| 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. |
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Securities Code: 3678
May 11, 2026
Start date of measures for electronic provision: May 1, 2026

To our shareholders:

Yasushi Fujita
President and CEO
**MEDIA DO Co., Ltd.**
1-1-1 Hitotsubashi, Chiyoda-ku, Tokyo

# Notice of the 27th Annual General Meeting of Shareholders

**1. Date and Time:** **Wednesday, May 27, 2026, at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)**

**2. Venue:** **Conference Room, Head Office of MEDIA DO Co., Ltd.**
**5F, PALACESIDE Bldg.**
**1-1-1 Hitotsubashi, Chiyoda-ku, Tokyo**

**3. Purpose of the Meeting:**

**Matters to be reported:**

**(1) The Business Report and the Consolidated Financial Statements for the 27th fiscal year (from March 1, 2025 to February 28, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and Audit & Supervisory Board**

**(2) The Non-consolidated Financial Statements for the 27th fiscal year (from March 1, 2025 to February 28, 2026)**

**Matters to be resolved:**

**Proposal No. 1: Election of Six Directors**

**Proposal No. 2: Election of Two Audit & Supervisory Board Members**

**Proposal No. 3: Continuation of the Response Policy to Large-Scale Purchases of the Company's Shares (Takeover Defense Measures)**

**4. Information That Constitutes the Content of Reference Documents for the General Meeting of Shareholders, Etc. (Items for Which Measures for Providing Information in Electronic Format Are to Be Taken)**

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website by using the internet address shown below and select "Notice of the 27th Annual General Meeting of Shareholders," "The Business Report for the 27th Annual General Meeting of Shareholders" and "Other items subject to measures for electronic provision for the 27th Annual General Meeting of Shareholders (items omitted from paper-based documents)" (in Japanese) to review the information.

The Company's website: https://mediado.jp/english/ir/information/convocation/

In addition to posting items subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange, Inc. Access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name (company name) “MEDIA DO” or the Company’s securities code “3678,” 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].”

TSE website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If revisions to the items for which measures for providing information in electronic format are required, the Company shall post such revision on each website.

**5. Guidance for Exercising Voting Rights Beforehand:**

Please note that the deadline for receiving votes when you exercise your voting rights beforehand via the internet or in writing (by post) is 6:00 p.m. Tuesday, May 26, 2026. For details on how to exercise your voting rights beforehand, please refer to “Guidance for Exercising Voting Rights” on page 5 and 6 of Japanese version.

Among the items subject to measures for electronic provision, pursuant to the relevant laws and regulations and the provisions of the Company’s Articles of Incorporation, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit, including the following items.

(i) System for ensuring the appropriateness of operations and the status of its implementation described in the Business Report
(ii) Notes to the Consolidated Financial Statements
(iii) Notes to the Non-consolidated Financial Statements

## ● Other Information

◆ A gift will be provided as a token of appreciation for attending this general meeting of shareholders. One gift will be given to each attending shareholder after the conclusion of the general meeting of shareholders, regardless of the number of voting forms they submitted.

◆ This general meeting of shareholders will be broadcast live on the Company’s website (https://mediado.jp/ir/) (in Japanese), so please make use of this service. For details regarding the date and time and other information for the broadcast, please refer to “Guidance on Live broadcast” on page 6 of Japanese version.

This general meeting of shareholders shall be held as a hybrid participation-type virtual shareholder meeting. Shareholders participating via the live broadcast shall not be able to exercise voting rights, ask questions or make motions at that time.

◆ The Company’s business briefing will be held at the same venue following this general meeting of shareholders. The live broadcast for the briefing is planned to be carried out on the same website.

We would appreciate it if you participated for as long as time permits.

If there are any major changes in the holding or operation of this general meeting of shareholders due to unforeseen circumstances, an announcement will be posted on the Company’s website (https://mediado.jp/english/ir/information/convocation/).

**Reference Documents for General Meeting of Shareholders**

**Proposal No. 1: Election of Six Directors**

At the conclusion of this general meeting of shareholders, the terms of office of all seven Directors will expire. Therefore, the Company proposes the election of six Directors including three outside Directors.

The candidates for Director are as follows:

| Candidate No. | Name | Current position and responsibility in the Company | Attendance at meetings of the Board of Directors | |
|---|---|---|---|---|
| 1 | Yasushi Fujita | President and CEO | 18/18 | Reelection Male |
| 2 | Kayoko Hanamura | Director and COO | 18/18 | Reelection Female |
| 3 | Koichi Sekiya | Director | 18/18 | Reelection Male |
| 4 | Ayako Kanamaru | Outside Director | 18/18 | Reelection Female Outside Independent |
| 5 | Haruo Miyagi | Outside Director | 17/18 | Reelection Male Outside Independent |
| 6 | Junko Mokuno | Outside Director | 18/18 | Reelection Female Outside Independent |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|---|
| 1 | Yasushi Fujita (August 31, 1973) | Apr. 1996 | Established Fuji Techno Limited Company (merged with the Company in November 2001), Representative Director | 2,486,444 shares |
| | | Apr. 1999 | Established the Company, Representative Director and President | |
| | | Dec. 2013 | Established FIBC Co., Ltd., Representative Director and President (current position) | |
| | | Mar. 2017 | Representative Director and Chairman of Digital Publishing Initiatives Japan Co., Ltd. (changed its company name to MEDIA DO Co., Ltd. in March 2019, and merged with the Company in June 2020) | |
| | | Mar. 2017 | Representative Director of MEDIA DO TECH TOKUSHIMA Co., Ltd. | |
| | | Sept. 2017 | Representative Director and Group CEO of the Company | |
| | | Mar. 2018 | Representative Director and Chairman of MEDIA DO Co., Ltd. (merged with Digital Publishing Initiatives Japan Co., Ltd. in March 2019) | |
| | | Mar. 2018 | Representative Director, President, Executive Officer, and CEO of the Company | |
| | | May 2019 | President and CEO of the Company (current position) | |
| | | Jan. 2020 | Representative Director of TOKUSHIMA INNOVATION BASE ASSOCIATION (current position) | |
| | | Apr. 2022 | Representative Director of GAMBAROU TOKUSHIMA Co., Ltd. (current position) | |
| | | Jan. 2023 | Representative Director of xIB JAPAN (current position) | |
| | | Sept. 2025 | Director of JAPAN PROFESSIONAL BASKETBALL LEAGUE (current position) | |
| 2 | Kayoko Hanamura (January 1, 1978) | Apr. 2000 | Joined For-side.com Co.,Ltd. (currently Forside Co., Ltd.) | 20,342 shares |
| | | Sept. 2007 | Executive Officer and General Manager of Distribution & Sales Department of Forside Co., Ltd. | |
| | | Mar. 2010 | Director in charge of Licensing Division of Forside Co., Ltd. | |
| | | Feb. 2015 | Joined the Company, General Manager of Licensing Business Department | |
| | | June 2020 | Executive Officer and CEDO of the Company | |
| | | June 2022 | Senior Executive Officer, eBook Distribution Business of the Company | |
| | | May 2023 | Director and CBO of the Company | |
| | | May 2024 | Director and COO of the Company (current position) | |
| | | May 2024 | Representative Director of MEDIA DO TECH TOKUSHIMA Co., Ltd. (current position) | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|---|
| 3 | Koichi Sekiya (February 14, 1960) | Sept. 1989 | Joined Kadokawa Haruki Corporation | 3,708 shares |
| | | Mar. 1993 | Joined Kadokawa Shoten Co., Ltd. (currently KADOKAWA CORPORATION) | |
| | | Mar. 2005 | Representative Director and President of Kadokawa Book Service Co., Ltd. | |
| | | Mar. 2007 | Representative Director and President of Kadokawa Group Publishing Co., Ltd. | |
| | | June 2009 | Director of KADOKAWA GROUP HOLDINGS, INC. | |
| | | Apr. 2013 | Managing Director of KADOKAWA GROUP HOLDINGS, INC. | |
| | | Apr. 2015 | Director and Senior Executive Officer of KADOKAWA CORPORATION | |
| | | Apr. 2016 | Representative Director and President of KADOKAWA UPLINK INC. | |
| | | May 2016 | Representative Director and President of TOKOROZAWA SAKURA TOWN INC. | |
| | | June 2019 | Director of KADOKAWA CORPORATION | |
| | | June 2020 | Representative Director and Chairman of Cool Japan Travel, Inc. | |
| | | June 2022 | Representative Director and President of KADOKAWA KEY-PROCESS Co., Ltd. | |
| | | May 2024 | Director of the Company (current position) | |
| 4 | Ayako Kanamaru (January 27, 1980) | Oct. 2006 | Registered as attorney at law | 0 shares |
| | | Oct. 2006 | Joined Oh-Ebashi LPC & Partners | |
| | | Jan. 2016 | Partner of Oh-Ebashi LPC & Partners (current position) | |
| | | May 2021 | Outside Director of the Company (current position) | |
| | | June 2023 | Outside Director of AUTOBACS SEVEN CO., LTD. (current position) | |
| | | June 2025 | External Director of Mitsui Matsushima Holdings Co., Ltd. (current position) | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|---|
| 5 | Haruo Miyagi<br>(June 19, 1972) | Mar. 1993 | Established the ETIC. Student Entrepreneur Liaison Conference, Secretary General | 0 shares |
| | | Mar. 2000 | Established the Non-Profit Organization ETIC (Entrepreneurial Training for Innovative Communities), Representative Director | |
| | | Apr. 2010 | Part-time Lecturer of Graduate School of Waseda University | |
| | | Nov. 2013 | Advisor to Ministry of Education, Culture, Sports, Science and Technology | |
| | | Apr. 2015 | Visiting Professor of Tama Graduate School of Business (current position) | |
| | | June 2019 | Member of the Council on Overcoming Population Decline and Vitalizing Local Economy, Headquarters for Overcoming Population Decline and Vitalizing Local Economy (currently Office for the Council for the Realization of the Vision for a Digital Garden City Nation) of Cabinet Secretariat. | |
| | | June 2021 | Outside Director of DeNA Co., Ltd. (current position) | |
| | | May 2022 | Outside Director of the Company (current position) | |
| 6 | Junko Mokuno<br>(December 20, 1961) | Apr. 1984 | System Engineer of Yokogawa Hewlett-Packard Company (currently Hewlett Packard Japan, G.K.) | 0 shares |
| | | July 1991 | Joined Arthur D. Little Japan, Inc. | |
| | | Jan. 2002 | Executive Officer of The Pokémon Company | |
| | | Sept. 2008 | Director of The Walt Disney Company (Japan) Ltd. | |
| | | Oct. 2015 | Corporate Officer of Tsuburaya Productions Co., Ltd. | |
| | | June 2018 | Researcher, Laboratory for Design of Social Innovation in Global Networks of Tokyo Institute of Technology (currently Member, Dlab+, Institute of Future Science of Institute of Science Tokyo) (current position) | |
| | | June 2019 | Outside Director of COLOWIDE Co., Ltd. (current position) | |
| | | July 2019 | Vice Representative of TRAIL INC. (current position) | |
| | | May 2023 | Outside Director of the Company (current position) | |
| | | June 2023 | Board Member of Cool Japan Fund Inc. (current position) | |
| | | July 2023 | Specially Appointed Professor of University Research Management Organization of Tokyo University of Agriculture and Technology (current position) | |

Notes:
1. Kayoko Hanamura's name on her family register is Kayoko Hayashi.
2. Junko Mokuno's name on her family register is Junko Takeo.
3. The Company has transactions with GAMBAROU TOKUSHIMA Co., Ltd., where Yasushi Fujita concurrently serves as Representative Director, pertaining to assistance, contracted administrative work concerning overall management of the said company and the purchase of goods. The Company has transactions with KITO DESIGN Group Inc. (including its wholly owned subsidiaries), where he concurrently serves as CEO, pertaining mainly to the purchase of the said company's products. The Company also has transactions with OGON no mura Co., Ltd, where he concurrently serves as CEO, pertaining to the purchase of the said company's products. In addition, the

Company has transactions with xIB JAPAN, where he concurrently serves as Representative Director, pertaining to the contracted provision of services, etc.

4. There is no special interest between the other candidates for Director and the Company.
5. Ayako Kanamaru, Haruo Miyagi and Junko Mokuno are candidates for outside Director.
6. Yasushi Fujita is deeply acquainted with all aspects of the Company's business operations as the Company's founder. Responsible for planning medium- to long-term strategies for the entire MEDIA DO Group, as well as formulating the Company's philosophy and identity, he has extensive experience and in-depth knowledge as a corporate manager since the Company's establishment. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
7. Kayoko Hanamura is deeply acquainted with the electronic book industry, and since joining the Company, she has been involved in the eBook Distribution Business, and while developing services she has led its growth into what is currently a core business. The Company proposes her election as Director in the expectation of using this extensive experience and in-depth knowledge.
8. Koichi Sekiya is deeply acquainted with the publishing industry and is engaged in business operations in a broad spectrum of fields in the business world. He has extensive experience and in-depth knowledge as a corporate manager. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
9. As an attorney at law, Ayako Kanamaru has extensive experience and expert knowledge related to general corporate legal affairs encompassing international transactions, internal controls and corporate governance. She has been providing appropriate advice and supervision for the management of the Company as outside Director. The Company proposes her election as outside Director in expectation of applying such knowledge and experience to the Company's risk management and governance domains. Ayako Kanamaru has never been involved in the management of a company in the past, except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons. She is expected to provide pertinent advice from the viewpoint of risk management and governance based on her knowledge and experience as an attorney at law, and effective supervision of the management team from an independent and objective standpoint.
10. Haruo Miyagi has extensive experience and in-depth knowledge regarding business support and organizational operation in a broad range of fields as the Representative Director of an NPO dedicated to the fostering and mentoring of entrepreneurial leaders. He has been providing appropriate advice and supervision for the management of the Company as outside Director. The Company proposes his election as outside Director in the expectation of applying such experience and knowledge to further strengthen business promotion and organizational operation in the MEDIA DO Group. Haruo Miyagi has never been involved in the management of a company in the past, except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons. He is expected to provide pertinent advice from his viewpoint on promotion of business and organizational operation in a broad range of fields, based on his long-standing knowledge and experience gained through fostering and supporting entrepreneurial leaders, and effective supervision of the management team from an independent and objective standpoint.
11. Junko Mokuno has extensive experience and in-depth knowledge regarding strategy formulation and business management in the fields of e-commerce and digital marketing at various companies, including those in the content industry. The Company proposes her election as outside Director in the expectation of applying such experience and knowledge to further strengthen business promotion, marketing and branding in the MEDIA DO Group. She is expected to provide pertinent advice from her viewpoint on promotion of business and marketing, based on her knowledge and experience gained through strategy formulation and business management in the fields such as digital marketing at various companies, and effective supervision of the management team from an independent and objective standpoint.
12. Ayako Kanamaru was appointed as outside Director of the Company in May 2021, and at the conclusion of this general meeting of shareholders, her tenure will have been five years. Haruo Miyagi was appointed as outside Director of the Company in May 2022, and at the conclusion of this general meeting of shareholders, his tenure will have been four years. Junko Mokuno was appointed as outside Director of the Company in May 2023, and at the conclusion of this general meeting of shareholders, her tenure will have been three years.
13. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Ayako Kanamaru, Haruo Miyagi and Junko Mokuno for the purpose of limiting the liability for damages to the maximum amount prescribed by laws and regulations. An overview of this agreement is as stated in "4. (2) Overview of the limited liability agreement" on the Business Report on page 20 of Japanese version. If they are reelected, the Company plans to renew the aforementioned agreement with them.
14. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. An overview of this insurance policy is as stated in "4. (3) Overview of the directors and officers liability insurance policy" on the Business Report on page 20 of Japanese version. If each candidate for Director is elected, they will be included in the insured under the insurance policy, and the Company plans to renew the insurance policy with the same details during the term of office of each candidate.

15. The Company has submitted notification to the Tokyo Stock Exchange that Ayako Kanamaru, Haruo Miyagi and Junko Mokuno have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected, the Company plans for their designation as an independent officer to continue.
16. The number of shares of the Company owned is the number of shares owned as of February 28, 2026.

**Proposal No. 2: Election of Two Audit & Supervisory Board Members**

At the conclusion of this general meeting of shareholders, the terms of office of Audit & Supervisory Board Member Kazuyoshi Ohwada will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members. If this proposal is approved and adopted, the number of Audit & Supervisory Board Members will be increased by one to a total of four (of which three are outside Audit & Supervisory Board Members).

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

| Candidate No. | Name | Current position in the Company | Attendance at meetings of the Board of Directors, etc. | |
|---|---|---|---|---|
| 1 | Kazuyoshi Ohwada | Standing Audit & Supervisory Board Member | Board of Directors' meeting 17/18 Audit & Supervisory Board meeting 10/17 | Reelection Male |
| 2 | Akiko Nagayo | – | – | New election Outside Independent Female |

| Candidate No. | Name (Date of birth) | Career summary, position in the Company, and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|---|
| 1 | Kazuyoshi Ohwada (September 2, 1946) | June 1969 | Joined Sony Audio Corporation (currently Sony Global Manufacturing & Operations Corporation) | 256,000 shares |
| | | Mar. 2002 | Joined the Company, General Manager of the Administration Department of the Company | |
| | | July 2003 | Director and General Manager of the Administration Department of the Company | |
| | | Mar. 2008 | Director and General Manager of the Administration Division of the Company | |
| | | May 2012 | Senior Managing Director and General Manager of the Administration Division of the Company | |
| | | Sept. 2013 | Director and General Manager of the Administration Division of the Company | |
| | | May 2014 | Standing Audit & Supervisory Board Member of the Company (current position) | |
| 2 | Akiko Nagayo* (August 11, 1976) | Oct. 1998 | Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) | 0 shares |
| | | Apr. 2002 | Registered as a Certified Public Accountant | |
| | | Aug. 2004 | Joined ChuoAoyama Tax Corporation (currently PwC Tax Japan) | |
| | | July 2006 | Joined Imagica Robot Holdings Inc. (currently IMAGICA GROUP Inc.) | |
| | | Jan. 2009 | Established Nagayo Certified Public Accountant Office (current position) | |
| | | Aug. 2020 | Registered as a Certified Public Tax Accountant | |
| | | May 2024 | Outside Auditor of TKP Corporation | |
| | | May 2025 | Outside Director (Audit & Supervisory Committee Member) of TKP Corporation (current position) | |
| | | Nov. 2025 | Registered as a Certified Fraud Examiner | |
| | | Mar. 2026 | Outside Auditor of CL Holdings Inc. (current position) | |

Notes:
1. New candidate for Audit & Supervisory Board Member is indicated by an asterisk (*).
2. Akiko Nagayo is a candidate for outside Audit & Supervisory Board Member.
3. There is no special interest between the candidates and the Company.
4. Kazuyoshi Ohwada has served as General Manager of the Administration Division of the Company, among other roles, overseeing our administrative departments for many years, and has considerable knowledge in finance and accounting. As such, the Company proposes his election as Standing Audit & Supervisory Board Member in the expectation that he will apply his expert knowledge to strengthening the Company's audit framework.
5. As a certified public accountant and tax accountant, Akiko Nagayo has been involved in accounting audits, tax-related operations, and other tasks, and also has extensive experience and deep knowledge in the fields of corporate accounting, auditing, and internal controls. The Company proposes her election as outside Audit & Supervisory Board Member, expecting that she will appropriately audit the execution of duties by Directors from a broad and expert perspective, thereby strengthening the Company's audit framework. Akiko Nagayo has never been involved in the management of a company in the past, except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges she will appropriately fulfill her duties as an outside Audit & Supervisory Board Member based on the above reasons.
6. Kazuyoshi Ohwada was appointed as Standing Audit & Supervisory Board Member of the Company in May 2014, and at the conclusion of this general meeting of shareholders, his tenure will have been twelve years.
7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into the same limited liability agreement as stated in "4. (2) Overview of the limited liability agreement" on the Business Report on page 20 of Japanese version with Akiko Nagayo.
8. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. An overview of this insurance policy is as stated

in “4. (3) Overview of the directors and officers liability insurance policy” on the Business Report on page 20 of Japanese version. If the candidates for Audit & Supervisory Board Member are elected, Kazuyoshi Ohwada and Akiko Nagayo will be included in the insured under the insurance policy, and the Company plans to renew the insurance policy with the same details during their term of office.

9. If Akiko Nagayo is elected, the Company plans to submit notification to the Tokyo Stock Exchange that she will be designated as independent officer as provided for by the aforementioned exchange.
10. The number of shares of the Company owned is the number of shares owned as of February 28, 2026.

<Reference> Areas of expertise and experience of Director, Audit & Supervisory Board Member and Executive Officer (Skill Matrix)

The Company's Board of Directors consists of various Directors with the diverse specialization, experience, capabilities and backgrounds necessary to raise the level of sustainability in board governance while enhancing the effectiveness of corporate governance.

Moreover, the Company's Audit & Supervisory Board consists of Audit & Supervisory Board Members who provide supervision of Directors' execution of duties and the Company's management from their respective professional standpoints and contribute to the strengthening of management monitoring functions.

If the elections of the candidates proposed in this notice are approved, the skill matrix of the Directors, Audit & Supervisory Board Members and Executive Officers will be as follows:

●Director

| Name | Possessed specialization/ Field of expected contribution | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Corporate manage-ment | Legal affairs/ risk manage-ment | Finance & account-ing/ capital policy | Invest-ment/ M&A | Technolo-gies/ Informa-tion security | Personnel/ HR develop-ment | ESG/ Sustain-ability | Business develop-ment/ Innovation | Overseas experi-ence | Industry under-standing |
| Yasushi Fujita | ◆ | ◆ | | ◆ | ◆ | ◆ | ◆ | ◆ | | ◆ |
| Kayoko Hanamura | | | | | ◆ | ◆ | | ◆ | | ◆ |
| Koichi Sekiya | ◆ | | | | | ◆ | ◆ | ◆ | | ◆ |
| Ayako Kanamaru | | ◆ | | | | | ◆ | | ◆ | |
| Haruo Miyagi | ◆ | | | | | ◆ | ◆ | ◆ | | |
| Junko Mokuno | ◆ | | | | ◆ | | | ◆ | | ◆ |

●Audit & Supervisory Board Member

| Name | Possessed specialization/ Field of expected contribution | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Corporate manage-ment | Legal affairs/ risk manage-ment | Finance & account-ing/ capital policy | Invest-ment/ M&A | Technolo-gies/ Informa-tion security | Personnel/ HR develop-ment | ESG/ Sustain-ability | Business develop-ment/ Innovation | Overseas experi-ence | Industry under-standing |
| Makoto Nakajima | | ◆ | ◆ | | | | ◆ | | | |
| Kazuyoshi Ohwada | ◆ | ◆ | ◆ | | | ◆ | | | | |
| Tsuyoshi Shiina | | ◆ | | | | | ◆ | | | |
| Akiko Nagayo | | | ◆ | | | | | | | |

●Executive Officer

| Name | Possessed specialization/ Field of expected contribution | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Corporate management | Legal affairs/ risk management | Finance & accounting/ capital policy | Investment/ M&A | Technologies/ Information security | Personnel/ HR development | ESG/ Sustainability | Business development/ Innovation | Overseas experience | Industry understanding |
| Shoichiro Tokoro | | ◆ | ◆ | ◆ | | | ◆ | | | |
| Kaname Nakano | | ◆ | | | ◆ | | ◆ | ◆ | | ◆ |
| Yuichiro Ohnuki | | | | | ◆ | ◆ | | | | ◆ |
| Mayu Hara | | | | | | ◆ | ◆ | | ◆ | |
| Ikuto Usuki | ◆ | | | | | ◆ | | ◆ | | |

**Proposal No. 3: Continuation of the Response Policy to Large-Scale Purchases of the Company's Shares (Takeover Defense Measures)**

On December 29, 2025, the Board of Directors, with a view to securing the Company's corporate value or the common interests of its shareholders, established a basic policy regarding persons who should control decisions concerning the Company's financial and business policies (as provided for in the main clause of Article 118, Item 3 of the Ordinance for Enforcement of the Companies Act; hereinafter the "Basic Policy on Corporate Control") and resolved to introduce the following response policy to Large-Scale Purchases of the Company's shares (as defined in Section 3(3) below) (hereinafter the "Response Policy") as measures to prevent decisions concerning the Company's financial and business policies from being controlled by persons deemed inappropriate in light of the Basic Policy on Corporate Control (Item (b)(2) of the same provision).

The Group maintains an extensive transaction base with almost all publishers and eBook retailers, as the largest eBook distributor in Japan. We have concluded that the continuation of the Response Policy is appropriate for the purpose of securing and enhancing the Company's medium- to long-term corporate value and the common interests of shareholders, while maintaining a consistent business policy that allows publishers to continue entrusting their content to us with peace of mind, and taking into account changes in the management environment surrounding the Company, including changes in the shareholder composition, and the effects thereof.

Therefore, the Board of Directors decided at its meeting held on April 23, 2026, to submit the proposal regarding the continuation of the Response Policy as an agenda item for this Meeting, with the approval of all directors, including outside directors. This decision was made to better reflect the shareholders' intentions, based on the belief that the ultimate decision as to whether or not to accept a Large-Scale Purchase should be made by the shareholders, while the Response Policy has been introduced and is in effect by resolution of the Board of Directors. Furthermore, all Audit & Supervisory Board members, including outside Audit & Supervisory Board members, attended the meeting and each of the Audit & Supervisory Board members expressed their consent on the condition that the specific operation of the Response Policy is conducted appropriately. If shareholder approval of this proposal is not obtained at this Meeting, the Response Policy will be immediately abolished.

Accordingly, the Company requests shareholders' approval for the continuation of the Response Policy.

As of the date hereof, the Company has not received any notice or proposal from any specific third party, including any shareholder of the Company, expressing an intent to conduct a Large-Scale Purchase of the Company's shares.

1. Basic Policy regarding Persons Who Should Control Decisions concerning the Company's Financial and Business Policies

   As a listed company, the Company believes that, when a large-scale purchase of the Company's shares is proposed by a specific party, the decision on whether to accept such purchase should ultimately be made by the shareholders based on their free will.

   However, when a Large-Scale Purchase is proposed, it would be difficult for the shareholders to properly assess the impact of the Large-Scale Purchase on the Company's medium- to long-term corporate value or the common interests of shareholders without the provision of necessary and sufficient information by the Large-Scale Purchaser (as defined in Section 3(3) below; the same applies hereinafter).

   Moreover, it cannot be denied that certain Large-Scale Purchases would damage the Company's medium- to long-term corporate value or the common interests of shareholders, which the Company has worked to maintain and enhance. These include purchases intended to temporarily control the Company's management and transfer its tangible and intangible business assets to the Large-Scale Purchaser or its group companies, purchases made by persons who have no genuine intent to participate in management and whose sole purpose is to have the Company or its affiliates repurchase the shares at an inflated price (so-called greenmailers), purchases intended to force the sale of high-value assets held by the Company as disposal in order to generate temporarily high dividends, purchases that may damage the Company's relationships with its stakeholders and thereby undermine its medium- to long-term corporate value, purchases that do not allow the Company's shareholders or Board of Directors a reasonable period or sufficient information to consider the purchase or acquisition proposal or for the Board of Directors to present an alternative proposal, and purchases in which the terms do not adequately reflect the Company's corporate value.

In light of the above, the Company believes it is the responsibility of the Board of Directors to: (i) require Large-Scale Purchasers to provide the shareholders with the necessary and sufficient information to make informed decisions; (ii) provide the shareholders with the results of the Board of Directors' evaluation and analysis of the impact of a Large-Scale Purchaser's proposal on the Company's medium- to long-term corporate value or the common interests of shareholders, as a reference for the shareholders' assessment of such proposal; and (iii) negotiate or consult with Large-Scale Purchasers regarding the Large-Scale Purchase or the Company's management policies, or present alternative management policies to shareholders.

Based on this fundamental approach, the Board of Directors will, to ensure that the Company's medium- to long-term corporate value or the common interests of shareholders are maximized, require Large-Scale Purchasers to provide the necessary and sufficient information for the shareholders to properly assess whether to accept the Large-Scale Purchase. The Board of Directors will also take measures that it deems appropriate within the scope permitted under the Financial Instruments and Exchange Act, the Companies Act, other applicable laws and regulations, and the Articles of Incorporation, including making timely and appropriate disclosure of the information provided.

The foregoing constitutes the Company's fundamental approach regarding persons who should control decisions concerning the Company's financial and business policies.

The Board of Directors believes that, when a Large-Scale Purchaser seeks to conduct a Large-Scale Purchase of the Company's shares, it should ultimately be conditional on the Company's shareholders' consent to the execution of such Large-Scale Purchase after the purpose, terms, and other details of the Large-Scale Purchase have been examined and sufficient time and information to assess whether to approve it have been provided to the shareholders in advance. From this perspective, as long as a Large-Scale Purchaser complies with the procedures set forth in the Response Policy, the Board of Directors will, when triggering countermeasures under the Response Policy, convene a Meeting of Shareholders (hereinafter the "Meeting of Shareholders to Confirm Shareholders' Intent") as a forum for the Company's shareholders to conduct such review and make such decisions. If, at the Meeting of Shareholders to Confirm Shareholders' Intent, the shareholders express their support for the Large-Scale Purchase (such intent to be expressed through whether a proposal to approve the Company's implementation of prescribed countermeasures in the event of the Large-Scale Purchase is approved by a majority of the voting rights of the shareholders present at the Meeting of Shareholders to Confirm Shareholders' Intent who are entitled to exercise their voting rights), the Board of Directors will not take any action to substantively block the Large-Scale Purchase, provided that it is conducted in accordance with the terms and conditions disclosed at the Meeting of Shareholders to Confirm Shareholders' Intent.

Accordingly, the Board of Directors will convene the Meeting of Shareholders to Confirm Shareholders' Intent as a forum for the shareholders to express their intentions on whether or not to accept a Large-Scale Purchase, when triggering countermeasures under the Response Policy, as long as a Large-Scale Purchaser complies with the procedures set forth in the Response Policy.

As a result, if the shareholders express their support for the Large-Scale Purchase, that is, if the proposal for the Company to implement countermeasures against the Large-Scale Purchase is not approved by an ordinary resolution of the Meeting of Shareholders to Confirm Shareholders' Intent, the Board of Directors will not take any action to block such Large-Scale Purchase.

Accordingly, countermeasures under the Response Policy (specifically, an allotment of share options without contribution) will be triggered, with the utmost respect given to the recommendation of the Independent Committee, only if (a) the triggering of countermeasures has been approved by the Meeting of Shareholders to Confirm Shareholders' Intent and the Large-Scale Purchaser has not withdrawn its Large-Scale Purchase, or (b) the Large-Scale Purchaser has not complied with the procedures described in Section 3(4) below.

2. Special Endeavors Contributing to the Basic Policy

(1) Endeavors to Enhance the Company’s Corporate Value and the Common Interests of Shareholders

(i) The Company’s Corporate Philosophy and Management Policy

The Group operates with the mission of "unleashing a virtuous cycle of literary creation" by distributing copyrighted works as broadly as possible under fair conditions and returning profits to creators. Guided by the vision of "MORE CONTENT FOR MORE PEOPLE!," we are committed to expanding our business operations and enhancing corporate value, thereby contributing to the development of culture and the creation of a richer society in Japan. In line with Article 1 of Chapter 1, General Provisions of the Japanese Copyright Act, which states that “works contributes to cultural development” and emphasizes the “balance between the use and protection of creations,” we are dedicated to delivering a wide range of digitized copyrighted works to as many people as possible, ensuring fair compensation to creators for their use, and promoting a healthy cycle of creative content.

(ii) Medium- to Long-Term Business Strategies for Executing the Management Policy

The domestic eBook market in Japan has continued to expand even after the significant growth driven by stay-at home demand during the pandemic, reaching approximately ¥670 billion in fiscal 2024. While the growth rate is expected to slow compared to previous years as the market matures, sustainable growth will continue, with the market projected to reach approximately ¥800 billion by fiscal 2029 (Source: eBook Marketing Report 2025 on Japanese Market, Impress Research Institute).

Meanwhile, the global eBook market exceeded ¥2 trillion in 2024 and is expected to keep expanding (Source: 2025 White Paper on Information and Communications in Japan, Ministry of Internal Affairs and Communications). Furthermore, unlike the Japanese eBook market, which is centered on manga, international markets are largely composed of text-based content. In some regions, the audiobook market has grown to a scale comparable to the eBook market. Additionally, with the spread of video streaming services, a wide variety of Japanese video works, including anime, are now being released simultaneously worldwide in multiple languages. This has led to a global surge in interest in the original manga and novels upon which these works are based.

The Group continues to uphold its vision of "MORE CONTENT FOR MORE PEOPLE!" and is promoting a five-year Medium-Term Management Plan starting from the fiscal year ended February 28, 2026, to leverage these environmental changes as growth drivers to enhance corporate value. We aim to become a leader in the global growth of the Japanese publishing industry by evolving our content distribution solutions. This includes not only manga, which currently drives the domestic eBook market, but also text-based content and audiobooks both in Japan and overseas.

(2) Corporate Governance Initiatives

(i) Basic Approach to Corporate Governance

As the globalization of business management advances, the Company recognizes that accelerating and streamlining management decision-making, as well as enhancing management soundness and transparency through stronger corporate governance, are critical management priorities from the perspective of further expanding business operations and enhancing corporate value. The Company believes that establishing corporate ethics and instilling awareness of those ethics throughout the entire organization are essential for enhancing soundness, and that doing so will foster a culture in which each of the Company's governing bodies and every officer and employee makes accurate and fair decisions. The Company also believes that prompt and proactive information disclosure is indispensable for enhancing management transparency and building long-term relationships of trust with its various stakeholders. With this in mind, the Company strives to further strengthen its information disclosure framework for both statutory and voluntary disclosures.

The Company is committed to continuous improvement of its corporate governance, including appropriate resource allocation and faster decision-making, under the oversight of the Board of Directors, with the aim of achieving fair, transparent, and effective management.

(ii) Overview of the Corporate Governance Structure

The Company has adopted the structure of a company with an Audit & Supervisory Board, which provides a dual oversight function consisting of supervision by the Board of Directors and audits of legality and appropriateness by the Audit & Supervisory Board Members. Under the current corporate governance structure, all outside Audit & Supervisory Board Members constituting the Audit & Supervisory Board are independent officers, and the Board of Directors also includes three outside directors who are independent officers.

(iii) Other

Please refer to page 26 of the Business Report in the Provided Documents under "Reference: Corporate Governance System," as well as the Company's website, regarding the Company's other corporate governance initiatives and the "Chart showing the Company's Organizations and Internal Control System."

3. Details of the Response Policy (Measures to Prevent Decisions concerning the Company's Financial and Business Policies from Being Controlled by Persons Deemed Inappropriate in Light of the Basic Policy on Corporate Control)

(1) Purpose and Overview of the Response Policy

The Response Policy is introduced in accordance with Section 1, "Basic Policy regarding Persons Who Should Control Decisions concerning the Company's Financial and Business Policies," above, for the purpose of maximizing the Company's corporate value or the common interests of its shareholders.

The Board of Directors believes that the decision on whether to accept a Large-Scale Purchase should ultimately be made by shareholders from the perspective of maximizing the Company's corporate value or the common interests of its shareholders.

Accordingly, the Company has established the Response Policy as a set of rules governing Large-Scale Purchases of the Company's shares. The Response Policy requires Large-Scale Purchasers to provide necessary and sufficient information regarding the Large-Scale Purchase in advance and secures a period for the Board of Directors to fully evaluate and examine the Large-Scale Purchase Information, negotiate with the Large-Scale Purchaser, present alternative proposals to shareholders, and take other appropriate actions.

Even if a Large-Scale Purchaser attempts to execute a Large-Scale Purchase without complying with the procedures described in Section 4 below, thereby undermining the achievement of this purpose, the Board of Directors will trigger the prescribed countermeasures, with the utmost respect given to the opinion of the Independent Committee.

(2) Establishment of the Independent Committee

In order to ensure the proper operation of the Response Policy, prevent arbitrary decisions by the Board of Directors, and ensure the objectivity and reasonableness of such decisions, an Independent Committee will be established based on the Independent Committee Rules (for an overview, please refer to Exhibit 1).

The Independent Committee shall consist of three or more members, who shall be selected from among outside directors, outside Audit & Supervisory Board Members, or outside experts who are independent from the Company's business execution, in order to ensure fair and impartial judgment.

Prior to triggering countermeasures, the Board of Directors will consult the Independent Committee on whether to trigger countermeasures and other matters necessary for responding in accordance with the Response Policy. The Independent Committee will carefully evaluate and examine the Large-Scale Purchase from the perspective of enhancing the Company's corporate value and, in turn, the common interests of its shareholders, and will make a recommendation to the Board of Directors on whether circumstances warrant the triggering of countermeasures.

The Board of Directors will make its decision on whether to trigger countermeasures with the utmost respect given to the recommendation of the Independent Committee.

The Company will publicly disclose a summary of the Independent Committee's recommendation as appropriate.

In order to ensure that the Independent Committee's decisions are made in the interest of the Company's corporate value and, in turn, the common interests of its shareholders, the Independent Committee may, as necessary and at the Company's expense, obtain advice from independent third-party external experts, including financial advisors, certified public accountants, attorneys, consultants, and other specialists.

(3) Large-Scale Purchases Subject to the Response Policy

Under the Response Policy, a "Large-Scale Purchase" means:

(i) a purchase of the Company's share certificates, etc. (Note 3) for the purpose of increasing the ratio of voting rights (Note 2) held by a specific shareholders' group (Note 1) to 20% or more (including, but not limited to, the commencement of a tender offer);

(ii) a purchase of the Company's share certificates, etc. that would result in the ratio of voting rights held by a specific shareholders' group reaching 20% or more (including, but not limited to, the commencement of a tender offer); or

(iii) regardless of whether any of the acts specified in (i) or (ii) above has been conducted, any act by a specific shareholders' group of the Company with another shareholder or shareholders of the Company (including cases where there are multiple such other shareholders; the same applies hereinafter in this (iii)), which results in an agreement or other act whereby such other shareholder(s) come to constitute a joint holder with the specific shareholders' group, or any act (Note 5) that establishes a relationship between the specific shareholders' group and such other shareholder(s) in which one substantially controls the other or in which they act jointly or in coordination (Note 4) (provided, however, that this applies only where the combined holding ratio of share certificates, etc. issued by the Company held by the specific shareholder and such other shareholder(s) is 20% or more);

(any acts previously approved by the Board of Directors are excluded from the above), and a "Large-Scale Purchaser" means, as described above, a person who conducts or intends to conduct such a Large-Scale Purchase, either independently or jointly or in coordination with other persons.

(Note 1) A "specific shareholders' group" means the following:

(i) a holder (meaning a holder as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including a person who is included as a holder pursuant to Paragraph 3 of the same Article) of the Company's share certificates, etc. (meaning share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act) and its joint holders (meaning joint holders as defined in Article 27-23, Paragraph 5 of the same Act, including persons deemed to be joint holders pursuant to Paragraph 6 of the same Article);

(ii) a person who conducts a purchase, etc. (meaning a purchase, etc. as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act, including those conducted on a financial instruments exchange market) of the Company's share certificates, etc. (meaning share certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and its specially related parties (meaning specially related parties as defined in Article 27-2, Paragraph 7 of the same Act); and

(iii) affiliates of the persons described in (i) or (ii) above (meaning the group comprising investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with such persons, and other persons who share a substantial interest with such persons, tender offer agents, attorneys, accountants, and other advisors, as well as persons whom the Board of Directors reasonably determines to be substantially controlled by, or acting jointly or in coordination with, such persons).

(Note 2) The "ratio of voting rights" means, depending on the specific method of purchase by the specific shareholders' group:

(i) where the specific shareholders' group is a holder of the Company's share certificates, etc. (meaning share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act) and its joint holders, the holding ratio of share certificates, etc. of such holder (meaning the holding ratio of share certificates, etc. as defined in Article 27-23, Paragraph 4 of the same Act; in this case, the number of share certificates, etc. held (meaning the number of share certificates, etc. held as defined in the same Paragraph) by the holder's joint holders shall also be taken into account in the calculation); or

(ii) where the specific shareholders' group is a person who conducts a purchase, etc. of the Company's share certificates, etc. (meaning share certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and its specially related parties, the total of the ownership ratio of share certificates, etc. (meaning the ownership ratio of share certificates, etc. as defined in Article 27-2, Paragraph 8 of the same Act) of such person conducting the purchase, etc. and such specially related parties. For the purpose of calculating the ratio of voting rights, the following shall be deemed specially related parties of the specific shareholder under the Response Policy:

(a) specially related parties as defined in Article 27-2, Paragraph 7 of the same Act;

(b) investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with the specific shareholder, as well as the specific shareholder's tender offer agents and lead managing securities companies, attorneys, accountants, tax accountants, and other advisors; and

(c) persons who have acquired the Company's share certificates, etc. from persons falling under (a) or (b) above through off-market bilateral transactions or off-auction own share repurchase transactions on the Tokyo Stock Exchange (ToSTNeT-1) shall be deemed to fall under joint holders with the specific shareholder under the Response Policy.

In addition, for the purpose of calculating the ratio of voting rights, joint holders (including those deemed to be joint holders under the Response Policy; the same applies hereinafter) are also deemed specially related parties of the specific shareholder under the Response Policy. For the purpose of calculating the Company's holding ratio of share certificates, etc. or ownership ratio of share certificates, etc., the total number of issued shares (meaning the total number as defined in Article 27-23, Paragraph 4 of the same Act) and the total number of voting rights (meaning the total number as defined in Article 27-2, Paragraph 8 of the same Act) may be determined by reference to the most recently filed annual securities report, semi-annual securities report, or report on the status of treasury share purchases.

(Note 3) "Share certificates, etc." means share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act.

(Note 4) The determination of whether "a relationship between the specific shareholders' group and such other shareholder(s) in which one substantially controls the other or in which they act jointly or in coordination" has been established shall be made on the basis of factors including the formation of new equity relationships, business alliance relationships, transactional or contractual relationships, interlocking directorships, funding relationships, credit extension relationships, and substantive interests in the Company's share certificates, etc. through derivatives, stock lending, or other instruments, as well as the direct or indirect influence that the specific shareholders' group and such other shareholder(s) exert on the Company.

(Note 5) Whether any of the acts specified in paragraph (iii) of the main text has been conducted shall be determined at the reasonable discretion of the Board of Directors (in making such determination, the Board of Directors shall give the utmost respect to the recommendation of the Independent Committee). The Board of Directors may request the Company's shareholders to provide information to the extent necessary for determining whether the requirements specified in paragraph (iii) of the main text have been met.

In addition, the Response Policy also covers specific shareholders' groups whose ratio of voting rights has reached or exceeded the percentage specified in paragraph (i) above as a result of purchases or other acquisitions made up to the time of the Response Policy's introduction, and such persons shall also constitute "Large-Scale Purchasers"; in such cases, any new purchase or other acquisition shall constitute a "Large-Scale Purchase."

Accordingly, if, as of the date of announcement of the Response Policy's introduction, a specific shareholders' group's ratio of voting rights has already reached 20% or more, or if the combined holding ratio of share certificates, etc. of a specific shareholders' group and other shareholders has reached 20% or more as a result of any of the acts described in paragraph (iii) above, it will be necessary to comply with the procedures set forth in the Response Policy with respect to any new purchase as described in paragraph (i) or (ii) above (for the avoidance of doubt, including the acquisition of even a single additional share of the Company's share certificates, etc.) or any new act with other shareholders as described in paragraph (iii) above.

(4) Procedures Leading to the Triggering of Countermeasures

(i) Submission of the Large-Scale Purchase Intention Letter

If a Large-Scale Purchaser intends to conduct a Large-Scale Purchase, it shall submit to the Board of Directors, no later than 60 business days prior to the Large-Scale Purchase or any proposal thereof, a letter of intent prepared in Japanese using the form prescribed by the Company (hereinafter the "Large-Scale Purchase Intention Letter").

The Large-Scale Purchase Intention Letter shall contain, in Japanese, information corresponding to the matters required to be stated in a tender offer registration statement as provided in Article 27-3, Paragraph 2 of the Financial Instruments and Exchange Act, as appropriate given the nature and form of the intended Large-Scale Purchase, and shall bear the signature or the name and seal of the Large-Scale Purchaser's representative, accompanied by a certificate of authority for the representative who signed or affixed such name and seal.

Upon receipt of the Large-Scale Purchase Intention Letter from a Large-Scale Purchaser, the Board of Directors will promptly announce the receipt thereof and, as necessary, its contents.

(ii) Request for Provision of Required Information

Within five business days, in principle, from the day following the date on which the Company receives the Large-Scale Purchase Intention Letter from the Large-Scale Purchaser, the Company will deliver to the Large-Scale Purchaser a document describing the information required in connection with the Large-Scale Purchase (hereinafter the "Required Information") (hereinafter the "Required Information List"), and the Large-Scale Purchaser shall submit the

Required Information to the Board of Directors in writing in accordance with the Required Information List.

The general categories of Required Information are as set forth in Exhibit 2; however, the specific questions and details may vary depending on the attributes of the Large-Scale Purchaser and the nature of the Large-Scale Purchase.

In all cases, the scope shall be limited to what is necessary and sufficient for shareholders to make their decisions and for the Board of Directors to form its opinion.

In the interest of prompt operation of the Response Policy, the Large-Scale Purchaser shall provide its response to the Company within 10 business days from the date on which the information is requested. However, if the Large-Scale Purchaser requests an extension based on reasonable grounds, the deadline may be extended.

If, upon review of the initially submitted Required Information by the Board of Directors, the Board of Directors considers such Required Information insufficient for evaluating and examining the Large-Scale Purchase, the Board of Directors may request the Large-Scale Purchaser to provide additional information, setting a reasonable deadline as appropriate (in making such determination, the Board of Directors shall give the utmost respect to the judgment of the Independent Committee). The Required Information provided to the Board of Directors shall be submitted to the Independent Committee and, if deemed necessary for the shareholders' decision-making, shall be disclosed in whole or in part at the time the Board of Directors considers appropriate.

(iii) Board of Directors' Evaluation Period

After the Large-Scale Purchaser has submitted the Large-Scale Purchase Intention Letter to the Board of Directors, the Board of Directors will set a period of up to 60 business days as a period for the Board of Directors to evaluate, examine, negotiate, form its opinion, and formulate alternative proposals (hereinafter the "Board of Directors' Evaluation Period").

During the Board of Directors' Evaluation Period, the Board of Directors will, with advice as necessary from independent third-party external experts (including financial advisors, certified public accountants, attorneys, consultants, and other specialists) separate from the Independent Committee, thoroughly evaluate and examine the Required Information provided, and, with the utmost respect given to the recommendation of the Independent Committee, carefully consolidate its opinion as the Board of Directors, and publicly disclose its evaluation, judgment, opinions, and other findings. In addition, as necessary, the Board of Directors may negotiate with the Large-Scale Purchaser to improve the terms of the Large-Scale Purchase and may present alternative proposals to the shareholders.

A Large-Scale Purchase may be commenced only after the expiration of the Board of Directors' Evaluation Period (provided, however, that if a Meeting of Shareholders to Confirm Shareholders' Intent is convened, the Large-Scale Purchase may be commenced after the close of such meeting if the proposal to trigger countermeasures is voted down, or after the close of the Board of Directors meeting held promptly following the close of such meeting if the proposal to trigger countermeasures is approved).

(iv) Convening of the Meeting of Shareholders to Confirm Shareholders' Intent

If the Board of Directors opposes the Large-Scale Purchase and believes that countermeasures should be triggered, the Company will, within 60 business days of receiving the Large-Scale Purchase Intention Letter, decide to convene a Meeting of Shareholders to Confirm Shareholders' Intent and will convene such meeting promptly after such decision.

At the Meeting of Shareholders to Confirm Shareholders' Intent, the shareholders will be asked to express their intentions on whether to accept the Large-Scale Purchase by voting for or against a proposal to trigger countermeasures. In addition, the Board of Directors may, at the Meeting of Shareholders to Confirm Shareholders' Intent, present an alternative proposal aimed at maximizing the Company's medium- to long-term corporate value or the interests of shareholders in lieu of the Large-Scale Purchase. In presenting such proposal, the Board of Directors shall give the utmost respect to the opinion of the Independent Committee.

The shareholders will be asked to review the information regarding the Large-Scale Purchase and to express their decision on whether to accept the Large-Scale Purchase by voting for or against the proposal to trigger countermeasures submitted by the Board of Directors. If the proposal is approved by a majority of the voting rights of the shareholders present at the Meeting of Shareholders to Confirm Shareholders' Intent who are entitled to exercise their voting rights, the proposal to trigger countermeasures shall be deemed approved. If the Meeting of Shareholders to Confirm Shareholders' Intent is to be convened, the Board of Directors will send to the shareholders, together with the notice of convocation, a document containing the Required Information provided by the Large-Scale Purchaser, the Board of Directors' opinion on the Required Information, the Board of Directors' alternative proposal, and other matters the Board of Directors deems appropriate, and will disclose such information in a timely and appropriate manner. In addition, details such as the scope of shareholders entitled to exercise voting rights, the record date for the exercise of voting rights, and the date and time of the Meeting of Shareholders to Confirm Shareholders' Intent will be communicated by timely and appropriate means.

(v) Countermeasures

If, at the Meeting of Shareholders to Confirm Shareholders' Intent, the shareholders approve the proposal to trigger countermeasures submitted by the Board of Directors, the Board of Directors will, in accordance with the shareholders' intentions and with the utmost respect given to the opinion of the Independent Committee, trigger the countermeasures described in Section (5) below (an allotment of share options without contribution with discriminatory exercise conditions and acquisition provisions). Conversely, if shareholders do not approve the proposal to trigger countermeasures at the Meeting of Shareholders to Confirm Shareholders' Intent, the Board of Directors will, in accordance with shareholders' intentions, not trigger countermeasures.

However, if a Large-Scale Purchaser attempts to execute a Large-Scale Purchase without complying with the procedures described in (i) through (iii) above, it will not be possible to secure the time necessary for shareholders to carefully deliberate based on the information disclosed by the Large-Scale Purchaser regarding whether to accept the Large-Scale Purchase, nor will it be possible to secure an opportunity to confirm the shareholders' intentions.

In such cases, the Board of Directors will, absent special circumstances, trigger countermeasures without convening a Meeting of Shareholders to Confirm Shareholders' Intent.

In determining whether to trigger countermeasures, the Board of Directors shall give the utmost respect to the opinion of the Independent Committee.

(5) Overview of Countermeasures

When the Board of Directors triggers countermeasures in accordance with the procedures described in Section (4) above, it will make such decision as the competent governing body under the Companies Act, with the utmost respect given to the recommendation of the Independent Committee.

In such cases, the Board of Directors will, as a specific countermeasure, conduct an allotment of share options without contribution with discriminatory exercise conditions, the outline of which is, in principle, as set forth in Exhibit 3.

When an allotment of share options without contribution is actually conducted, conditions will be established that take into account the effectiveness of the countermeasure, such as requiring, as a condition of exercise of share options, that the holder not belong to a specific shareholders' group whose ratio of voting rights is at or above a specified percentage.

(6) Impact on Shareholders and Investors

(i) Impact of the Response Policy on Shareholders and Investors at the Time of Introduction

No allotment of share options without contribution will be conducted at the time of the Response Policy's introduction.

Accordingly, the Response Policy will not have any direct or specific impact on the rights or economic interests of shareholders and investors at the time of its introduction.

(ii) Impact on Shareholders and Investors upon Allotment of Share Options Without Contribution

Even if the Board of Directors implements countermeasures (specifically, an allotment of share options without contribution) for the purpose of protecting the Company's corporate value and, in turn, the common interests of its shareholders, the structure of such countermeasures is not expected to result in any particular loss to shareholders (excluding Ineligible Persons as defined in Section 5 of Exhibit 3, "Outline of Allotment of Share Options Without Contribution"; the same applies in item (iii) below) in terms of their legal rights or economic interests.

On the other hand, shareholders who fall under the category of Ineligible Persons as defined in Section 5 of Exhibit 3, "Outline of Allotment of Share Options Without Contribution," may, as a result, suffer disadvantages in terms of their legal rights or economic interests if countermeasures are triggered.

If the Board of Directors decides to implement specific countermeasures, it will make timely and appropriate disclosure in accordance with applicable laws and regulations and the rules of the financial instruments exchange on which the Company is listed.

Even after a proposal to trigger countermeasures has been approved at the Meeting of Shareholders to Confirm Shareholders' Intent (including after the allotment of share options without contribution has taken effect), if the Board of Directors determines that there is no longer a need to trigger countermeasures due to circumstances such as the Large-Scale Purchaser's withdrawal of the Large-Scale Purchase, the Board of Directors may, with the utmost respect given to the recommendation of the Independent Committee, cancel the allotment of share options or acquire share options without contribution without delivering shares of the Company in exchange therefor, in each case by no later than the day preceding the commencement date of the exercise period for the share options. In such cases, shareholders or investors who sold or otherwise disposed of their shares on the assumption that dilution of per-share value would occur may suffer corresponding losses due to fluctuations in the share price.

(iii) Procedures Required of Shareholders at the Time of the Allotment of Share Options Without Contribution

If an allotment of share options without contribution is conducted as a countermeasure, shareholders will receive the allotment of share options without the need to apply for subscription and will receive shares of the Company as consideration for the Company's acquisition of share options through the acquisition procedures, without the need to pay in an amount equivalent to the exercise price of the share options; accordingly, no application, payment, or other procedures will be required.

However, in such cases, the Company may require shareholders who receive the allotment of share options to separately submit a document in a form prescribed by the Company pledging that they are not a Large-Scale Purchaser or the like.

(7) Mechanisms to Enhance the Reasonableness of the Response Policy

(i) Consistency with the Purposes of the Guidelines on Takeover Defense Measures

Although the Response Policy differs from so-called takeover defense measures introduced during peacetime, it is consistent with the purposes of the three principles (the principle of securing and enhancing corporate value and the common interests of shareholders, the principle of prior disclosure and respect for shareholder intent, and the principle of ensuring necessity and proportionality) set forth in the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" announced on May 27, 2005 by the Ministry of Economy, Trade and Industry and the Ministry of Justice, the report titled "Takeover Defense Measures in Light of Recent Environmental Changes" published on June 30, 2008 by the Corporate Value Study Group established under the Ministry of Economy, Trade and Industry, "Principle 1-5: Anti-Takeover Measures" of the "Corporate Governance Code" published on June 11, 2021 by the Tokyo Stock Exchange, and the three principles (the principle of corporate value and the common interests of shareholders, the principle of shareholders' intentions, and the principle of transparency) set forth in the "Guidelines for Corporate Takeovers" announced on August 31, 2023 by the Ministry of Economy, Trade and Industry. Among the requirements set forth in these guidelines, those that are also applicable to response policies adopted during emergencies are satisfied by the Response Policy.

(ii) Respect for Shareholder Intent (Direct Reflection of Shareholder Intent)

When triggering countermeasures under the Response Policy, the Company will reflect the shareholders' intentions by convening a Meeting of Shareholders to Confirm Shareholders' Intent. As long as the Large-Scale Purchaser complies with the procedures described in Section (4) above, the decision on whether to trigger countermeasures will be made solely based on shareholders' intentions as expressed at the Meeting of Shareholders to Confirm Shareholders' Intent.

If a Large-Scale Purchaser attempts to execute a Large-Scale Purchase without complying with the procedures described in Section (4) above, countermeasures will be triggered by the Board of Directors alone, with the utmost respect given to the opinion of the Independent Committee; however, this is the result of the Large-Scale Purchaser's own decision not to afford shareholders the opportunity to deliberate on sufficient information and decide whether to accept the Large-Scale Purchase. The Company believes that triggering countermeasures against a Large-Scale Purchase that disregards shareholder intent in this manner is unavoidable in order to secure an opportunity to confirm the shareholders' intentions.

In this way, the Response Policy gives the utmost respect to shareholder intent.

(iii) Emphasis on the Judgment of Highly Independent Outside Parties (Elimination of Arbitrary Decisions by Directors)

As described in (ii) above, the Company will convene a Meeting of Shareholders to Confirm Shareholders' Intent and will decide whether to trigger countermeasures against the Large-Scale Purchase in accordance with the shareholders' intentions.

As long as the Large-Scale Purchaser complies with the procedures described in Section (4) above, the decision on whether to trigger countermeasures will be made based on the Meeting of Shareholders to Confirm Shareholders' Intent, and countermeasures will not be triggered at the arbitrary discretion of the Board of Directors.

In addition, as described in Section (2) above, in order to ensure the necessity and proportionality of the Response Policy and to prevent the Response Policy from being abused for the purpose of management self-entrenchment, the Board of Directors will receive recommendations from the Independent Committee on whether to trigger countermeasures and other matters necessary for responding in accordance with the Response Policy.

Furthermore, in order to ensure the fairness of its decisions and to eliminate arbitrary judgment by the Board of Directors, the Board of Directors shall give the utmost respect to the opinion of the Independent Committee.

The Independent Committee may also, as necessary, obtain advice from external experts (including financial advisors, attorneys, certified public accountants, and tax accountants) who are independent from both the Board of Directors and the Independent Committee. This ensures the objectivity and reasonableness of the Independent Committee's decisions.

Accordingly, the Response Policy eliminates arbitrary decisions by the directors.

(iv) The Response Policy Is Not a Dead-Hand or Slow-Hand Takeover Defense

As described in Section (8) below, the Response Policy may be abolished at any time by a resolution of the Board of Directors, which is composed of directors elected at a Meeting of Shareholders, and is therefore not a so-called dead-hand takeover defense (a takeover defense that cannot be prevented from being triggered even if a majority of the members of the board of directors are replaced) or a slow-hand takeover defense (a takeover defense that requires time to prevent from being triggered because the members of the board of directors cannot all be replaced at once).

(8) Procedures for Abolishing the Response Policy and Effective Period

The effective period of the Response Policy shall be until the close of this Ordinary General Meeting of Shareholders. If continuation of the Response Policy is approved at this Ordinary General Meeting of Shareholders, the effective period shall be three years from the date of such approval resolution.

However, if, at such time, there exists any person who is currently conducting or contemplating a Large-Scale Purchase, as determined by the Board of Directors, or if a specific shareholders' group's ratio of voting rights remains at 20% or more, the effective period shall be extended.

The Response Policy will be abolished at such time if (i) a resolution to abolish the Response Policy is passed at a Meeting of Shareholders of the Company, or (ii) a resolution to abolish the Response Policy is passed by the Board of Directors.

Even during the effective period of the Response Policy, the Board of Directors will conduct reviews from time to time from the perspective of enhancing corporate value and, in turn, the common interests of shareholders, and may amend the Response Policy by resolution of the Board of Directors. If the Board of Directors makes any decision to continue, amend, abolish, or otherwise modify the Response Policy, the details of such decision will be promptly disclosed.

Even during the effective period of the Response Policy, if laws, regulations, or rules of the financial instruments exchange on which the Company is listed that are relevant to the Response Policy are newly enacted, amended, or repealed and it is appropriate to reflect such enactment, amendment, or repeal, or if it is appropriate to make corrections to wording due to typographical errors or similar reasons, and provided that such modifications or changes would not be disadvantageous to shareholders, the Board of Directors may, with the approval of the Independent Committee as necessary, modify or amend the Response Policy.

Exhibit 1

Overview of the Independent Committee Rules

1. The Independent Committee shall be established by resolution of the Board of Directors for the purpose of eliminating arbitrary judgment by the Board of Directors regarding the triggering of countermeasures against Large-Scale Purchases and ensuring the objectivity and reasonableness of the Board of Directors' decisions and responses.
2. The Independent Committee shall consist of three or more members, who shall be selected by resolution of the Board of Directors from among persons who are independent from the management that executes the Company's business operations and who fall under either (1) an outside director or outside Audit & Supervisory Board Member of the Company or (2) an outside expert (an accomplished corporate executive, a former government official, an attorney, a certified public accountant, an academic, or a person of equivalent standing).
3. The term of office of each Independent Committee member shall be until the close of the ordinary general meeting of shareholders for the last fiscal year ending within one year from the date of appointment.
4. The Independent Committee shall be convened by any director or any Independent Committee member.
5. The chairperson of the Independent Committee shall be elected by mutual vote of the Independent Committee members.
6. Resolutions of the Independent Committee shall, in principle, be passed by a majority of all Independent Committee members present, with all members in attendance. However, if any Independent Committee member is unable to attend due to accident or other special circumstances, resolutions shall be passed by a majority of the Independent Committee members present, provided that a majority of the members are in attendance.
7. The Independent Committee shall deliberate and resolve on the matters set forth in the following items and shall recommend the details of its resolutions, together with the reasons therefor, to the Board of Directors:
   (1) Whether to trigger countermeasures under the Response Policy
   (2) Suspension of countermeasures triggered under the Response Policy
   (3) Matters for which the Independent Committee has been given authority under the Response Policy, other than those set forth in (1) and (2) above
   (4) Other matters that the Board of Directors voluntarily refers to the Independent Committee in connection with the Response Policy

   Each Independent Committee member shall, in deliberating and resolving at the Independent Committee, do so solely from the perspective of whether the matter serves the medium- to long-term corporate value of the Company Group or the common interests of its shareholders, and shall not act for the purpose of furthering his or her own personal interests or those of the Company's management.
8. The Independent Committee may, as necessary, require the attendance of the Company's directors, employees, or other persons it deems necessary, and request their opinions or explanations on matters sought by the Independent Committee.
9. In performing its duties, the Independent Committee may, at the Company's expense, obtain advice from external experts (including investment banks, securities companies, financial advisors, certified public accountants, attorneys, consultants, tax accountants, and other specialists) who are independent from both the management that executes the Company's business operations and the Independent Committee.

End

Exhibit 2

Information to Be Provided by the Large-Scale Purchaser

1. Details of the Large-Scale Purchaser and its group (including joint holders, specially related parties, partners (in the case of a fund), and other members) (including information on the name, business activities, background or history, capital structure, financial condition, and experience in businesses of the same type as those of the Company and its group companies)
2. The purpose, method, and details of the Large-Scale Purchase (including the price and type of consideration for the Large-Scale Purchase, the timing of the Large-Scale Purchase, the structure of related transactions, the legality of the method of the Large-Scale Purchase, and the feasibility of the Large-Scale Purchase and related transactions)
3. The basis for calculating the purchase consideration for the Company's shares in the Large-Scale Purchase (including the facts underlying the calculation, the calculation method, the numerical data used in the calculation, and the details of the synergies expected to result from the series of transactions related to the Large-Scale Purchase)
4. Evidence of funding for the Large-Scale Purchase (including the specific names of the providers of funds (including the ultimate providers), the method of procurement, and the details of related transactions)
5. Officer candidates envisioned for the Company and its group companies after completion of the Large-Scale Purchase (including information on experience in businesses of the same type as those of the Company and its group companies), as well as the management policy, business plan, financial plan, capital policy, dividend policy, and asset utilization plan for the Company and its group companies
6. Whether there will be any changes, and the details thereof, to the relationships between the Company and its group companies and their stakeholders, including customers, business partners, and employees, after completion of the Large-Scale Purchase

End

Exhibit 3

## Outline of Allotment of Share Options Without Contribution

I. Terms of the Share Options to Be Allotted

1. Class of shares underlying the share options

   Common shares of the Company

2. Number of shares underlying the share options

   The number of shares underlying each share option shall be as separately determined by the Board of Directors.

3. Value of assets to be contributed upon exercise of the share options

   The assets to be contributed upon exercise of the share options shall be cash, and the amount thereof shall be ¥1 multiplied by the number of shares underlying each share option.

4. Exercise period of the share options

   The exercise period of the share options shall be a specified period as separately determined by the Board of Directors.

5. Conditions for exercise of the share options

   (a) Share options held by an Ineligible Person (including those held in substance) may not be exercised.

   An "Ineligible Person" means a person who falls under any of the following (Note 1). In determining whether a person falls under the category of Ineligible Person (Note 2), the Board of Directors shall seek the opinion of the Independent Committee and shall give the utmost respect to the recommendation of the Independent Committee.

   (i) A Large-Scale Purchaser

   (ii) A joint holder with the Large-Scale Purchaser (Article 27-23, Paragraphs 5 and 6 of the Financial Instruments and Exchange Act)

   (iii) A person with whom a joint holder with the Large-Scale Purchaser has a special capital relationship (Article 9, Paragraph 1, Item 2 of the Order for Enforcement of the Financial Instruments and Exchange Act) (including persons with whom such person has a special capital relationship; the same applies hereinafter)

   (iv) A specially related party of a Large-Scale Purchaser (Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act)

   (v) A person with whom a specially related party of a Large-Scale Purchaser has a special capital relationship (including persons with whom such person has a special capital relationship; the same applies hereinafter)

   (vi) A person whom the Board of Directors, based on the recommendation of the Independent Committee, has reasonably determined to fall under either of the following:

   (vii) A person who has acquired or succeeded to share options from a person falling under any of (i) through (v) above without the approval of the Company

   (viii) An "affiliate" (Note 3) of a person falling under any of (i) through (v) above

   (Note 1) Notwithstanding the foregoing, even if a person falls under any of the above categories, a person whom the Board of Directors has determined would not act contrary to the Company's corporate value and, in turn, the common interests of its shareholders by acquiring or holding the Company's share certificates, etc., or any other person separately designated by the Board of Directors in the resolution for the allotment of share options without contribution, shall not be deemed an Ineligible Person.

(Note 2) The Board of Directors may request that any person whose status as an Ineligible Person is in question provide information and other materials necessary for making such determination.

(Note 3) An "affiliate" means investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with such persons, other persons who share a substantial interest with such persons, tender offer agents, attorneys, accountants, tax accountants, and other advisors, as well as persons who are substantially controlled by, or act jointly or in coordination with, such persons. In determining "affiliates" with respect to partnerships and other funds, the substantial identity of the fund manager and other relevant circumstances shall be taken into account.

(b) A share option holder may exercise the share options only upon submitting to the Company a document containing representations and warranties that such holder does not fall under the category of Ineligible Person as described in Section 5(a) above (including, if the share options are exercised on behalf of a third party, that such third party does not fall under the category of Ineligible Person as described in Section 5(a) above), indemnification provisions, and other matters prescribed by the Company, together with materials demonstrating, to a reasonable extent as requested by the Company, that the conditions for exercise are satisfied, and documents required under applicable laws and regulations.

(c) If, under the securities laws or other applicable laws and regulations of a foreign jurisdiction, the completion of prescribed procedures or the satisfaction of prescribed conditions is required for the exercise of share options by persons located in such jurisdiction, such persons may exercise the share options only if the Company has confirmed that all such procedures and conditions have been completed or satisfied. Even if persons located in such jurisdiction could exercise the share options by the Company completing or satisfying such procedures and conditions, the Company shall not be obligated to do so.

(d) Confirmation that the conditions described in Section 5(c) above have been satisfied shall be made in accordance with procedures determined by the Board of Directors, following procedures analogous to those set forth in Section 5(b) above.

6. Acquisition provisions

The Company may acquire all unexercised share options on a date determined by the Board of Directors that falls on or after the effective date of the allotment of share options without contribution, for consideration determined by the Board of Directors or without consideration.

(a) When countermeasures are triggered (acquisition from share option holders other than Ineligible Persons)

On a date determined by the Board of Directors that falls on or after the effective date of the allotment of share options without contribution, the Company may acquire unexercised share options that are exercisable in accordance with Sections 5(a) and (b) above (i.e., those held by persons who are not Ineligible Persons) (including share options held by persons falling under Section 5(c) above; hereinafter referred to as "Exercise-Eligible Share Options" in Section 6(b) below) in exchange for the number of common shares of the Company equal to the integer portion of the number obtained by multiplying the number of share options to be acquired by the number of shares underlying each share option.

(b) When countermeasures are triggered (acquisition from Ineligible Persons)

On a date determined by the Board of Directors that falls on or after the effective date of the allotment of share options without contribution, the Company may acquire unexercised share options other than Exercise-Eligible Share Options in exchange for share options equal in number to the share options to be acquired, with certain restrictions on exercise by Ineligible Persons (with exercise conditions, acquisition provisions, and other terms as described below and as otherwise determined by the Board of Directors; hereinafter such share options are referred to as the "Second Share Options").

(i) Exercise conditions

An Ineligible Person may not exercise the Second Share Options except in the following cases and other cases determined by the Board of Directors:

(x) The Large-Scale Purchaser has ceased or withdrawn the Large-Scale Purchase after the resolution of the Meeting of Shareholders to Confirm Shareholders' Intent and has pledged not to conduct a Large-Scale Purchase thereafter, and the Large-Scale Purchaser and other Ineligible Persons have disposed of shares of the Company by entrusting the disposal to a securities company approved by the Company.

(y) (α) The holding ratio of share certificates, etc. of the Large-Scale Purchaser (provided, however, that for the purpose of calculating the holding ratio of share certificates, etc. in this subsection (i), Ineligible Persons other than the Large-Scale Purchaser and joint holders shall also be deemed joint holders with the Large-Scale Purchaser, and Second Share Options held by Ineligible Persons for which the exercise conditions have not been satisfied shall be excluded from the calculation), as determined by the Board of Directors, is below 20%; or (β) where the holding ratio of share certificates, etc. of the Large-Scale Purchaser, as determined by the Company, is 20% or more, the Large-Scale Purchaser and other Ineligible Persons have disposed of shares of the Company through on-market transactions, and the holding ratio of share certificates, etc. of the Large-Scale Purchaser after such disposal, as determined by the Board of Directors, has fallen below 20%.

(ii) Acquisition provisions

If, on the date that is 10 years after the date on which the Second Share Options were delivered, any Second Share Options remain unexercised, the Company may acquire such Second Share Options (limited to those for which the exercise conditions have not been satisfied) in exchange for cash equivalent to the fair market value of such Second Share Options at that time.

(c) Confirmation that the conditions for the mandatory acquisition of share options have been satisfied shall be made in accordance with procedures determined by the Board of Directors, following procedures analogous to those set forth in Section 5(b) above. At any time up to and including the day preceding the commencement date of the period during which the share options may be exercised, if the Board of Directors determines that it is appropriate for the Company to acquire the share options, the Company may acquire all of the share options without consideration on a date separately determined by the Board of Directors.

7. Approval of transfer

Any acquisition of share options by way of transfer shall require the approval of the Board of Directors.

8. Matters concerning stated capital and reserve

Matters concerning increases in stated capital and capital reserve resulting from the exercise of share options and the acquisition thereof pursuant to the acquisition provisions shall be determined in accordance with applicable laws and regulations.

9. Fractional shares

If the number of shares to be delivered to a person who exercises share options includes a fraction of less than one share, such fraction shall be rounded down. However, if such share option holder exercises multiple share options simultaneously, the total number of shares to be delivered upon exercise of all such share options may be aggregated for the purpose of calculating any fractional shares.

10. Issuance of share option certificates

No share option certificates shall be issued for the share options.

II. Number of Share Options to Be Allotted to Shareholders

One share option shall be allotted per share of common stock of the Company (excluding common shares held by the Company).

III. Shareholders Eligible for the Allotment of Share Options Without Contribution

Share options shall be allotted to all shareholders of common stock of the Company (excluding the Company) recorded in the final register of shareholders as of the record date separately determined by the Board of Directors.

IV. Total Number of Share Options

The total number shall be equal to the total number of final issued shares of the Company as of the record date separately determined by the Board of Directors (excluding the number of common shares held by the Company).

V. Effective Date of the Allotment of Share Options Without Contribution

The effective date shall be a date on or after the record date separately determined by the Board of Directors, as separately determined by the Board of Directors.

VI. Other Matters

The allotment of share options without contribution shall become effective on the condition that either of the following is satisfied: (i) approval has been obtained at the Meeting of Shareholders to Confirm Shareholders' Intent and the Large-Scale Purchase has not been withdrawn (hypothetically, in the event that it is reasonably confirmed later that a Large-Scale Purchase has been conducted, the holding of the Company's share certificates, etc. constituting a Large-Scale Purchase, or any specific possibility thereof, has not been resolved within a reasonable period determined by the Board of Directors based on the recommendation of the Independent Committee); or (ii) the Large-Scale Purchaser attempts to execute a Large-Scale Purchase without complying with the procedures described in Section 4 of the main text above (hypothetically, in the event that it is reasonably confirmed later that a Large-Scale Purchase has been conducted, the holding of the Company's share certificates, etc. constituting a Large-Scale Purchase, or any specific possibility thereof, has not been resolved within a reasonable period determined by the Board of Directors based on the recommendation of the Independent Committee).

End