

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

Securities Code: 2734

January 29, 2026

To our shareholders:

**Goro Kamino**  
President and Representative Director,  
Group Representative and CEO  
**SALA Corporation**  
Sala Tower, 1-55, Ekimae-odori,  
Toyohashi-shi, Aichi

## Notice of the 24th Annual General Meeting of Shareholders

We are pleased to announce the 24th Annual General Meeting of Shareholders of SALA Corporation (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.sala.jp/ja/ir/stock/meeting.html> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the Company’s website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (“TSE”). Please access the website by using the internet address shown below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?show=show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “SALA Corporation” in “Issue name (company name)” or the Company’s securities code “2734” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Instead of attendance to the meeting, you may exercise your voting rights prior to the meeting in writing or by using the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, refer to the “Instructions for the Exercise of Voting Rights,” (Japanese only) and exercise your voting rights by 5:30 p.m. on Thursday, February 19, 2026 (JST).

### [Exercise of voting rights in writing]

Please indicate your approval or disapproval of the proposal on the voting form and then return the form by postal mail so that your vote is received by the deadline indicated above.

If no approval or disapproval is indicated for each proposal, it will be treated as approval of the Company’s proposal.

### [Exercise of voting rights via the internet, etc.]

Please access the “Portal of Shareholders’ Meeting,” a website operated by the Company’s transfer agent, or the website for the exercise of voting rights designated by the Company (<https://www.web54.net>) (in

Japanese), and indicate your approval or disapproval for the proposal according to the instructions on the screen by the deadline indicated above.

Please review the “Instructions on How to Exercise Voting Rights via the Internet, Etc.” (Japanese only) to exercise your voting rights via the internet, etc.

If you exercise your voting rights in duplicate both in writing and via the internet, the voting rights exercised via the internet shall be deemed valid.

If you exercise your voting rights multiple times via the internet, or more than once using a smartphone, only the last exercise of voting rights shall be deemed valid.

- 1. Date and Time:** Friday, February 20, 2026, at 10:00 a.m. (The reception desk will open at 9:00 a.m.)
- 2. Venue:** THE GRACE, 5F, Hotel Arc Riche Toyohashi  
1-55, Ekimae-odori, Toyohashi-shi, Aichi

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 24th fiscal year (from December 1, 2024, to November 30, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 24th fiscal year (from December 1, 2024, to November 30, 2025)

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

**Proposal No. 1:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 2:** Election of Three Directors Who Are Audit and Supervisory Committee Members

### **4. Instructions for the Exercise of Voting Rights**

Please refer to the “Instructions for the Exercise of Voting Rights” and “Instructions on How to Exercise Voting Rights via the Internet, Etc.” (both Japanese only).

- If you attend the meeting in person, you are kindly requested to submit the voting form at the reception desk.
- In accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, among the matters to be included in the documents that contain matters subject to measures for electronic provision, the Company has excluded the following matters.  
[(i) “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, (ii) “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements]  
Accordingly, the documents are part of the documents subject to audits by the Financial Auditor when creating its accounting audit reports and Audit and Supervisory Committee when creating its audit reports.
- If it becomes necessary to make revisions to the matters subject to measures for electronic provision, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s website and the TSE website.

### **Live streaming of the General Meeting of Shareholders (Japanese only)**

- The General Meeting of Shareholders will be streamed live on the Company’s website for viewing. If, for some reason, the live streaming is not available, we will announce it on the same page.

The Company’s website (<https://www.sala.jp/ja/ir/stock/meeting.html>) (in Japanese)

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members).

As for this proposal, the Audit and Supervisory Committee has judged that all the candidates are qualified. The candidates for Director (excluding Director who is an Audit and Supervisory Committee Member) are as follows:

Candidate No.	Name	Position	Responsibility
1	Goro Kamino	President and Representative Director, Group Representative and CEO	<b>Reelection</b>
2	Takayuki Watarai	Managing Director	General Manager of Management Strategy Division <b>Reelection</b>
3	Keitaro Suzuki	Director	Executive Officer, Leader of Energy & Solutions Segment <b>Reelection</b>
4	Sachiko Otsuji	Director	General Manager of Administration Division <b>Reelection</b>
5	Yoshio Ichiryu	Director	<b>Reelection</b> <b>Outside</b> <b>Independent</b>
6	Kazutaka Okubo	Director	<b>Reelection</b> <b>Outside</b> <b>Independent</b>
7	Shingo Akama	Executive Officer, Leader of Properties Segment	<b>New election</b>

<b>Reelection</b>	candidate for Director to be reelected	<b>New election</b>	candidate for Director to be newly elected
<b>Outside</b>	candidate for outside Director	<b>Independent</b>	independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<b>Goro Kamino</b> (August 29, 1960)  Reelection	<p>Aug. 2000 President and Representative Director of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>May 2002 President and Representative Director of the Company</p> <p>June 2002 Director of Chubu Engineering Corporation (current position)</p> <p>Mar. 2006 Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2007 Chairman and Representative Director of SALA CARS JAPAN Co., Ltd. (current position)</p> <p>Mar. 2012 President and Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2018 Chairman and Representative Director (current position)</p> <p>Feb. 2020 President and Representative Director, Group Representative and CEO of the Company (current position)</p> <p>Feb. 2021 Chairman and Director of SALA HOUSE CO., LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of Musashi Seimitsu Industry Co., Ltd.</p>	1,383,587 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Kamino has been engaging in management at the Company and Group companies over many years, and began assuming a managerial role as the President and Representative Director upon establishment of the Company in May 2002. The Company has nominated him as a candidate for reelection as Director in anticipation that he will demonstrate his outstanding managerial talent given his abundant experience and adequate achievements.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<b>Takayuki Watarai</b> (December 12, 1972)  Reelection	<p>Apr. 1995      Joined GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2018      Executive Officer, General Manager of Management Planning Department of E&amp;S Head Office</p> <p>Feb. 2021      Director, in charge of planning operations and General Manager of Management Planning Department of SALA ENERGY CO., LTD.</p> <p>Dec. 2021      Director, Supervisor of Business Process Reform Project (current position)</p> <p>Dec. 2021      Administrative Officer, General Manager of Management Strategy Division, and General Manager of Business Planning Department of the Company</p> <p>Feb. 2022      Director, General Manager of Management Strategy Division, and General Manager of Business Planning Department</p> <p>Dec. 2022      Director, General Manager of Management Strategy Division, and General Manager of Innovation Promotion Department</p> <p>Feb. 2023      Managing Director, General Manager of Management Strategy Division, and General Manager of Innovation Promotion Department</p> <p>Feb. 2024      Managing Director, General Manager of Management Strategy Division (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Watarai has abundant experience and achievements having been engaged in management of the energy and life-related businesses of the Company and Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight amassed through such experience.</p>	13,117 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<b>Keitaro Suzuki</b> (October 12, 1964)  Reelection	<p>Mar. 2012 Director, Managing Director of Hamamatsu Region, and General Manager of Hamamatsu Branch, and General Manager of Iwata Sales Office of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Mar. 2015 Managing Director, in charge of planning and administrative operations, and General Manager of Corporate Management Department, and Managing Director of Hamamatsu Region</p> <p>Feb. 2018 Managing Director, in charge of planning operations of E&amp;S Head Office of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>Dec. 2019 Managing Director, in charge of promotion of SALA in Life of SALA ENERGY CO., LTD.</p> <p>Feb. 2022 Senior Managing Director, Assistant to President, and Supervisor of Sales</p> <p>Feb. 2023 President and Representative Director (current position)</p> <p>Feb. 2023 Director, Executive Officer, Leader of Energy &amp; Solutions Segment of the Company (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Suzuki has abundant experience and achievements having been engaged in management in the city gas business and other operations of Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p>	47,830 shares
4	<b>Sachiko Otsuji</b> (January 3, 1972)  Reelection	<p>Apr. 1994 Joined CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Jan. 2013 Manager of Human Resources Strategy Group, Human Resources Strategy Department of the Company</p> <p>Dec. 2016 General Manager of Human Resources Strategy Department and Manager of Human Resources Strategy Group</p> <p>Dec. 2019 General Manager of Human Resources Strategy Department</p> <p>Feb. 2021 Executive Officer, General Manager of Human Resources Strategy Department</p> <p>Feb. 2024 Director, General Manager of Administration Division (current position)</p> <p>[Reasons for nomination as candidate for Director] Ms. Otsuji has abundant experience and knowledge mainly related to human resources and labor affairs at the Company and a Group company. The Company has nominated her as a candidate for reelection as Director in anticipation that she will manage the Company drawing on her substantial insight amassed through such experience.</p>	15,280 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<b>Yoshio Ichiryu</b> (January 3, 1946)  Reelection Outside Independent	<p>July 2000      President of Ichiryu Associates, Inc. (current position)</p> <p>Feb. 2003      Outside Audit &amp; Supervisory Board Member of the Company</p> <p>Feb. 2006      Outside Director (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President of Ichiryu Associates, Inc.</p> <p>Outside Director of SHIMA SEIKI MFG., LTD.</p> <p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Ichiryu has substantial insight across all operations, and has played an appropriate role in ensuring the validity and appropriateness of management decisions by proactively giving advice and making proposals at meetings of the Board of Directors. The Company has nominated him as a candidate for reelection as outside Director in anticipation that he will supervise, give advice, etc. regarding management by drawing on his insight, and because of the appropriate role he has played. Furthermore, if he is elected, the Company plans for him to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	65,900 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<b>Kazutaka Okubo</b> (March 22, 1973)  Reelection Outside Independent	<p>Feb. 2005      Managing Director of ShinNihon Integrity Assurance Inc. (currently Ernst &amp; Young ShinNihon Sustainability Co., Ltd.)</p> <p>July 2012      Senior Partner of Ernst &amp; Young ShinNihon LLC</p> <p>Feb. 2016      Senior Managing Director and General Manager of ERM Department</p> <p>June 2019      President and Representative Director of Okubo Associates Inc. (current position)</p> <p>Feb. 2020      Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President and Representative Director of Okubo Associates Inc.</p> <p>President and Representative Director of SS Dnaform Co., Ltd.</p> <p>Director, Audit and Supervisory Committee Member (External) of SEGA SAMMY HOLDINGS INC.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Sun Frontier Fudousan Co., Ltd.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of BrainPad Inc.</p> <p>Outside Director of LIFULL Co., Ltd.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Musashi Seimitsu Industry Co., Ltd.</p>	4,500 shares
		<p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Okubo has extensive knowledge and experience in the fields of compliance and CSR in addition to his knowledge of governance and finance based on his audit experience at a major audit firm. The Company has nominated him as a candidate for reelection as outside Director in anticipation that he will supervise, give advice, etc. regarding management by drawing on his abundant insight, and because he has played an appropriate role in ensuring the validity and appropriateness of management decisions by proactively giving advice and making proposals at meetings of the Board of Directors. Furthermore, if he is elected, the Company plans for him to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<b>Shingo Akama</b> (March 1, 1965)  New election	<p>Apr. 1988      Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>Mar. 2015      General Manager of Nagoya Business Corporate Department of SMBC Nikko Securities Inc.</p> <p>Mar. 2019      Director, General Manager of Nagoya Business Corporate Department</p> <p>Apr. 2020      Joined Chubu Gas Realtors Co., Ltd. (currently SALA Real Estate Inc.) Full-Time Advisor</p> <p>July 2020      Senior Managing Director, Assistant to President, and General Manager of Development Division</p> <p>Feb. 2022      President and Representative Director (current position)</p> <p>Feb. 2022      Executive Officer, Leader of Properties Segment of the Company (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Akama has abundant experience and knowledge related to real estate and other businesses at a Group company in addition to his knowledge of financial strategies and capital policies based on his many years of operational experience at financial institutions. The Company has nominated him as a candidate for new election as Director in anticipation that he will manage the Company drawing on his substantial insight amassed through such experience.</p>	0 shares

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Yoshio Ichiryu and Kazutaka Okubo are candidates for outside Director. The Company appointed Mr. Ichiryu and Mr. Okubo as independent officers as provided for by the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange and has notified each of the Exchanges of their appointment. If their reelection is approved, the Company plans for their appointment as independent officers to continue.
  - Matters regarding the candidates for outside Director are as follows:
    - The number of years served as outside Director since the candidates for outside Director assumed the office:  
Yoshio Ichiryu is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be 20 years.  
Kazutaka Okubo is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be six years.
    - Summary of details of limited liability agreement with outside Directors:  
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Yoshio Ichiryu and Kazutaka Okubo to limit the liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph (1) of the same Act. If their reelection is approved, the Company plans to continue the said limited liability agreement with them.
  - Summary of details of directors and officers liability insurance policy:  
The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by all officers (Directors, Audit & Supervisory Board Members and Executive Officers) of the Group companies in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability (unless a coverage exclusion in the insurance policy is applied). Candidates currently serving as Director are included as the insureds in the D&O insurance. If each candidate is elected and assumes office, the Company plans to include every such person as an insured in the D&O insurance. The full amount of the insurance premiums for D&O insurance is borne by the Company. The term of the current D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

## Proposal No. 2: Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<b>Hiroki Takekawa</b> (May 20, 1966)  Reelection	<p>Apr. 1991      Joined GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>Dec. 2009      Manager of General Affairs Group, General Affairs Department of the Company</p> <p>Dec. 2018      General Manager of General Affairs Department and Manager of General Affairs Group</p> <p>Dec. 2021      General Manager of General Affairs Department</p> <p>Dec. 2022      General Manager of Audit Department</p> <p>Feb. 2024      Director (Full-Time Audit and Supervisory Committee Member) (current position)</p>	15,200 shares
		<p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Mr. Takekawa has abundant experience and knowledge mainly related to general and legal affairs at the Company and a Group company. The Company has nominated him as a candidate for reelection as Director who is an Audit and Supervisory Committee Member in anticipation that he will reinforce the auditing and supervision function of the Company's management drawing on his substantial insight amassed through such experience.</p>	
2	<b>Tetsuo Agata</b> (April 26, 1953)  Reelection Outside Independent	<p>June 2004      Managing Officer of Toyota Motor Corporation</p> <p>June 2008      Senior Managing Director</p> <p>June 2011      Executive Vice President, Member of the Board and Representative Director of Toyota Industries Corporation</p> <p>June 2013      President and Representative Director of JTEKT CORPORATION</p> <p>Feb. 2022      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p>	0 shares
		<p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>Mr. Agata has abundant experience and achievements having been engaged in management in the automotive manufacturing business over many years. The Company has nominated him as a candidate for reelection as outside Director who is an Audit and Supervisory Committee Member in anticipation that he will reinforce the auditing and supervision function of the Company's management drawing on his substantial insight amassed through such experience. Furthermore, if he is elected, the Company plans for him to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p><b>Miyuki Tani</b> (Name on family register: Miyuki Muraki) (November 4, 1967)</p> <p>New election Outside Independent</p>	<p>July 2004 General Manager of UCJ Collection Service Co., Ltd.</p> <p>Jan. 2006 Representative Director and Senior Executive Vice President of Unified Capital Japan Co., Ltd.</p> <p>Nov. 2008 Chief Financial Officer, Asia Pacific of Panorama Hospitality Co., Ltd.</p> <p>Nov. 2011 Executive Director of Morgan Stanley Capital K.K.</p> <p>Oct. 2015 President and Representative Director of Grand Hotel Operations Co., Ltd.</p> <p>June 2016 Auditor of MS Japan REIT Holdings, Inc.</p> <p>Apr. 2020 Director of U.S.-Japan Council (Japan) (current position)</p> <p>June 2024 Representative Director of PEREGRINE CONSULTING Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director of Design2Sync Co., Ltd.</p> <p>Representative Director of ASA Platform Co., Ltd.</p> <p>Representative Director of PEREGRINE CONSULTING Co., Ltd.</p> <p>Outside Director (Independent) of CREAL Inc.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>Ms. Tani has abundant knowledge and experience in the fields of real estate investment, IT and DX in addition to her knowledge of finance and accounting as a U.S. certified public accountant. The Company has nominated her as a candidate for new election as outside Director who is an Audit and Supervisory Committee Member in anticipation that she will reinforce the auditing and supervision function of the Company's management drawing on her substantial insight amassed through such experience. Furthermore, if she is elected, the Company plans for her to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	0 shares

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Tetsuo Agata and Miyuki Tani are candidates for outside Director. The Company appointed Mr. Agata as an independent officer as provided for by the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange and has notified each of the Exchanges of his appointment. If his reelection is approved, the Company plans for his appointment as an independent officer to continue. If the election of Ms. Tani is approved, the Company also plans to appoint her as an independent officer and notify each of the Exchanges of her appointment.
  - Matters regarding the candidates for outside Director are as follows:
    - The number of years served as outside Director since the candidates for outside Director assumed the office:  
Tetsuo Agata is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be four years.
    - Summary of details of limited liability agreement with outside Directors:  
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Tetsuo Agata to limit the liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph (1) of the same Act. If his reelection is approved, the Company plans to continue the said limited liability agreement with him. If the election of Miyuki Tani is approved, the Company also plans to enter into a limited liability agreement of the same content with her.
  - Summary of details of directors and officers liability insurance policy:  
The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by all officers (Directors, Audit & Supervisory Board Members and Executive Officers) of the Group companies in cases where they assume liability pertaining to their performance of duties or receive claims

pertaining to the pursuit of such liability (unless a coverage exclusion in the insurance policy is applied). Candidates currently serving as Director are included as the insureds in the D&O insurance. If each candidate is elected and assumes office, the Company plans to include every such person as an insured in the D&O insurance. The full amount of the insurance premiums for D&O insurance is borne by the Company. The term of the current D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

## **(Reference 1) Criteria for Independence of Outside Officers**

The Company deems that a candidate for outside Director is independent when none of the following conditions apply:

1. A principal executive (Note 1) of the Company or its subsidiaries (the “Group”)
2. An entity for which the Group is a major business partner (Note 2) or a principal executive thereof
3. A major business partner of the Group (Note 3) or a principal executive thereof
4. A major shareholder of the Company (Note 4) or a principal executive thereof
5. Financial Auditor or a member or other employee of an audit firm of the Group
6. A consultant, legal expert or accounting expert who receives a large amount of monetary consideration (Note 5) or other assets other than officer remuneration from the Group
7. An entity that receives a large amount of donation (Note 6) from the Group or a principal executive thereof
8. A spouse or relative within the second degree of kinship of the person described in 1. through 7. above
9. Notwithstanding the provisions of each preceding item, a person who is considered to have a special reason that may cause a conflict of interest with the Company

Notes:

- 1: “Principal executive” refers to an executive director, an executive officer or an important employee whose position is ranked at the level of general manager or above.
- 2: “Entity for which the Group is a major business partner” refers to an entity that has received the payment of 2% or more of its consolidated net sales from the Group in the most recent fiscal year.
- 3: “Major business partner of the Group” refers to an entity that has paid the Group 2% or more of its consolidated net sales in the most recent fiscal year.
- 4: “Major shareholder” refers to a shareholder who holds 10% or more of the total number of voting rights of the Company directly or indirectly.
- 5: “A large amount of monetary consideration” refers to the amounts of ¥10 million or more a year, while for an organization, over 2% of the annual revenues, on average for the past three fiscal years.
- 6: “A large amount of donation” refers to amounts of over ¥10 million a year on average for the past three fiscal years.

## (Reference 2) Skills Matrix of Directors of the Company

In order to realize the SALA Group's 2030 Vision, the Company has set areas of particular importance for the Company's Board of Directors in the table below, and nominates personnel who have knowledge in each area as candidates for Director. The management structure after the Annual General Meeting of Shareholders will be as shown in the table below. The skills matrix shows only three areas in which the Company expects expertise and the demonstration of experience of each Director and does not represent all of the knowledge and experience of each Director.

Name	Gender	Areas in which the Company expects expertise and the demonstration of experience						
		Corporate Management	Sales/Marketing	Finance/Accounting	Personnel/Labor	Legal Affairs/Compliance/Risk Management	IT/DX	ESG/Sustainability
Goro Kamino President and Representative Director, Group Representative and CEO	Male	●	●				●	
Takayuki Watarai Representative Managing Director	Male	●	●				●	
Keitaro Suzuki Director	Male	●	●	●				
Sachiko Otsuji Director	Female				●	●		●
Shingo Akama Director	Male	●	●	●				
Yoshio Ichiryu Outside Director	Male		●		●			●
Kazutaka Okubo Outside Director	Male			●		●	●	
Hiroki Takekawa Director (Full-Time Audit and Supervisory Committee Member)	Male			●		●		●
Tetsuo Agata Outside Director (Audit and Supervisory Committee Member)	Male	●	●					●
Miyuki Tani Outside Director (Audit and Supervisory Committee Member)	Female			●	●		●	