and directors who are members of the Audit and Supervisory Committee, and deleting the provisions regarding the Audit and Supervisory Board and the Audit and Supervisory Board members. In addition, since the Articles of Incorporation of a company with an Audit and Supervisory Committee may stipulate delegating all or part of the important business execution decisions to directors, we will establish new applicable regulations to enable further speeding up management decision-making and business execution.

(2) Other necessary changes, such as lexical corrections will be made in accordance with each of the above changes.

## 2. Details of the changes

The changes are as follows:

Amendments to the Articles of Incorporation pertaining to this proposal shall take effect at the conclusion of this general meeting.

\*Amendments are underlined.

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions Articles 1. to 4. (Omitted)	Chapter I General Provisions Articles 1. to 4. (As per current)
Chapter II Shares Articles 5. to 9. (Omitted)	Chapter II Shares Articles 5. to 9. (As per current)
Article 10. (Transfer Agent) (Omitted)	Article 10. (Transfer Agent) (As per current)
2. The transfer agent and the place of business thereof shall be designated <u>by a resolution of the Board of Directors.</u>	2. The transfer agent and the place of business thereof shall be designated <u>by a resolution of the Board of Directors or by a director delegated by a resolution of the Board of Directors.</u>
Article 11. (Share Handling Regulations)	Article 11. (Share Handling Regulations)

<p>The Company's entry or record in the Company's register of shareholders and the register of stock acquisition rights, the purchase and sale of shares less than one unit of shares, the handling of other shares or stock acquisition rights, and the procedures and fees for exercising shareholder rights shall be in accordance with those stipulated by laws and regulations or the Articles of Incorporation, as well as the Company's Share Handling Regulations established <u>by the Board of Directors</u>.</p> <p>Article 12. (Omitted)</p> <p style="text-align: center;">Chapter III General Meeting of Shareholders</p> <p>Articles 13. to 18. (Omitted)</p> <p style="text-align: center;">Chapter IV Directors and Board of Directors</p> <p>Article 19. (Omitted)</p> <p>Article 20. (Number of Directors) The Company shall have no more than seven (7) directors.</p> <p style="text-align: center;">(New)</p> <p>Article 21. (Election of Directors) Directors shall be elected by resolution of a General Meeting of Shareholders.</p> <p>2. to 3. (Omitted)</p>	<p>The Company's entry or record in the Company's register of shareholders and the register of stock acquisition rights, the purchase and sale of shares less than one unit of shares, the handling of other shares or stock acquisition rights, and the procedures and fees for exercising shareholder rights shall be in accordance with those stipulated by laws and regulations or the Articles of Incorporation, as well as the Company's Share Handling Regulations established <u>by the Board of Directors or a director delegated by the Board of Directors</u>.</p> <p>Article 12. (As per current)</p> <p style="text-align: center;">Chapter III General Meeting of Shareholders</p> <p>Articles 13. to 18. (As per current)</p> <p style="text-align: center;">Chapter IV Directors and Board of Directors</p> <p>Article 19. (As per current)</p> <p>Article 20. (Number of Directors) The Company shall have no more than seven (7) directors <u>(excluding directors who are Audit and Supervisory Committee members)</u>.</p> <p>2. The Company shall have no more than four (4) directors who are Audit and Supervisory Committee members.</p> <p>Article 21. (Election of Directors) Directors shall be elected by resolution at a General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and directors who are not</u>.</p> <p>2. to 3. (As per current)</p>
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(New)	<p>4. <u>In preparation for the event that the Company's number of directors who are Audit and Supervisory Committee members falls below the number prescribed by laws and regulations, the Company may appoint directors who are substitute Audit and Supervisory Committee members at the General Meeting of Shareholders. The validity of the preliminary appointment of directors who are substitute Audit and Supervisory Committee members shall be until the commencement of the Ordinary General Meeting of Shareholders relating to the final fiscal year ending within two(2) years of the preliminary appointment.</u></p>
Article 22. (Omitted)	Article 22. (As per current)
Article 23 (Representative Director and Director with Title)	Article 23. (Representative Director and Director with Title)
A representative director shall be appointed by resolution of the Board of Directors.	A representative director shall be appointed <u>from among the directors (excluding directors who are Audit and Supervisory Committee members)</u> by a resolution of the Board of Directors.
2. (Omitted)	2. (As per current)
3. The Board of Directors may, by resolution, elect one president and, if necessary, one chairman of the Board of Directors.	3. The Board of Directors may, by resolution, elect one president and, if necessary, one chairman of the Board of Directors <u>from among the directors (excluding directors who are Audit and Supervisory Committee members).</u>
Article 24 (Term of Office of Directors)	Article 24 (Term of Office of Directors)
The term of office of a director shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within <u>two (2) years</u> after the election of the director.	The term of office of a director <u>(excluding a Director who is an Audit and Supervisory Committee member)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within <u>one (1) year</u> after the election.

(New)	2. The term of office of a director who is an Audit and Supervisory Committee member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within two (2) years after the election.
2. The term of office of a director appointed as an increase or substitute shall continue until the expiration of the term of office of the other incumbent directors.	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 that retired from office before the expiration of the term of office shall continue until the time the term of office of the director who is an Audit and Supervisory Committee member that retired from office is to expire.
Article 25. (Omitted)	Article 25. (As per current)
Article 26 (Notice of Convocation of the Board of Directors)	Article 26 (Notice of Convocation of the Board of Directors)
Notice of the convocation of the Board of Directors shall be notified to each director <u>and each Audit and Supervisory Board member</u> at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.	Notice of the convocation of the Board of Directors shall be notified to each director at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.
Article 27. (Omitted)	Article 27. (As per current)
Article 28 (Omission of Resolutions of the Board of Directors)	Article 28 (Omission of Resolutions of the Board of Directors)
When all members of the Board of Directors agree to the matters to be resolved by the Board of Directors in writing or by electromagnetic records, the Company shall be deemed to have passed a resolution by the Board of Directors to the effect	When all members of the Board of Directors agree to the matters to be resolved by the Board of Directors in writing or by electromagnetic records, the Company shall be deemed to have passed a resolution by the Board of Directors to the effect

that the matters to be resolved shall be passed. However, this shall not apply when an Audit and Supervisory Board member expresses an objection.	that the matters to be resolved shall be passed.
Article 29 (Minutes of Meetings of the Board of Directors) The proceedings of the Board of Directors, the results thereof, and matters stipulated by laws and regulations shall be written or recorded in the minutes of the meeting, and the directors and Audit and Supervisory Board members present shall affix their names and seals or sign them electronically.	Article 29 (Minutes of Meetings of the Board of Directors) The proceedings of the Board of Directors, the results thereof, and matters stipulated by laws and regulations shall be written or recorded in the minutes of the meeting, and the directors present shall affix their names and seals or sign them electronically.
Article 30. (Omitted)	Article 30. (As per current)
Article 31 (Remuneration of Directors) The remuneration of directors shall be determined by resolution of a General Meeting of Shareholders.	Article 31 (Remuneration of Directors) The remuneration of directors shall be determined by resolution of a General Meeting of Shareholders, <u>distinguishing between directors who are Audit and Supervisory Committee members and directors who are not.</u>
Article 32. (Omitted)	Article 32. (As per current)
(New)	<u>Article 33. (Delegation of Important Business Execution Decisions)</u> <u>The Company may, pursuant to Article 399-13, paragraph (6) of the Companies Act, by a resolution of the Board of Directors, delegate all or part of the decisions on the important business execution (excluding the matters listed in each item of paragraph (5) of the same article) to the directors.</u>



<p style="text-align: center;"><u>Chapter V</u></p> <p><u>Audit and Supervisory Board Members and Audit and Supervisory Board</u></p>	(Deleted)
<p><u>Article 33 (Audit and Supervisory Board Members and the Audit and Supervisory Board)</u></p> <p><u>The Company shall have Audit and Supervisory Board members and the Audit and Supervisory Board.</u></p>	(Deleted)
<p><u>Article 34 (Number of Audit and Supervisory Board Members)</u></p> <p><u>The Company shall have no more than four (4) Audit and Supervisory Board members.</u></p>	(Deleted)
<p><u>Article 35 (Appointment of Audit and Supervisory Board Members)</u></p> <p><u>Audit and Supervisory Board members shall be appointed by a resolution of the General Meeting of Shareholders.</u></p> <p><u>2. Resolutions for the election of Audit and Supervisory Board members shall be made by a majority of the voting rights of shareholders who hold one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights.</u></p>	(Deleted)
<p><u>Article 36 (Term of Office of Audit and Supervisory Board Members)</u></p> <p><u>The term of office of Audit and Supervisory Board members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four (4) years after</u></p>	(Deleted)

<p>their election.</p> <p>2. The term of office of Audit and Supervisory Board members appointed as replacements for Audit and Supervisory Board members who retired before the expiration of their term of office shall expire at the expiration of the term of office of the retired Audit and Supervisory Board members.</p>	
<p>Article 37 (Full-time Audit and Supervisory Board Members)</p> <p>The Audit and Supervisory Board shall select full-time Audit and Supervisory Board members from among the Audit and Supervisory Board members.</p>	(Deleted)
<p>Article 38 (Notice of Convocation of the Audit and Supervisory Board)</p> <p>Notice of convocation of the Audit and Supervisory Board shall be issued to each Audit and Supervisory Board member at least three (3) days prior to the date of the meeting. However, in case of emergency, this period can be shortened.</p>	(Deleted)
<p>Article 39 (Method of Resolutions of the Audit and Supervisory Board)</p> <p>Resolutions of the Audit and Supervisory Board shall be made by a majority of the Audit and Supervisory Board members, except as otherwise provided by laws and regulations.</p>	(Deleted)
<p>Article 40 (Minutes of the Audit and Supervisory Board)</p> <p>The proceedings of the Audit and Supervisory Board, the results thereof, and other matters stipulated by laws and regulations shall be</p>	(Deleted)

recorded in the minutes of the meeting, and the Audit and Supervisory Board members present shall affix their names and seals or sign them electronically.	
Article 41 (Regulations of the Audit and Supervisory Board)	(Deleted)
Matters related to the Audit and Supervisory Board shall be in accordance with the Regulations of the Audit and Supervisory Board, as well as those stipulated by laws and regulations or the Articles of Incorporation.	
Article 42 (Remuneration of Audit and Supervisory Board Members).	(Deleted)
The remuneration of Audit and Supervisory Board members shall be determined by a resolution of the General Meeting of Shareholders.	
Article 43 (Exemption from Liability of Outside Audit and Supervisory Board Members)	(Deleted)
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Outside Audit and Supervisory Board member that limits its liability for compensation due to neglect of its duties. Provided, however, that the maximum amount of liability under the contract shall be the amount prescribed by laws and regulations.	
(New)	<u>Chapter V</u>
(New)	<u>Audit and Supervisory Committee</u>
	Article 34. (Audit and Supervisory Committee)
	The Company shall have an Audit and Supervisory

	<u>Committee.</u>
(New)	<p><u>Article 35. (Full-time Audit and Supervisory Committee Members)</u></p> <p><u>The Audit and Supervisory Committee may, by its resolution, appoint full-time Audit and Supervisory Committee member(s).</u></p>
(New)	<p><u>Article 36. (Notice of the Convocation of the Audit and Supervisory Committee)</u></p> <p><u>Notice of the convocation of a meeting of the Audit and Supervisory Committee shall be notified to each Audit and Supervisory Committee member at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</u></p> <p><u>2. With the consent of all Audit and Supervisory Committee members, a meeting of the Audit and Supervisory Committee may be held without following the convening procedures.</u></p>
(New)	<p><u>Article 37. (Method of Resolutions of the Audit and Supervisory Committee)</u></p> <p><u>Except as otherwise provided by laws and regulations, resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the Audit and Supervisory Committee Members present at a meeting where a majority of the Audit and Supervisory Committee members who are entitled to participate in the voting are present.</u></p>
(New)	<p><u>Article 38 (Minutes of the Audit and Supervisory Committee)</u></p> <p><u>The proceedings of the Audit and Supervisory</u></p>

	Committee, the results thereof, and other matters stipulated by laws and regulations shall be recorded in the minutes of the meeting, and the Audit and Supervisory Committee members present shall affix their names and seals or sign them electronically.
(New)	Article 39. (Regulations of the Audit and Supervisory Committee) Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee as well as laws and regulations or these Articles of Incorporation.
Chapter VI Financial Auditor	Chapter VI Financial Auditor
Articles <u>44.</u> to <u>46.</u> (Omitted)	Articles <u>40.</u> to <u>42.</u> (As per current)
Article <u>47.</u> (Remuneration of the Financial Auditor)	Article <u>43.</u> (Remuneration of the Financial Auditor)
Remuneration of the financial auditor shall be determined by the representative director with the consent of <u>the Audit and Supervisory Board.</u>	Remuneration of the financial auditor shall be determined by the representative director with the consent of <u>the Audit and Supervisory Committee.</u>
Chapter VII Accounts	Chapter VII Accounts
Articles <u>48.</u> to <u>51.</u> (Omitted)	Articles <u>44.</u> to <u>47.</u> (As per current)

**Proposal No. 3: Election of Four Directors (excluding directors who are members of the Audit and Supervisory Committee)**

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will become a company with an Audit and Supervisory Committee, and the terms of office of all six directors will expire when the amendment to the Articles of Incorporation takes effect. Therefore, we propose the election of four directors (excluding directors who are members of the Audit and Supervisory Committee, the same applies to this

proposal) after the transition to a company with an Audit and Supervisory Committee. This proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect.

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 the Business Solution Department, System Division</p> <p>April 2015 Executive Officer, General Manager of the 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> <p>April 2024 Chairman, Takachiho Koheki Scholarship Foundation (to present)</p>	38,250 shares
<p>&lt; Reasons for nominating the candidate for director &gt;</p> <p>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 of overall management.</p>			
2	Masazumi Uematsu (June 30, 1960)	<p>April 1983 Joined Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>September 2000 Associate Director-General of the International Regional Management Division, Mizuho Holdings, Inc.</p> <p>January 2003 Deputy General Manager of Osaka Corporate Banking Division No. 2, Mizuho Corporate Bank, Ltd.</p> <p>May 2005 Associate Director-General and Deputy General Manager of the Accounting Division, Mizuho Financial Group, Inc.</p> <p>April 2009 General Manager of the Accounting Division, Mizuho Trust and Banking Co., Ltd.</p> <p>May 2012 Joined the Company</p> <p>April 2013 General Manager of the Corporate Management Division</p> <p>April 2014 Executive Officer, General Manager of the Corporate Management Division</p> <p>June 2014 Director and Executive Officer, General Manager of the Corporate Management Division</p> <p>June 2020 Director and Executive Officer in charge of Administration, Finance, Procurement, and Southeast Asia Group Company</p> <p>April 2025 Director and Managing Executive Officer (to present)</p>	14,600 shares
<p>&lt; Reasons for nominating the candidate for Director &gt;</p> <p>In June 2014, he was appointed as a director of the Company. He has been responsible for the business administration of the Group by making use of his extensive work experience in the finance and accounting fields and governance in Japan and overseas and knowledge of overall management.</p>			

3	Kazuhiko Kushima (February 22, 1957)	<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 the Multimedia Research Institute, NTT DOCOMO, Inc.</p> <p>July 2005 General Manager of the Network Development Department, NTT DOCOMO, Inc.</p> <p>July 2008 General Manager of the Solution Business Department, NTT DOCOMO, Inc.</p> <p>July 2009 Head of the Service Integration Research Institute, NTT Information Distribution Research Institute</p> <p>July 2011 Head of the NTT Cyber Communication Research Institute</p> <p>July 2012 Head of the NTT Service Innovation Research Institute</p> <p>July 2014 Director and General Manager of the 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>	400 shares
<p>&lt; Reasons for nominating the candidate for Outside Director &gt;  In June 2022, he was appointed as an outside director of the Company. He has been providing advice on the management of the Company and supervising the execution of business from an objective and professional perspective based on a high level of insight cultivated through R&amp;D in the field of information and communications, and extensive experience in corporate management.</p>			
4	Sachie Kinugawa (November 26, 1964)	<p>April 1988 Joined Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Aug. 2004 General Manager of the Market Sales Department No. 4, Mizuho Securities Co., Ltd.</p> <p>June 2008 General Manager of the Diversity Promotion Office, Human Resources Department, Mizuho Securities Co., Ltd.</p> <p>April 2010 General Manager of the Wealth Management Department, Mizuho Securities Co., Ltd.</p> <p>April 2013 General Manager of the Seijo Branch, Mizuho Securities Co., Ltd.</p> <p>April 2015 General Manager of the Nagoya-Ekimae Branch, Mizuho Securities Co., Ltd.</p> <p>April 2017 Executive Officer, General Manager of the Nagoya Branch, Mizuho Securities Co., Ltd.</p>	0 shares

	<p>April 2019 Executive Officer in charge of Retail and Business Banking, Mizuho Securities Co., Ltd.</p> <p>April 2021 Representative Director and President, Mizuho Business Partner Co., Ltd.</p> <p>June 2023 Outside Director, The Bank of Nagoya, Ltd. (to present)</p> <p>April 2025 Advisor, Mizuho Business Partner Co., Ltd. (to present)</p>	
	<p>&lt; Reasons for nominating the candidate for Outside Director &gt;          Since joining Fuji Bank, Ltd., (currently Mizuho Bank, Ltd.) in April 1988, she has served as general manager, branch manager, executive officer, and president of each company in the group, and in June 2023, she was appointed as an outside director of the Bank of Nagoya, Ltd. She is expected to provide advice to the Company's management and supervise the execution of business from an objective and professional perspective based on extensive knowledge in the fields of finance and human resources, as well as a high level of insight cultivated through her extensive experience in corporate management.</p>	

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

2. Mr. Kazuhiko Kushima and Ms. Sachie Kinugawa are candidates for outside directors and have been reported to the Tokyo Stock Exchange as independent directors.

3. There is no important relationship between the Company and other corporations where Mr. Kazuhiko Kushima and Ms. Sachie Kinugawa concurrently serve.

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

5. The Company has concluded a limited liability agreement with 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 appointment of Mr. Kazuhiko Kushima is approved, the contract will be continued, and if the appointment of Ms. Sachie Kinugawa is approved, a similar limited liability agreement will be concluded.

6. The Company has concluded a compensation agreement with current directors and Audit and Supervisory Board members to cover the expenses and the loss specified in Items 1 and 2 of Paragraph 1 of Article 430-2 of the Companies Act within the scope stipulated by the law. If the appointment of each applicable candidate is approved, the contract will be continued, and if the appointment of Ms. Yukie Kinugawa is approved, a similar compensation agreement will be concluded.

7. The Company has concluded a liability insurance contract applicable to current directors and Audit and 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 appointment of each candidate is approved, they will be included in the insured person of the insurance contract.

8. The number of shares of the Company held by each candidate is the number of shares as of the end of the current fiscal year prior to the stock split (split in the ratio of two shares for one share of common stock) that takes effect on June 1, 2025.



**Proposal No. 4: Election of three directors who are members of the Audit and Supervisory Committee**

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will become a company with an Audit and Supervisory Committee, and the terms of office of all three Audit and Supervisory Board members will expire when the amendment to the Articles of Incorporation takes effect. Therefore, we propose the election of three directors who are members of the Audit and Supervisory Committee. The Audit and Supervisory Board members have agreed to this proposal. This proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect. Candidates for directors who are members of the Audit and Supervisory Committee are as follows:

Candidate No.	Name (Date of birth)	Biography, position, responsibilities, and important concurrent positions	Number of shares held
1	Ichido Tatsumi (April 11, 1970)	<p>April 1991 Joined the Company</p> <p>April 2013 President and Representative Director of S-Cube Co., Ltd. (currently Mighty Cube Co., Ltd.)</p> <p>April 2014 Executive Officer of the Company and President and Representative Director of S-Cube Co., Ltd. (currently Mighty Cube Co., Ltd.)</p> <p>April 2018 Executive Officer, General Manager of the System Division</p> <p>June 2018 Director and Executive Officer, General Manager of the System Division</p> <p>April 2025 Director and Executive Officer, President's Office (to present)</p>	21,000 shares
<p>&lt; Reasons for nominating the candidate for Director who is a member of the Audit and Supervisory Committee &gt;</p> <p>Since joining the Company in April 1991, he has served as president and representative director of a Group Company, executive officer of the Company, and general manager of the Systems Business Division and was appointed director of the Company in June 2018. He is expected to contribute to strengthening the corporate governance of the Company by utilizing his extensive business management experience and knowledge in the Group with regard to audits of the legality and appropriateness of business execution.</p>			
2	Akira Chiba (September 11, 1953)	<p>October 1984 Joined the Tetsuzo Ota Audit Office (currently Ernst and Young ShinNihon LLC)</p> <p>March 1989 Registered as a Certified Public Accountant</p> <p>August 2000 Partner of Ota Showa Century Audit Corporation (currently Ernst and Young ShinNihon LLC)</p> <p>May 2007 Representative partner of ShinNihon LLC (currently Ernst and Young ShinNihon LLC)</p> <p>June 2015 Retired from ShinNihon LLC (currently Ernst and Young ShinNihon LLC)</p> <p>July 2015 Representative, Chiba Certified Public Accountants Office (to present)</p> <p>April 2017 Auditor of the Power Regional Operation Promotion Agency (to present)</p> <p>June 2019 Outside Audit and Supervisory Board Member of the Company (to present)</p>	1,600 shares
<p>&lt; Reasons for nominating the candidate for outside Director who is a member of the Audit and Supervisory Committee &gt;</p> <p>In June 2019, he was appointed an outside Audit and Supervisory Board member of the Company. As a certified public accountant, he has considerable knowledge of finance and accounting, and he has been auditing the Company's management from an objective and professional perspective based on a high level of insight cultivated through extensive experience in corporate accounting audits. He is expected to contribute to strengthening the corporate governance of the Company by utilizing his experience and knowledge with regard to audits of the legality and appropriateness of business execution.</p>			

3	Takashi Kisaki (May 29, 1964)	April 1991 Registered as an 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 and Supervisory Board Member of the Company (to present)	1,600 shares
	< Reasons for nominating the candidate for outside Director who is a member of the Audit and Supervisory Committee > In June 2019, he was appointed as an outside Audit and Supervisory Board member of the Company. As a lawyer, he has considerable knowledge of legal affairs, and he has been auditing the Company's management from an objective and professional perspective based on a high level of insight cultivated through extensive experience in the civil legal field. He is expected to contribute to strengthening the corporate governance of the Company by utilizing his experience and knowledge with regard to audits of the legality and appropriateness of business execution.		

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

2. Mr. Akira Chiba and Mr. Takashi Kisaki are candidates for outside director and have been reported to the Tokyo Stock Exchange as independent officers.

3. Mr. Akira Chiba and Mr. Takashi Kisaki's term of office as outside Audit and Supervisory Board members of the Company will be six years at the conclusion of the General Meeting of Shareholders.

4. The Company has concluded a limited liability agreement with Mr. Akira Chiba and Mr. Takashi Kisaki 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 each candidate's appointment is approved, the contract will be continued.

5. The Company has concluded a compensation agreement with each candidate that covers the expenses and the loss specified in Items 1 and 2 of Paragraph 1 of Article 430-2 of the Companies Act within the scope stipulated by the law. If each candidate's appointment is approved, the contract will be continued.

6. The Company has concluded a liability insurance contract applicable to current directors and Audit and 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 persons due to the execution of duties. If each candidate's appointment is approved, such

candidate will be continuously included as an insured person in the insurance contract.

7. The number of shares of the Company held by each candidate is the number of shares as of the end of the current fiscal year prior to the stock split (split in the ratio of two shares for one share of common stock) that takes effect on June 1, 2025.

**Proposal No. 5: Appointment of one director who is an alternate member of the Audit and Supervisory Committee**

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will become a company with an Audit and Supervisory Committee. Therefore, in the event that the number of directors who are members of the Audit and Supervisory Committee as stipulated by laws and regulations becomes insufficient, we propose the election of one director who is an alternate member of the Audit and Supervisory Committee.

If Proposal No. 3 "Election of Four Directors (excluding directors who are members of the Audit and Supervisory Committee)" is approved as originally proposed, Candidate Mr. Kushima Kazuhiko is scheduled to assume the position of director who is not an Audit and Supervisory Committee member. However, if the number of directors who are Audit and Supervisory Committee members falls short of the number required by law, he is supposed to resign as a director who is not an Audit and Supervisory Committee member and assume the position of a director who is an Audit and Supervisory Committee member.

The Audit and Supervisory Board members have agreed to this proposal. This proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect. The candidate for director who is an alternate member of the Audit and Supervisory Committee is as follows:

Name (Date of birth)	Biography, position, responsibilities, and important concurrent positions	Number of shares held
Kazuhiko Kushima (February 22, 1957)	May 1980 Joined Yokosuka Electric Communications Research Institute, Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation) July 2003 Chief Researcher of the Multimedia Research Institute, NTT DOCOMO, Inc. July 2005 General Manager of the Network Development Department, NTT DOCOMO, Inc. July 2008 General Manager of the Solution Business Department, NTT DOCOMO, Inc. July 2009 Head of the Service Integration Research Institute, NTT Information Distribution Research Institute	400 shares

	<p>July 2011 Head of the NTT Cyber Communication Research Institute</p> <p>July 2012 Head of the NTT Service Innovation Research Institute</p> <p>July 2014 Director and General Manager of the 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>&lt; Reasons for nominating the candidate for Outside Director who is an alternate member of the Audit and Supervisory Committee&gt;</p> <p>In June 2022, he was appointed an outside director of the Company. He has been providing advice on the management of the Company and supervising the execution of business from an objective and professional perspective based on a high level of insight cultivated through R&amp;D in the field of information and communications, and extensive experience in corporate management. He is expected to contribute to strengthening the corporate governance of the Company by utilizing his experience and knowledge with regard to audits of the legality and appropriateness of business execution.</p>		

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

2. Mr. Kazuhiko Kushima is a candidate for outside director and has been reported to the Tokyo Stock Exchange as an independent director.

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

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

5. The Company has concluded a limited liability agreement with 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.

6. The Company has concluded a compensation agreement with current directors and Audit and Supervisory Board members to cover the expenses and the loss specified in Items 1 and 2 of Paragraph 1 of Article 430-2 of the Companies Act within the scope stipulated by the law. If Mr. Kazuhiko Kushima is appointed a director who is a member of the Audit and Supervisory Committee, the contract will be continued.

7. The Company has concluded a liability insurance contract applicable to current directors and Audit and 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 Mr. Kazuhiko Kushima is appointed as a director who is a member of the Audit and Supervisory Committee, he will be continuously included as an insured person

of the insurance contract.

8. The number of shares of the Company held by each candidate is the number of shares as of the end of the current fiscal year prior to the stock split (split in the ratio of two shares for one share of common stock) that takes effect on June 1, 2025.

**Reference: Skills Matrix of Candidates for Director**

Candidate No.	Name	Expertise and experience								
		Corporate Management	Finance and Accounting	Global	Legal and Compliance	IT/Technology	Risk management	Sales/Marketing	ESG/Sustainability/SDGs	Human Resources/Labor/Human Resource Development
1	Takanobu Ide	○		○		○		○		○
2	Masazumi Uematsu	○	○	○	○		○			
3	Kazuhiko Kushima	○	○			○	○	○		
4	Sachie Kinugawa	○	○				○		○	○
5	Ichido Tatsumi	○		○		○		○	○	
6	Akira Chiba		○		○		○			
7	Takashi Kiski				○		○			○

\*Up to five of the skills of each person are marked. Please note that the above list does not represent all the expertise, experience, and knowledge possessed by each director candidate.

**Proposal No. 6: Determination of the amount of remuneration for Directors (excluding directors who are members of the Audit and Supervisory Committee)**

The amount of remuneration for directors of the Company was approved at the 56th Ordinary General Meeting of Shareholders held on June 26, 2007, to be up to 200 million yen per year (excluding stock -based remuneration).

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally

proposed, the Company will transition to a company with an Audit and Supervisory Committee. Therefore, we ask for your approval that the amount of remuneration for the directors (excluding directors who are members of the Audit and Supervisory Committee, the same applies to this proposal) after the transition is not more than 200 million yen per year (excluding share-based remuneration), and the specific amount and timing of payment for each director will be determined by a resolution of the Board of Directors.

The Company's basic policy on determining the details of remuneration for individual directors is not planned to be changed, except for changing the scope of the policy from "directors" to "directors (excluding directors who are members of the Audit and Supervisory Committee)" and reviewing the indicators related to performance-linked remuneration, even if the proposal is approved as originally proposed. Therefore, the content of this proposal is necessary and reasonable for the payment of remuneration in accordance with the policy, and since it has been approved by the Nomination and Remuneration Committee, the majority of which is composed of independent outside directors, the Company has judged as appropriate. In addition, this remuneration shall not include the salary of the employee of the director who also serves as an employee.

Currently, there are six directors, but if Proposal No. 2 "Partial Amendments to the Articles of Incorporation" and Proposal No. 3 "Appointment of Four Directors (excluding directors who are members of the Audit and Supervisory Committee)" is approved as originally proposed, the number of directors will be four (including two outside directors). The content of this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect.

#### **Proposal No. 7: Determination of the amount of remuneration for Directors who are members of the Audit and Supervisory Committee**

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Therefore, we ask for your approval that the amount of remuneration for directors who are members of the Audit and Supervisory Committee after the transition is not more than 60 million yen per year, and the specific amount and timing of payment for each director who is a member of the Audit and Supervisory Committee will be determined through consultation by directors who are members of the Audit and Supervisory Committee.

The Company has determined that the amount of remuneration for Audit and Supervisory Board members is appropriate in light of the approval of the 56th Ordinary General Meeting of Shareholders held on June 26, 2007, to set the amount of remuneration for Audit and Supervisory

Board Members to be up to 60 million yen per year, and the responsibilities of the directors who are members of the Audit and Supervisory Committee.

If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" and Proposal No. 4 "Appointment of three directors who are members of the Audit and Supervisory Committee " are approved as originally proposed, the number of directors who are Audit and Supervisory Committee members will be three (including two outside directors). The content of this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect.

**Proposal No. 8: Determination of the amount and content of Performance-linked Share-based remuneration for Directors (excluding Directors who are members of Audit and Supervisory Committee and Outside Directors)**

At the 70th Ordinary General Meeting of Shareholders held on June 25, 2021 (hereinafter referred to as the "Original Resolution"), the Company introduced a performance-linked share-based remuneration plan for directors (excluding outside directors) " Board Benefit Trust (BBT)" (hereinafter referred to as the "Plan"). In accordance with the Company's transition to a company with an Audit and Supervisory Committee subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation," we ask for your approval to abolish the remuneration limit for current directors related to the Plan and re-establish the remuneration limit for directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors) (hereinafter referred to as "Directors" in this proposal).

Like the Original Resolution, this proposal intends to raise Directors' awareness of contributing to the improvement of medium- to long-term business performance and the increase in corporate value by clarifying the link between the remuneration of Directors and the Company's business performance and stock value, and sharing with shareholders not only the benefits of rising stock prices but also falling stock prices, and it is consistent with the Company's policy for determining the details of remuneration for individual directors. Therefore, we believe that the content of this proposal is appropriate.

This proposal requests approval of the amount of remuneration and specific details of the share-based remuneration based on the Plan to be provided to Directors of the Company, which is treated separately from Proposal No. 6 "Determination of the amount of remuneration for directors (excluding directors who are members of the Audit and Supervisory Committee)." The details of the Plan shall be decided by the Board of Directors within the framework of "Amount of Remuneration for the Plan and Specific details" below.



The number of Directors eligible for the Plan is currently four, but if Proposal No. 2 "Partial Amendments to the Articles of Incorporation" and Proposal No. 3 "Appointment of Four Directors (excluding Directors who are members of Audit and Supervisory Committee)" are approved as originally proposed, the number of Directors eligible for the Plan will be two. The content of this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2 "Partial Amendments to the Articles of Incorporation" take effect.

#### <Amount of Remuneration for the Plan and Specific details>

##### (1) Overview of the Plan

The Plan is a performance-linked share-based remuneration plan under which the Company's shares will be acquired by a trust (the trust to be established under the Plan is referred to hereinafter as the "Trust") using money that the Company will contribute as the financial funds, and the Company's shares and amount of money equivalent to the market price of the Company's shares (hereinafter the "Company's shares etc.") will be provided to the Directors from the Trust in accordance with the Regulations for Provision of Shares to Officers established by the Company. Directors will be provided with the Company's shares etc., in principle, after the end of each of the Plan Periods defined in (4) below. However, retired Directors will receive the Company's shares etc. at a predetermined time after retiring without waiting for the end of each Plan Period.

##### (2) Persons eligible for the Plan

Directors (excluding directors who are members of Audit and Supervisory Committee and outside directors) of the Company.

##### (3) Trust period

The trust period shall be from August 2021 until the expiration of the Trust. (With regard to the trust period for the Trust, no specific expiration date will be set, and the Trust will continue as long as the Plan continues. The Plan will terminate for reasons that include the delisting of the Company's shares and the abolition of the Regulations for Provision of Shares to Officers.)

##### (4) Trust amount (amount of remuneration)

The Company has introduced the Plan for the period of four fiscal years from the fiscal year ended at the end of March 2022 to the fiscal year ended at the end of March 2025. (The period of these four fiscal years is hereinafter referred to as the "Initial Plan Period," and in principle, the period of every three business years commencing after the lapse of the Initial Plan Period is referred to as the "Plan Period." The Plan Period will be linked to the period of the Company's medium-term management plan, and if the period of the medium-term management plan is changed in the future, the Plan

Period will also be changed according to the period.) and each subsequent Plan Period.

The Trust has been established with directors who meet the beneficiary requirements as beneficiaries by contributing approximately 80 million yen as funds for the acquisition of shares to provide to directors under the Plan for the Initial Plan Period and has acquired 68,000 shares of the Company for the Initial Plan Period using the money contributed to the Trust by the Company. With the transition to a company with an Audit and Supervisory Committee, the Trust will continue to exist as a trust with Directors who meet the requirements for beneficiaries as beneficiaries. The upper limit that the Company can contribute to the Trust for each Plan Period shall be the amount to be determined by multiplying 20 million yen by the number of fiscal years of each Plan Period. Until the Plan is terminated, in each subsequent Plan Period, the Company will, in principle, reasonably estimate the number of shares necessary to provide to Directors under the Plan for each Plan Period and will make additional contributions to the Trust such funds as it deems necessary for the Trust to acquire such shares in advance.

However, in the case of making such additional contributions and if the Company's shares (excluding the Company's shares corresponding to the points granted and adjusted to Directors for each of the immediately preceding Plan Periods, for which provision of the Company's shares to Directors is not completed) and money remain in the Trust (hereinafter referred to as the "Remaining Shares etc."), the maximum amount the Company can additionally contribute in the Plan Periods shall be the above mentioned maximum amount less the amount of the Remaining Shares etc. (the amount for the Company's shares shall be the book value on the final day of the immediately preceding Plan Period).

The upper limit of the amount of the contribution to the Trust (amount of remuneration etc.) has been decided, based on (6) below, taking into comprehensive consideration the outlook for the number of points to be granted to Directors in the future and the trend of the stock price of the Company. Therefore, the Company has judged it is appropriate.

The Company will provide timely and appropriate disclosure when it decides to make additional contributions.

(5) Method of acquisition of the Company's shares and the number of shares to be acquired by the Trust

The acquisition of the Company's shares by the Trust will be implemented through the stock market on which the Company's shares are listed or by subscribing for treasury shares disposed of by the Company with the money contributed as in (4) above as the financial funds.

As a result of reflecting the stock split (2-for-1 common share) to be implemented on June 1, 2025, for the 23,500 points approved at the 70th Ordinary General Meeting of Shareholders held on June 25, 2021, the upper limit of the number of points granted and adjusted to Directors is 47,000 points per business year as described in (6) below, so the upper limit of the

number of shares of the Company acquired by the Trust for the Plan Period corresponding to the medium-term management plan for the three fiscal years is 141,000 shares, and the upper limit of the number of shares to be acquired by the Trust for the Plan Periods will be the number obtained by multiplying the upper limit of the number of adjusted points per business year by the number of business years related to the Plan Period (matching the period of the medium-term management plan). The Company will provide timely and appropriate disclosure concerning the details of the acquisition of the Company's shares by the Trust.

(6) The upper limit of the number of the Company's shares etc. to be provided to the Directors  
Directors will be granted a number of points for each fiscal year, which is determined according to their position based on the Regulations for Provision of Shares to Officers. The points granted to Directors will be adjusted according to the level of performance achieved after the end of each Plan Period.

However, for Directors who retire before the end of each Plan Period after receiving points, such adjustments will be made at the time of resignation according to level of performance achieved up to that point. The total number of points granted and adjusted to Directors will be limited to the number obtained by multiplying business years required for each Plan Period by 47,000 points. Therefore, the maximum total number of points for the Plan Period corresponding to the medium-term management plan for the three fiscal years will be 141,000 points.

This has been decided by comprehensively considering the current level of remuneration for officers, trends in the number of Directors, and future prospects. Therefore, the Company has judged it is appropriate.

Each point shall be converted into one common share of the Company upon the provision of the Company's shares etc. as in (7) below. (However, if there is a share split, allotment of shares without contribution, a consolidation of shares with regard to the Company's shares, after the approval of this proposal, the upper limit on the number of points, the number of points granted, and the conversion ratio shall be adjusted in a reasonable manner proportional to the relevant ratio etc.). The number of points for Directors, which is the basis for the provision of the Company's shares etc. as described in (7) below, shall be the points granted and adjusted to the Directors for each Plan Period in principle.

However, for a Director who retired before the end of each Plan Period, the number of points granted and adjusted to the Director by the time when the retired Director will receive the Company's shares described in (1) above shall be applied (hereinafter, the points calculated in this way are referred to as "Confirmed Number of Points").

(7) Provision of the Company's shares etc.

The Directors who satisfy the beneficiary requirements will receive the number of shares of the Company from the Trust in accordance with the "Confirmed Number of Points" determined as described in (6) above on each period described in (1) above by executing the prescribed

beneficiary determination procedure in principle. However, if the Directors satisfy the requirements as prescribed in the Regulations for Provision of Shares to Officers, they will receive monetary provisions equivalent to the market price of the Company's shares instead of the Company's shares for a certain proportion of the points. The Trust may sell the Company's shares in order to make the monetary provisions. Even a Director who has been awarded points will not be able to obtain the right to receive the Company's shares etc. if the Director was dismissed at a general meeting of shareholders, retired due to certain non-conformity, or committed any inappropriate acts that damage the Company, during his/her tenure.

(8) Exercise of voting rights

Based on instructions from the trust administrator, none of the voting rights of the shares of the Company within the Trust account shall be exercised. By using this method, the Company intends to ensure neutrality toward management of the Company with regard to the exercise of the voting rights of the shares of the Company within the Trust account.

(9) Treatment of dividends

Dividends on the Company's shares in the Trust account will be received by the Trust and mainly used for the acquisition of the Company's shares and fees payable to the trustee of the Trust. In case the Trust is terminated, dividends remaining in the Trust shall be provided to the Directors then in office in proportion to the number of points that each of them holds in accordance with the Regulations for Provision of Shares to Officers.

(10) Treatment upon the termination of trust

The Trust will terminate for such reasons as the delisting of the Company's shares or the abolition of the Regulations for Provision of Shares to Officers.

Of the residual assets in the Trust on its termination, it is planned that the Company will acquire all of the Company's shares without consideration, which will then be canceled by a resolution of the Board of Directors. Of the residual assets in the Trust on its termination, money, excluding the money provided to the Directors in accordance with (9) above, will be paid to the Company.