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

(Securities Code: 7226)
June 2, 2026

To Our Shareholders

Awaji-cho 2-5-11, Chuo-ku, Osaka
KYOKUTO KAIHATSU KOGYO CO., LTD.
Tatsuya Nunohara, President

NOTICE OF THE 91th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We would like to inform you that the 91th Annual General Meeting of Shareholders will be held as follows.

In convening this General Meeting of Shareholders, we take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. in electronic format (matters for which the measures for providing information in electronic format are to be taken) and have posted it on the Company's website, etc. Please access either of the following websites and review it.

[The Company's website]
https://www.kyokuto.com/ir/sokai.html

Matters for which the measures for providing information in electronic format are to be taken are also provided electronically on Tokyo Stock Exchange (TSE) website.

Access the TSE website by using the Internet address shown below, enter "Kyokuto Kaihatsu" in "Issue name (company name)" or the Company's securities code "7226" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

[Tokyo Stock Exchange website (TSE Listed Company Search)]
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

In addition, measures for providing information in electronic format are also taken on the following website.

[Website providing materials for the General Meeting of Shareholders]
https://d.sokai.jp/7226/teiji/

If you are unable to attend in person, you may use one of the methods below to exercise your voting rights. We ask that you exercise your voting rights by 5:30 p.m. on Thursday, June 23, 2026 (JST), after having considered the accompanying "Reference Documents for the General Meeting of Shareholders."

[Exercising voting rights in writing (by mail)]

Please indicate your approval or disapproval for each of the proposals on the enclosed form for exercising voting rights and ensure that we receive it no later than the above-mentioned deadline.

[Exercising voting rights via the Internet, etc.]

Please access our designated voting website (https://evote.tr.mufg.jp/) from a computer or smartphone and use the Login ID and Temporary Password printed on the enclosed form for exercising voting rights (in case of a smartphone, there is no need to input if you read the QR code for login), and follow the onscreen instructions to enter your approval or disapproval for each of the proposals.

Notice of Meeting

1. Date and Time 10 a.m. Wednesday, June 24, 2026 (JST)

2. Venue 3-3-45 Umeda, Kita-ku, Osaka
Hotel Monterey Osaka, 14th Floor, Roumeikan

3. Objectives of Meeting

Reporting

1. 91th business period (from April 1, 2025, to March 31, 2026)
Report on contents of Business Report, Consolidated Financial Statement, and results of Audit on Consolidated Financial Statement by accounting auditors and the board of corporate auditors
2. 91th business period (from April 1, 2025, to March 31, 2026)
Report on contents of Financial Documents

Agenda

Proposal 1	Appropriation of retained earnings
Proposal 2	Partial amendment to the Articles of Incorporation
Proposal 3	Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
Proposal 4	Election of five (5) Directors who are Audit and Supervisory Committee Members
Proposal 5	Election of one (1) Substitute Director who is an Audit and Supervisory Committee Member
Proposal 6	Determination of the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)
Proposal 7	Determination of the amount of remuneration for Directors who are Audit and Supervisory Committee Members
Proposal 8	Determination of remuneration to grant restricted shares to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

4. Decisions on convocation

(1) If you exercised your voting rights in writing (by mail) and there is no indication of approval or disapproval of a proposal in the voting form, we will treat it as an indication of approval.

(2) If you exercised your voting rights multiple times via the Internet, the voting rights exercised last shall be treated as the valid vote.

(3) If you exercised your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be treated as the valid vote regardless of the day and time of arrival.

(4) If you wish to exercise your voting rights in a non-uniform manner (voting for and against the same proposal), please notify the Company of your intention to exercise your voting rights in a non-uniform manner and the reasons for such intention no later than three days prior to the General Meeting of Shareholders.

⊙ If you plan to attend the meeting in person, please submit the enclosed Exercise of Voting Rights form to the receptionist at the meeting.

⊙ Should there be any revisions to matters for which the measures for providing information in electronic format are to be taken, a notice to that effect as well as the old information and revised information will be posted on the each of the aforementioned websites shown on page 1.

⊙ The documents describing matters for which the measures for providing information in electronic format are to be taken of this General Meeting of Shareholders have been mailed to all shareholders, regardless of whether they have requested such delivery. However, the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements are excluded from the documents, as provided for by the relevant laws and regulations. The Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by Corporate Auditors and the Accounting Auditor are the materials listed in the documents, and the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements which are posted on the each of the websites shown above.

Guide to Preliminary Questions

The Company is accepting questions from shareholders in advance of the 91th Annual General Meeting of Shareholders at the following website.

Website for submission of preliminary questions: https://links-v.pdcp.jp/7226/2026/kyokuto/

Deadline: By 5:30 p.m. on Wednesday, June 17, 2026

- When logging in, shareholders will need to enter their ID (your 8-digit shareholder number) and their password (the 7-digit postal code registered by the shareholder).
- Please ensure you have your shareholder number on hand when mailing your Exercise of Voting Rights form.

We plan to answer questions we have received that we believe will be of interest to shareholders on the day of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 Appropriation of retained earnings

Year-end dividend

With regard to the year-end dividend for the 91th business period, the Company's policy is to continuously enhance shareholder returns in order to increase shareholder satisfaction while improving capital efficiency and appropriately controlling equity capital. In light of this, with the primary objective of achieving both sustainable growth and increasing corporate value, the Company proposes the following:

(1) Type of dividend
Money

(2) Allotment of dividend and the total amount
Year-end dividend 70 yen per common share of the Company
Total amount of dividend 2,695,505,470 yen
The annual dividend including the interim dividend for this business period will be 140 yen per share.

(3) Effective date of surplus allotment
June 25, 2026

(Reference) Dividend policy under the Medium-term Management Plan

Under the Medium-term Management Plan, the Company has set a high dividend payout policy with a target DOE of 4% or higher, and plans to return a total of 15.0 billion yen or more to shareholders over the three-year period. For the 91st business period, the DOE will be 4.8%.

Proposal 2 Partial amendment to the Articles of Incorporation

1. Reason for amendment

In order to improve management transparency, enhance and reinforce its corporate governance system, and expedite decision-making and thus sustainably enhance corporate value, the Company proposes to transition from its current structure as a company with a Board of Corporate Auditors to a company with an Audit and Supervisory Committee.

With this transition, an Audit and Supervisory Committee, the majority of whose members are Outside Directors, will be established to have the authority to audit and oversee the legality and appropriateness of the execution of duties by Directors. Furthermore, the oversight function of the Board of Directors will be substantially reinforced through the exercise of voting rights by Directors who are Audit and Supervisory Committee Members at meetings of the Board of Directors. Also, by delegating to a certain extent the authority of the Board of Directors to make decisions on business execution to Directors, decision-making and execution by management can be expedited under appropriate oversight by the Board of Directors.

Accordingly, the Company proposes the following amendments to its Articles of Incorporation.

(1) In order to transition to a company with an Audit and Supervisory Committee, the Company will newly establish provisions related to the Audit and Supervisory Committee and its members, while deleting provisions related to the Board of Corporate Auditors and Corporate Auditors.

(2) In order to expedite decision-making, the Company will establish a new provision allowing the Board of Directors to delegate important decisions on business execution to Directors.

(3) The Company will amend the provision allowing it to enter into a liability limitation agreement with Non-executive Directors. The Company has obtained the consent of each Corporate Auditor to make such changes.

(4) The Company will change the number of chapters and articles and make other necessary changes in accordance with the changes in the above items.

2. Details of the amendment

The details of the amendment are as follows:

This proposal shall take effect upon the conclusion of this Annual General Meeting of Shareholders.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
Article 1. to Article 3. (Article omitted)	Article 1. to Article 3. (Unchanged)
(Organs) Article 4. The Company shall have the following organs in addition to the General Meeting of Shareholders, and Directors; (1) The Board of Directors; (2) Corporate Auditors; (3) The Board of Corporate Auditors; and (4) Accounting Corporate Auditor.	(Organs) Article 4. The Company shall have the following organs in addition to the General Meeting of Shareholders, and Directors; (1) The Board of Directors; (2) The Audit and Supervisory Committee; (Deleted) (3) Accounting Corporate Auditor.
Article 5. to Article 6. (Article omitted)	Article 5. to Article 6. (Unchanged)
(Acquisition by the Company of its Own Shares) Article 7. By resolution of the Board of Directors, the Company may acquire its own shares through market transactions and other means pursuant to the provision of Article 165, Paragraph 2 of the Company Law of Japan.	(Acquisition by the Company of its Own Shares) Article 7. By resolution of the Board of Directors, the Company may acquire its own shares through market transactions and other means pursuant to the provision of Article 165, Paragraph 2 of the Companies Act of Japan.
Article 8. to Article 9. (Article omitted)	Article 8. to Article 9. (Unchanged)
(Additional Share Purchase of Less-than-one-unit Shares) Article 10. (Details omitted) (2) The timing and method for Additional Share Purchase shall be as described in the Share Handling Regulations adopted by the Board of Directors.	(Additional Share Purchase of Less-than-one-unit Shares) Article 10. (Unchanged) (2) The timing and method for Additional Share Purchase shall be as described in the Share Handling Regulations adopted by the Board of Directors or the Director delegated thereby.
(Share Handling Regulations) Article 11. The handling and fees relating to shares of the Company and procedure for the exercise of shareholders' rights shall be governed by the provisions of the applicable laws or the Articles of Incorporation of the Company and the Share Handling Regulations adopted by the Board of Directors.	(Share Handling Regulations) Article 11. The handling and fees relating to shares of the Company and procedure for the exercise of shareholders' rights shall be governed by the provisions of the applicable laws or the Articles of Incorporation of the Company and the Share Handling Regulations adopted by the Board of Directors or the Director delegated thereby.
(Shareholder Register Administrator) Article 12. (Details omitted) (2) The shareholder register administrator and	(Shareholder Register Administrator) Article 12. (Unchanged) (2) The shareholder register administrator and

its business office shall be designated by resolution of the Board of Directors.	its business office shall be designated by resolution of the Board of Directors or the Director delegated thereby.
(3) (Details omitted)	(3) (Unchanged)
Article 13. to Article 16. (Article omitted)	Article 13. to Article 16. (Unchanged)
(Method of Adopting Resolutions) Article 17. Unless otherwise provided for in applicable laws or these Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by a majority of the votes of the shareholders present who are entitled to vote.	(Method of Adopting Resolutions) Article 17. Except when provided for in applicable laws or these Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be adopted by a majority of the votes of the shareholders present who are entitled to vote.
(2) (Details omitted)	(2) (Unchanged)
Article 18. (Article omitted)	Article 18. (Unchanged)
Chapter IV. Directors and Board of Directors	Chapter IV. Directors, Board of Directors, and Audit and Supervisory Committee
(Authorized Number of Directors) Article 19. The Company shall not have more than ten (10) Directors.	(Authorized Number) Article 19. The Company shall not have more than ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members).
(Newly established)	(2) The Company shall not have more than six (6) Directors who are Audit and Supervisory Committee Members).
(Election of Directors) Article 20. (Newly established)	(Method of Election) Article 20. Directors shall be elected at the General Meeting of Shareholders, distinguishing between directors who are members of the Audit and Supervisory Committee and directors who are not.
Directors of the Company shall be elected by resolutions adopted at a General Meeting of Shareholders at which shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote are present, by a majority of the voting rights of the shareholders so present.	(2) Resolutions to elect Directors shall be made with shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote present, by a majority of the voting rights of the shareholders so present.
(2) Election of Directors of the Company shall not be by cumulative voting.	(3) Resolutions to elect Directors shall not be by cumulative voting.
(Office Term of Directors) Article 21. The term of office of Directors shall	(Office Term) Article 21. The term of office of Directors

expire at the close of the ordinary General Meeting of Shareholders relating to the last of the business year to end within a year after their election.	(excluding Directors who are Audit and Supervisory Committee Members) shall expire at the close of the ordinary General Meeting of Shareholders relating to the last business year to end within a year after their election.
(Newly established)	(2) The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the close of the ordinary General Meeting of Shareholders relating to the last business year to end within two (2) years after their election.
(Newly established)	(3) The term of office of a Director who is an Audit and Supervisory Committee Member elected as substitute for a Director who is an Audit and Supervisory Committee Member retiring before the expiration of his/her term of office shall expire at the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member.
(Newly established)	(4) Unless shortened by such resolution, the effective term of a resolution to elect a substitute Director who is an Audit and Supervisory Committee Member elected in accordance with Article 329, Paragraph 3 of the Companies Act of Japan shall expire at the beginning of the ordinary General Meeting of Shareholders relating to the last fiscal year ending within two (2) years after his/her election.
(Board of Directors) Article 22. The Board of Directors shall make decisions on important matters relating to the execution of business in addition to matters provided for in applicable laws or these Articles of Incorporation.	(Deleted)
(Convening of Meetings of the Board of Directors, and Chairmanship) Article 23. Unless otherwise provided for in applicable laws, the Representative Director, President shall convene a meeting of the Board of Directors, and preside over it as chairman. If the Representative Director, President is unable to act due to an accident, another Director shall act in his/her place in the order	(Convener of Meetings of the Board of Directors, and Chairmanship) Article 22. Except when provided for in applicable laws, the Representative Director, President shall convene a meeting of the Board of Directors, and preside over it as chairman. (2) If the Representative Director, President is unable to act due to an accident, another Director shall act in his/her place in the order

previously fixed by the Board of Directors.	previously fixed by the Board of Directors.
(Notice for Convening Meetings of the Board of Directors)	(Notice for Convening Meetings of the Board of Directors)
Article 24. Notice for convening a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor at least three (3) days prior to the date of such meeting. However, this term of notice may be shortened in case of emergency.	Article 23. Notice for convening a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of such meeting. However, this term of notice may be shortened in case of emergency.
(Newly established)	(2) If all Directors consent, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.
(Newly established)	(Notice for Convening a Meeting of the Audit and Supervisory Committee) Article 24. Notice for convening a meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days prior to the date of such meeting, However, this term of notice may be shortened in case of emergency. (2) If all Audit and Supervisory Committee Members consent, a meeting of the Audit and Supervisory Committee may be held without following the procedures for convening a meeting.
(Resolutions of the Board of Directors) Article 25. Resolutions of the Board of Directors shall be adopted by a majority of the votes of the directors present at a meeting at which a majority of the directors are present.	(Method of Resolutions of the Board of Directors) Article 25. Resolutions of the Board of Directors shall be made by a majority of the votes of the directors who are entitled to participate in voting present at a meeting at which a majority of the directors are present.
(Omission of Resolutions of the Board of Directors) Article 26. The Company may deem that the matters to be resolved by the Board of Directors are adopted by resolution of the Board of Directors when all the Directors unanimously express their agreement to such matters in writing or in electronically recordable form unless a Corporate Auditor contests the same.	(Omission of Resolutions of the Board of Directors) Article 26. The Company may deem that the matters to be resolved by the Board of Directors are adopted by resolution of the Board of Directors when all the Directors unanimously express their agreement to such matters in writing or in electronically recordable form.
(Newly established)	(Method of Resolution of the Audit and

	Supervisory Committee) Article 27. Resolutions of the Audit and Supervisory Committee shall be made by a majority of the votes of the Audit and Supervisory Committee Members who are entitled to participate in voting present at a meeting at which a majority of the Audit and Supervisory Committee Members are present.
(Executive Directors and Representative Director) Article 27. The Company shall appoint among Directors, a Representative Director, President and as necessary one (1) Chairman-Director, a few Vice Presidents-Directors, Senior Managing Directors and Managing Directors by resolutions of the Board of Directors.	(Executive Directors and Representative Director) Article 28. The Company shall appoint Directors (excluding Directors who are Audit and Supervisory Committee Members) a Representative Director, President and as necessary one (1) Chairman-Director, a few Vice Presidents-Directors, Senior Managing Directors and Managing Directors by resolutions of the Board of Directors.
(2) The Company may elect a few directors representing the Company among executive directors described in the foregoing Paragraph by resolutions of the Board of Directors.	(2) The Company may elect a few directors representing the Company among executive directors described in the foregoing Paragraph by resolutions of the Board of Directors. (*No change to English language version)
(Newly established)	(Full Time Audit and Supervisory Committee Members) Article 29. The Audit and Supervisory Committee may elect full time Audit and Supervisory Committee Members among the Audit and Supervisory Committee Members.
(Newly established)	(Delegation to Directors) Article 30. The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act of Japan, delegate decisions on the execution of important business (excluding the matters listed in each item of Paragraph 5 of such Article) to the Directors by resolution of the Board of Directors.
(Newly established)	(Rules of the Board of Directors) Article 31. Matters concerning the Board of Directors shall be governed by the Rules of the Board of Directors established by the Board of Directors in addition to laws and ordinances or these Articles of Incorporation.
(Newly established)	(Rules of the Audit and Supervisory

	Committee) Article 32. Matters concerning the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee established by the Audit and Supervisory Committee in addition to laws and ordinances or these Articles of Incorporation.
(Remuneration, etc. of Directors) Article 28. Remuneration and other proprietary benefits (hereinafter referred to as "Remuneration, etc.") Directors may receive from the Company in consideration of the execution of their duties shall be determined by resolution of the General Meeting of Shareholders.	(Remuneration, etc. of Directors) Article 33. Remuneration, bonuses and other proprietary benefits (hereinafter referred to as "Remuneration, etc.") Directors may receive from the Company in consideration of the execution of their duties shall be determined by resolution of the General Meeting of Shareholders, distinguishing between Directors who are members of the Audit and Supervisory Committee and directors who are not.
(Contracts for Limitation of Liability of Outside Directors) Article 29. The Company may enter into contracts with Outside Directors to the effect that, if such Outside Directors are without knowledge and are not grossly negligent with respect to the liability of Article 423, Paragraph 1 of the Companies Act, such Outside Directors' liabilities shall be limited to the amount specified by laws and regulations.	(Contracts for Limitation of Liability of Directors) Article 34. The Company may enter into contracts with Directors (excluding Directors who are Executive Directors, etc.) to the effect that, if such Directors are without knowledge and are not grossly negligent with respect to the liability of Article 423, Paragraph 1 of the Companies Act of Japan, such Directors' liabilities shall be limited to the amount specified by laws and regulations.
Chapter V. Corporate Auditors and Board of Corporate Auditors	(Deleted)
(Authorized Number of Corporate Auditors) Article 30. The Company shall not have more than five (5) Corporate Auditors.	(Deleted)
(Election of Corporate Auditors) Article 31. Corporate Auditors of the Company shall be elected by resolutions adopted at a General Meeting of Shareholders at which shareholders holding one-third (1/3) or more of voting rights of the shareholders entitled to vote are present, by a majority of the voting rights of the shareholders so present. (2) Pursuant to the provisions of Article 329,	(Deleted)

Paragraph 3 of the Companies Act, the Company may elect a Substitute Corporate Auditor at a meeting of shareholders to prepare for any shortage in the number of Corporate Auditors from the number provided for in laws and regulations. (3) The effective term of the resolution for election of a Substitute Corporate Auditor provided for in the preceding paragraph shall expire at the beginning of the annual meeting of shareholders for the last fiscal year ending within four (4) years from the date of such resolution.	
(Office Term of Corporate Auditors) Article 32. The term of office of Corporate Auditors shall expire at the close of the ordinary General Meeting of Shareholders relating to the last of the business year to end within four (4) years after their election.	(Deleted)
(Substitute Corporate Auditor) Article 33. The term of office of a Substitute Corporate Auditor who serves as a replacement of a Corporate Auditor who retired from office before the expiration of the term of office is up to the end of the remaining period of his/her predecessor's term. Provided, however, that if the Substitute Corporate Auditor who was elected pursuant to the provision of Article 31, Paragraph 2 assumes office as Corporate Auditor, the term of office of such Corporate Auditor shall expire at the close of the annual meeting of shareholders for the last fiscal year ending within four (4) years after his/her election as Substitute Corporate Auditor.	(Deleted)
(Notice for Convening a Meeting of the Board of Corporate Auditors) Article 34. Notice for convening a meeting of the Board of Corporate Auditors shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of such meeting, provided, however that this term of notice may be shortened in case of emergency.	(Deleted)
(Resolutions of the Board of Corporate	(Deleted)

Auditors) Article 35. Resolutions of the Board of Corporate Auditors shall be adopted at its meeting by a majority of the Corporate Auditors unless otherwise provided for in the applicable laws.	
(Full Time Corporate Auditor) Article 36. The Board of Corporate Auditors shall elect one (1) full time Corporate Auditor among the Corporate Auditors.	(Deleted)
(Remuneration, etc. of Corporate Auditors) Article 37. Remuneration and other benefits the Corporate Auditors may receive from the Company shall be determined by resolution of the General Meeting of Shareholders.	(Deleted)
(Contracts for Limitation of Liability of Outside Corporate Auditors) Article 38. The Company may enter into contracts with Outside Corporate Auditors to the effect that, if such Outside Corporate Auditors are without knowledge and are not grossly negligent with respect to the liability of Article 423, Paragraph 1 of the Companies Act, such Outside Corporate Auditors' liabilities shall be limited to the amount specified by laws and regulations.	(Deleted)
Chapter VI. Accounting Corporate Auditor	Chapter V. Accounting Corporate Auditor
(Election of Accounting Corporate Auditor) Article 39. The Accounting Corporate Auditor shall be elected by resolution of the General Meeting of Shareholders.	(Election of Accounting Corporate Auditor) Article 35. The Accounting Corporate Auditor shall be elected by resolution of the General Meeting of Shareholders.
Article 40. (Article omitted)	Article 36. (Unchanged)
(Remuneration, etc. of Accounting Corporate Auditors) Article 41. Remuneration and other benefits of the Accounting Corporate Auditors shall be determined by the Representative Director with consent of the Board of Corporate Auditors.	(Remuneration, etc. of Accounting Corporate Auditors) Article 37. Remuneration and other benefits of the Accounting Corporate Auditors shall be determined by the Representative Director with consent of the Audit and Supervisory Committee.
Chapter VII. Accounting	Chapter VI. Accounting
Article 42. (Article omitted)	Article 38. (Unchanged)

(Year-end Dividend and its Record Date) Article 43. The Company shall pay the year-end dividend for distribution of surplus to the shareholders or registered pledgees of shares as of March 31 of each year as record date by resolution of the ordinary General Meeting of Shareholders.	(Year-end Dividend and its Record Date) Article 39. The Company shall pay the year-end dividend for distribution of surplus to the shareholders or registered pledgees of shares as of March 31 of each year as record date by resolution of the ordinary General Meeting of Shareholders.
(Mid-term Dividend and its Record Date) Article 44. The Company shall pay the mid-term dividend for distribution of surplus to the shareholders or registered pledgees of shares as of September 30 of each year as record date by resolution of the Board of Directors.	(Mid-term Dividend and its Record Date) Article 40. The Company shall pay the mid-term dividend for distribution of surplus to the shareholders or registered pledgees of shares as of September 30 of each year as record date by resolution of the Board of Directors.
(Expiration of Dividend Payment) Article 45. In the event that the dividend is paid in cash and that if any dividend remains unreceived in three (3) years from its payable date, the Company shall be relieved of the obligation to pay any such dividend.	(Expiration of Dividend Payment) Article 41. In the event that the dividend is paid in cash and that if any dividend remains unreceived in three (3) years from its payable date, the Company shall be relieved of the obligation to pay any such dividend.

Proposal 3 Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

If the Proposal No. 2 "Partial amendments to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee, and the terms of office of all eight (8) Directors will expire when the amendments to the Articles of Incorporation take effect.

Accordingly, the Company requests the approval for the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal).

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, "Partial amendments to the Articles of Incorporation."

The candidates for Directors are as follows:

Candidate number	Name	Gender	Current position in the Company		Years in office
1	Tatsuya Nunohara	Male	Representative Director, President Chief Executive Officer Remuneration Committee Member Nominating Committee Member	Reappointment	9 years
2	Takeo Norimitsu	Male	Representative Director, Senior Managing Director Senior Managing Executive Officer Remuneration Committee Member Nominating Committee Member	Reappointment	9 years
3	Noboru Horimoto	Male	Director Associate Senior Executive Officer	Reappointment	7 years
4	Teruyuki Kizu	Male	Director Associate Senior Executive Officer	Reappointment	4 years
5	Tetsuya Ichimura	Male	Director Executive Officer	Reappointment	2 years
6	Hiroyuki Terakawa	Male	Outside Director Remuneration Committee Member Nominating Committee Chair	Reappointment Outside Independent	4 years
7	Keiko Kaneko	Female	Outside Director Remuneration Committee Chair Nominating Committee Member	Reappointment Outside Independent	4 years
8	Takanobu Tomohiro	Male	Outside Director Remuneration Committee Member Nominating Committee Member	Reappointment Outside Independent	3 years

Reappointment: Candidates for reappointment as directors

Outside: Candidates for outside directors

Independent: Candidates for independent executives as stipulated by the Tokyo Stock Exchange

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies		# of shares held by the candidate	Special interest in the Company
1	Tatsuya Nunohara (January 21, 1959) Reappointment, Male	April 1982	Joined the Company	27,900	None
		April 2013	Executive Officer of the Company Deputy Executive General Manager of Engineering of the Company		
		April 2015	Executive General Manager of Engineering of the Company		
		April 2017	Executive General Manager of Production of the Company		
		June 2017	Director of the Company		
		April 2018	SPV Division Director of the Company		
		June 2019	Associate Senior Executive Officer of the Company		
		June 2020	Representative Director, President of the Company (current position) Chief Executive Officer of the Company (current position)		
	(Reason for selection as candidate for Director) He has been in charge of the management of the Company as Representative Director & President since June 2020 after serving in the SPV Development and Production Division for many years. We nominate him as a candidate for Director in order to strengthen the management of the Company based on his extensive experience and accomplishments.				

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies		# of shares held by the candidate	Special interest in the Company
2	Takeo Norimitsu (August 15, 1958) Reappointment, Male	April 1982	Joined the Company	17,000	None
		April 2011	Executive Officer of the Company General Manager of Overseas Promotion of the Company		
		April 2017	General Manager of Overseas Operations of the Company General Manager of Overseas Sales of the Company		
		June 2017	Director of the Company		
		April 2018	Chairman of Kyokuto Special Automobile Trading (Shanghai) Co., Ltd. Chairman of Kyokuto Kaihatsu (Kunshan) Machinery Co., Ltd.		
		June 2019	Associate Senior Executive Officer of the Company		
		September 2020	Director of SATRAC ENGINEERING PRIVATE LIMITED		
		April 2022	Executive General Manager of Administration of the Company (current position) General Manager of Corporate Planning of the Company Related to Overseas Operations Division of the Company (current position) Related to Parking Operations Division of the Company (current position)		
		April 2024	Senior Managing Executive Officer of the Company (current position)		
		June 2024	Representative Director, Senior Managing Director of the Company (current position)		
		April 2026	Director and Chairman of SATRAC ENGINEERING PRIVATE LIMITED (Current position)		
	(Reason for selection as candidate for Director) We nominate him as a candidate for Director in order to continuously strengthen the management of the Company based on his extensive experience and accomplishments as he served in the Overseas Division and Planning Division for many years and has been in charge of the management of overseas subsidiaries.				

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
3	Noboru Horimoto (February 28, 1965) Reappointment, Male	April 1988 Joined the Company April 2008 General Manager of Environmental Division, Construction Department of the Company April 2010 General Manager of Environmental Division, Engineering Department of the Company April 2011 Executive Officer of the Company Environmental Division, Deputy Director of the Company April 2013 Executive General Manager of Environmental Division, Sales Department of the Company General Manager of Environmental Division, Service Department of the Company October 2013 General Manager of Environmental Division, Planning Department of the Company April 2019 Environmental Division, Director of the Company (current position) June 2019 Director of the Company (current position) Related to affiliate companies, Environmental Division of the Company (current position) April 2022 Associate Senior Executive Officer of the Company (current position) April 2023 Executive General Manager of Environmental Division, Engineering Department of the Company (Representative position in other companies) Director of Japan Environmental Facilities Manufacturers Association	15,600	None
	(Reason for selection as candidate for Director) We nominate him as a candidate for Director again in order to continuously strengthen the management of the Company based on his extensive experience and accomplishments as he served in the Environmental Division for many years.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
4	Teruyuki Kizu (January 7, 1966) Reappointment, Male	November 1992 Joined the Company April 2016 Miki Plant Manager of the Company April 2017 Yokohama Plant Manager of the Company April 2018 Executive Officer of the Company April 2019 Executive General Manager of Production of the Company April 2021 Associate Senior Executive Officer of the Company (current position) April 2022 SPV Division Director of the Company (current position) Chairman of Kyokuto Special Automobile Trading (Shanghai) Co., Ltd. (current position) Chairman of Kyokuto Kaihatsu (Kunshan) Machinery Co., Ltd. (current position) June 2022 Director of the Company (current position)	10,200	None
	(Reason for selection as candidate for Director) We nominate him as a candidate for Director again in order to strengthen the management of the Company based on his extensive experience and accomplishments as he served in the SPV Production Division for many years.			
5	Tetsuya Ichimura (March 3,1972) Reappointment, Male	September 2003 Joined the Company April 2019 General Manager of Finance of the Company (current position) April 2022 Executive Officer of the Company (current position) Auditor of NIPPON TREX Co., Ltd. (current position) June 2024 Director of the Company (current position)	8,600	None
	(Reason for selection as candidate for Director) We nominate him as a candidate for Director again in order to strengthen the management of the Company based on his extensive experience and accomplishments as he served in the Finance Division for many years.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies		# of shares held by the candidate	Special interest in the Company
6	Hiroyuki Terakawa (November 13, 1956) Reappointment, Male, Outside, Independent	April 1979 July 2001 July 2005 October 2007 April 2009 April 2011 April 2013 April 2015 April 2017 December 2017 January 2018 April 2022 June 2022 	Joined Hanshin Electric Railway Co., Ltd. General Manager of Nishi-Umeda Management Department of Hanshin Electric Railway Co., Ltd. General Manager of Umeda Business Department of Hanshin Electric Railway Co., Ltd. Director of Hankyu Hanshin Building Management Co., Ltd. Senior Managing Executive Officer of Hankyu Hanshin Building Management Co., Ltd. Director of Hanshin Electric Railway Co., Ltd. Deputy Executive General Manager of Real Estate Business Division of Hanshin Electric Railway Co., Ltd. Executive Director of Hanshin Electric Railway Co., Ltd. Executive General Manager of Real Estate Business Division of Hanshin Electric Railway Co., Ltd. Senior Executive Director of Hanshin Electric Railway Co., Ltd. Representative Director, Chairman of Hankyu Hanshin Building Management Co., Ltd. Director of Osaka Building Owners & Managers Association Director of Japan Life-Style Culture Association (current position) Outside Director of the Company (current position) Independent Executive of the Company (current position)	0	None
	(Reason for selection as candidate for Outside Director and Overview of expected roles) He has broad knowledge obtained through being involved in management in different types of business and extensive experience and accomplishments in management for many years. Therefore, we nominate him as a candidate for Outside Director again because we expect he will be able to supervise our management objectively.				

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies		# of shares held by the candidate	Special interest in the Company
7	Keiko Kaneko (November 27, 1958) Reappointment, Female, Outside, Independent	April 1981 April 2007 April 2014 October 2014 June 2016 November 2016 April 2018 June 2019 June 2022 June 2024 	Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corporation) Director, Corporate Information Security Division of Matsushita Electric Industrial Co., Ltd. Assistant to Director, Senior Counsel for Personal Information Protection, Legal Division of Matsushita Electric Industrial Co., Ltd. Executive Officer of Benesse Holdings, Inc. General Manager, Security Compliance Division of Benesse Holdings, Inc. Director, Corporate Information Security Division of Benesse Holdings, Inc. Vice President of The Information Network Law Association Associate Professor, Department of Business Law, Faculty of Business Administration, Osaka University of Economics Outside Director of Marudai Food Co., Ltd. Independent Executive of Marudai Food Co., Ltd. Outside Director of the Company (current position) Independent Executive of the Company (current position) Outside Director of Senshu Ikeda Holdings, Inc. (current position) Independent Executive of Senshu Ikeda Holdings, Inc. (current position) Non-Executive Director (non-full time), The Senshu Ikeda Bank, Ltd. (current position)	0	None
	(Reason for selection as candidate for Outside Director and Overview of expected roles) She has broad knowledge obtained through being involved in management in different types of business and specialized experience and extensive accomplishments through being involved in the Legal and Information Security divisions for many years. Therefore, we nominate her as a candidate for Outside Director again because we expect she will be able to supervise our management objectively. She has not been involved in management of a company except as an Outside Executive Officer. However, we deem that she will fulfill her duty as an Outside Director properly due to the above-mentioned background.				

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
8	Takanobu Tomohiro (October 29, 1958) Reappointment, Male, Outside, Independent	April 1991 Registration as Lawyer Joined Kogoshi-Takizawa Law Office (currently Kobe-Kaito Law Office) April 1994 Partner of Kobe-Kaito Law Office (current position) April 2004 Deputy President of Hyogo Bar Association April 2016 External Audit & Supervisory Board Member of Sawai Pharmaceutical Co., Ltd. (currently Sawai Group Holdings Co., Ltd.) Independent Executive of Sawai Pharmaceutical Co., Ltd. April 2020 President of Hyogo Bar Association Managing Director of Japan Federation of Bar Associations Managing Director of Kinki Federation of Bar Associations April 2021 Chairman, Full-time member of Hyogo Bar Association June 2023 Outside Director of the Company (current position) Independent Executive of the Company (current position)	0	None
	(Reason for selection as candidate for Outside Director and Overview of expected roles) He is a lawyer and has broad knowledge and abundant experience in corporate law and legal affairs, with an involvement in management as an outside auditor in other industries. Therefore, we nominate him as a candidate for Outside Director because we expect him to supervise our management objectively. He has not been involved in management of a company except as an Outside Executive Officer. However, we deem that he will fulfill his duty as an Outside Director properly due to the above-mentioned background.			

(Notes)

1. Hiroyuki Terakawa, Keiko Kaneko, and Takanobu Tomohiro are candidates for Outside Directors.
2. Hiroyuki Terakawa, Keiko Kaneko, and Takanobu Tomohiro are Outside Directors of the Company. Hiroyuki Terakawa and Keiko Kaneko will have been in office for four (4) years and Takanobu Tomohiro will have been in office for three (3) years as Directors at the conclusion of this Annual General Meeting of Shareholders.
3. We have reported Hiroyuki Terakawa, Keiko Kaneko, and Takanobu Tomohiro as Independent Executives of the Company in accordance with the regulations of Tokyo Stock Exchange, Inc. In the event that their reappointment is approved, they will be designated as Independent Executives again.
4. The Company has entered into the limited liability contract prescribed in Article 427, Paragraph 1 of the Companies Act with Hiroyuki Terakawa, Keiko Kaneko, and Takanobu Tomohiro in accordance with the Articles of Incorporation of the Company. The limit of liability for damages pursuant to such limited liability contract is the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act. In the event that their reappointment is approved, the Company plans to continue such limited liability contract with them.
5. The Company has entered into a directors and officers liability insurance policy prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy provides coverage for compensation for damages and litigation expenses that the insured would legally be responsible for paying as a result of claims made against them during the insurance period due to the execution of duties as a corporate officer. In the event that their appointment is approved, the candidates shall be included as the insured of the relevant insurance policy.
6. The Board of Directors consulted with the Company's Nominating Committee and carefully assessed each candidate's career background, competence, character, expertise, etc. in accordance with the Committee's counsel and recommendations before submitting this proposal.
   The Committee was established in February 2020 as a voluntary advisory body under the Board of Directors, is chaired by an Outside Director, and is comprised of the Representative Director & President, the Representative Director & Senior Managing Director, and three Outside Directors (including the chair).
7. To secure the transparency in determining remuneration for directors (and other officers), the Remuneration Committee was established as a voluntary advisory body under the Board of Directors in March 2019. The Committee is chaired by an Outside Director, and is comprised of the Representative Director & President, the Representative Director & Senior Managing Director, and three Outside Directors (including the chair).
8. On September 25, 2025, during the tenure of Hiroyuki Terakawa, Keiko Kaneko, and Takanobu Tomohiro as Outside Directors of the Company, the Company and its subsidiary, NIPPON TREX Co., Ltd., received a cease and desist order and a surcharge payment order from the Japan Fair Trade Commission for conduct found to violate the Antimonopoly Act in connection with the sale of vehicle bodies.
   While none of them were aware of the violation until the facts were discovered, they had routinely raised awareness about the importance of compliance at Board of Directors meetings and other occasions.
   Since becoming aware of the violation, they have fulfilled their duties by making timely recommendations regarding the thorough enforcement of compliance and initiatives to prevent recurrence.

Proposal 4 Election of five (5) Directors who are Audit and Supervisory Committee Members

If the Proposal No. 2 “Partial amendments to the Articles of Incorporation” is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company requests the approval for the election of five (5) Directors who are Audit and Supervisory Committee Members.

The Board of Corporate Auditors has given its consent to this proposal.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, “Partial amendments to the Articles of Incorporation.”

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

Candidate number	Name	Gender	Current position in the Company		Years in office as Corporate Auditor
1	Akira Sakurai	Male	Full-time Corporate Auditor of the Company	New appointment	4 years
2	Hiroaki Kuriyama	Male	Corporate Auditor of the Company	New appointment	3 years
3	Kuniaki Fujiwara	Male	Outside Corporate Auditor of the Company	New appointment Outside Independent	7 years
4	Nobuhiro Asada	Male	Outside Corporate Auditor of the Company	New appointment Outside Independent	3 years
5	Youko Yamada	Female	–	New appointment Outside Independent	–

New appointment: Candidates for new directors
Outside: Candidates for outside directors
Independent: Candidates for independent executives as stipulated by the Tokyo Stock Exchange

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
1	Akira Sakurai (March 2, 1959) New appointment, Male	April 1981 Joined the Company May 2000 President and Representative Director of Softec Co., Ltd. April 2006 General Manager of Information System Department of the Company April 2009 General Manager of General Affairs and Personnel Department of the Company April 2013 Executive Officer of the Company Deputy Executive General Manager of Administration of the Company April 2015 Related to CSR Office of the Company April 2017 General Manager of Personnel Department of the Company April 2019 Director of NIPPON TREX Co., Ltd.; Associate Senior Executive Director of NIPPON TREX Co., Ltd. Executive General Manager of Administration and General Manager of Audit Office of NIPPON TREX Co., Ltd. April 2022 In Charge of Special Assignment of Administration of the Company In Charge of Special Assignment of Assistant to President of NIPPON TREX Co., Ltd. June 2022 Full-time Corporate Auditor of the Company (current position)	2,700	None
	(Reason for selection as candidate for Director who is an Audit and Supervisory Committee Member) He has been in charge of the management of the Company as Representative Director & President of affiliated companies, serving in the SPV Development and Production divisions for many years. Based on his abundant experience and accomplishments, we expect that he will play a sufficient role in the effective auditing of the Company's management. Therefore, we nominate him as a candidate for Director who is an Audit and Supervisory Committee Member.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
2	Hiroaki Kuriyama (January 2, 1957) New appointment, Male	April 1980 Joined the Company May 2007 General Manager of Product Planning of the Company April 2009 General Manager of Production Promotion of the Company April 2012 Miki Plant Manager of the Company April 2014 Executive Officer of the Company April 2015 Executive General Manager of Sales of the Company April 2017 Director of NIPPON TREX Co., Ltd.; Associate Senior Executive Director of NIPPON TREX Co., Ltd. April 2019 Representative Director, President, CEO of Kyokuto Kaihatsu Parking Co., Ltd. President and Representative Director of Sasashima Live Parking Co., Ltd. June 2023 Corporate Auditor of the Company (current position)	6,050	None
	(Reason for selection as candidate for Director who is an Audit and Supervisory Committee Member) He has been in charge of the management of the Company as Representative Director & President of affiliated companies, serving in the SPV Development and Production divisions for many years. Based on his abundant experience and accomplishments, we expect that he will play a sufficient role in the effective auditing of the Company's management. Therefore, we nominate him as a candidate for Director who is an Audit and Supervisory Committee Member.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
3	Kuniaki Fujiwara (July 1, 1954) New appointment, Outside, Male, Independent	April 1978 Joined Taiyo Kobe Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation) April 2007 Executive Officer of Sumitomo Mitsui Banking Corporation April 2009 Resigned from the Bank May 2009 Senior Executive Officer of Ginsen Co., Ltd. June 2009 Senior Executive Director of Ginsen Co., Ltd. April 2011 Executive Vice President of Sakura KCS Corporation June 2011 Representative Director of Sakura KCS Corporation October 2013 President and Representative Director of Sakura KCS Corporation Chief Executive Officer of Sakura KCS Corporation June 2018 Outside Corporate Auditor of Sanyo Color Works Ltd. June 2019 Outside Corporate Auditor of the Company(current position) Independent Executive of the Company (current position)	0	None
	(Reason for selection as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of expected roles) As he has engaged in banking operations at a bank for many years, he has broad knowledge of finance and accounting. Furthermore, based on his abundant experience and accomplishments as a corporate executive in other industries, we expect that he will play a sufficient role from an objective standpoint in the effective auditing of the Company's management. Therefore, we nominate him as a candidate for Director who is an Audit and Supervisory Committee Member.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
4	Nobuhiro Asada (September 4, 1970) New appointment, Outside, Male, Independent	April 1998 Registered at Kobe Bar Association (currently Hyogo Bar Association) Joined Rokko Sogo Law Office (currently Rokko Law Office) April 2010 Deputy President of Hyogo Bar Association April 2012 Vice Chairman of the Legal Apprentice Training Committee of Japan Federation of Bar Association Chairman of the Legal Apprentice Training Committee of Hyogo-Ken Bar Association April 2013 Deputy Director of Hyogo District Office of Japan Legal Support Center July 2016 Member of the Hyogo Prefecture Administrative Complaint Review Board (current position) June 2018 Substitute Corporate Auditor of the Company (current position) October 2021 Public interest member of the Hyogo Prefecture Labor Committee (current position) June 2023 Outside Corporate Auditor of the Company(current position) Independent Executive of the Company (current position)	0	None
	(Reason for selection as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of expected roles) He is a lawyer and has broad knowledge and abundant experience in corporate law and legal affairs. Therefore, we nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member because we expect him to audit the Company's management from an objective standpoint. He has not been involved in the management of a company. However, we deem that he will fulfill his duty as an Outside Director who is an Audit and Supervisory Committee Member properly due to the above-mentioned background.			

Candidate number	Name (Date of Birth)	Brief personal history and representative positions in other companies	# of shares held by the candidate	Special interest in the Company
5	Youko Yamada (March 5, 1957) New appointment, Outside, Female, Independent	March 1980 Joined Renown Incorporated April 1996 Joined Certified Public Accountant Hiroharu Shikata Office April 2000 Registered as a Certificated Public Accountant December 2002 Registered as Tax Accountant January 2008 Representative of Certified Public Accountant and Tax Accountant Yoko Yamada Office (current position) December 2008 Member of Kyotango City Deliberative Council on Political Ethics (current position) June 2022 Chairperson, Keiji Office, Japanese Institute of Certified Public Accountants July 2022 Executive Board Member of the Japanese Institute of Certified Public Accountants June 2023 Outside Auditor of Shofu Inc. (current position) Independent Officer of Shofu Inc. (current position)	0	None
	(Reason for selection as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of expected roles) She is a certified public accountant and has broad knowledge and abundant experience in finance and accounting. Therefore, we nominate her as a candidate for Outside Director who is an Audit and Supervisory Committee Member because we expect her to audit the Company's management from an objective standpoint. She has not been involved in the management of a company. However, we deem that she will fulfill her duty as an Outside Director who is an Audit and Supervisory Committee Member properly due to the background mentioned above.			

(Notes)
1. Kuniaki Fujiwara, Nobuhiro Asada and Yoko Yamada are candidates for Outside Directors who are Audit and Supervisory Committee Members.
2. Nobuhiro Asada has been elected as substitute Corporate Auditor of the Company since 2018.
3. Kuniaki Fujiwara and Nobuhiro Asada are currently Outside Corporate Auditors of the Company. Kuniaki Fujiwara will have been in office for seven (7) years and Nobuhiro Asada will have been in office for three (3) years as Corporate Auditors at the conclusion of this Annual General Meeting of Shareholders.
4. We have reported Kuniaki Fujiwara and Nobuhiro Asada as Independent Executives of the Company in accordance with the regulations of Tokyo Stock Exchange, Inc. In the event that their appointment is approved, they will be designated as Independent Executives again. Furthermore, Yoko Yamada meets the requirements for an Independent Executive pursuant to the regulations of Tokyo Stock Exchange, Inc. Upon approval of her election, the Company plans to submit a notification to the Exchange designating her newly as an Independent Executive.
5. The Company has entered into the limited liability contract prescribed in Article 427, Paragraph 1 of the Companies Act with Kuniaki Fujiwara and Nobuhiro Asada in accordance with the Articles of Incorporation of the Company. The limit of liability for damages pursuant to the limited liability contract is the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.
   In the event that the appointment of the five (5) Directors who are Audit and Supervisory Committee Members is approved, the Company plans to enter into such limited liability contract with Akira Sakurai, Hiroaki Kuriyama and Yoko Yamada, as well as the two individuals mentioned above, under the same terms as described above.
6. The Company has entered into a directors and officers liability insurance policy prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy provides coverage for compensation for damages and litigation expenses that the insured would legally be responsible for paying as a result of claims made against them during the insurance period due to the execution of duties as a corporate officer. In the event that their appointment is approved, the candidates shall be included as the insured of the relevant insurance policy.
7. On September 25, 2025, during the tenure of Kuniaki Fujiwara and Nobuhiro Asada as Outside Corporate Auditors of the Company, the Company and its subsidiary, NIPPON TREX Co., Ltd., received a cease and desist order and a surcharge payment order from the Japan Fair Trade Commission for conduct found to violate the Antimonopoly Act in connection with the sale of vehicle bodies.
   While none of them were aware of the violation until the facts were discovered, they had routinely raised awareness about the importance of compliance at Board of Directors meetings and other occasions.

Since becoming aware of the violation, they have fulfilled their duties by making timely recommendations regarding the thorough enforcement of compliance and initiatives to prevent recurrence.

Proposal 5 Election of one (1) Substitute Director who is an Audit and Supervisory Committee Member

If the Proposal No. 2 "Partial amendments to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company requests the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member to prepare for a case where the number of Directors who are Audit and Supervisory Committee Members falls short of the number required by laws and regulations.

Furthermore, the Company requests that the election may be canceled by a resolution of the Board of Directors with the consent of the Audit and Supervisory Committee, provided that such cancellation occurs before the candidate assumes office as a Director who is an Audit and Supervisory Committee Member.

In addition, the Board of Corporate Auditors has already given its consent to this proposal.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, "Partial amendments to the Articles of Incorporation."

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

Name (Date of Birth)	Brief personal history and representative positions in other companies		# of shares held by the candidate	Special interest in the Company
Rintaro Kimura (December 28, 1975) New appointment, Outside, Male, Independent	October 2006	Registration as Lawyer	0	None
	April 2013	President of Kimura Law Office		
	April 2015	Partner of Motomachi Law Office (current position)		
		Chairman of the Crime Victims Support Committee, Hyogo Bar Association		
		Director of Hyogo Victim Support Center		
		Advisor of HYOGO TAKKEN KYOKAI		
	April 2022	Deputy President of Hyogo Bar Association		
	June 2023	Substitute Corporate Auditor (current position)		
(Reason for selection as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of expected roles) He is a lawyer and has broad knowledge and abundant experience in corporate law and legal affairs. Therefore, we nominate him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member because we expect him to audit the Company's management from an objective standpoint. He has not been involved in management of a company. However, we deem that he will fulfill his duty as Outside Corporate Auditor properly due to the above-mentioned background.				

(Notes)
1. Rintaro Kimura is a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.
2. Furthermore, Rintaro Kimura meets the requirements for an Independent Executive pursuant to the regulations of Tokyo Stock Exchange, Inc. In the event that he assumes office as a Director who is an Audit and Supervisory Committee Member, the Company plans to submit a notification to the Exchange designating him newly as an Independent Executive.
3. If Rintaro Kimura assumes office as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to enter into the limited liability contract prescribed in Article 427, Paragraph 1 of the Companies Act with him in accordance with the Articles of Incorporation of the Company. The limit of liability for damages pursuant to the limited liability contract is the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.
4. The Company has entered into a directors and officers liability insurance policy prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy provides coverage for compensation for damages and litigation expenses that the insured would legally be responsible for paying as a result of claims made against them during the insurance period due to the execution of duties as a corporate officer. In the event that he assumes office as an Outside Director who is an Audit and Supervisory Committee Member, he shall be included as the insured of the relevant insurance policy.

[Reference]

Skill matrix for each Director

This table is based on each Director's background, experience gained through previous positions and advanced expertise in their current position, and does not represent all of their skills.

Name/Position (※Female)			Corporate management business strategy	Production /technology development	Sales marketing	Overseas strategy	Finance /accounting Capital policy	Law /governance	Human resources and diversity	Sustainability	IT/DX
Directors (excluding Audit and Supervisory Committee Members)	Internal	Tatsuya Nunohara	○	○			○			○	○
		Takeo Norimitsu	○			○		○		○	○
		Noboru Horimoto	○	○	○					○	
		Teruyuki Kizu	○	○	○	○				○	
		Tetsuya Ichimura	○				○		○	○	
	Outside	Hiroyuki Terakawa	○		○		○	○			
		Keiko Kaneko※	○					○	○		○
		Takanobu Tomohiro						○	○		
Directors who are Audit and Supervisory Committee Members	Internal	Akira Sakurai	○						○	○	○
		Hiroaki Kuriyama	○	○	○						
	Outside	Kuniaki Fujiwara	○				○		○		
		Nobuhiro Asada						○	○		
		Youko Yamada※					○	○			

Proposal 6 Determination of the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)

If the Proposal No. 2 “Partial amendments to the Articles of Incorporation” is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

The amount of remuneration for the Company’s Directors was approved to be within 300 million yen per year at the 79th Annual General Meeting of Shareholders held on June 26, 2014, and has remained in effect to date. However, in connection with the transition to a company with an Audit and Supervisory Committee, the Company proposes to abolish this existing limitation and newly determine the remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members). Specifically, in order to facilitate future business expansion and strengthen our management structure and internal controls accordingly, we would like to set the new amount to be within 400 million yen per year.

While the summary of the policy for determining the details of individual remuneration, etc. for Directors for the Company’s 91st fiscal year is upon approval of this proposal, the Company plans to make necessary revisions to the policy at the Board of Directors meeting to reflect the transition to a company with an Audit and Supervisory Committee and the content of this proposal, while maintaining substantially the same content.

We believe that the details of this proposal are appropriate, as they are in line with the aforementioned policy and take into account the Company’s business scale, executive remuneration system and payment levels, the current number of officers, future trends and other relevant factors.

Furthermore, the Company proposes that the said remuneration amount shall exclude the employee-portion salary for Directors who concurrently serve as employees.

The current number of Directors is eight (8) (including three (3) Outside Directors). If Proposal No. 2 “Partial amendments to the Articles of Incorporation” and Proposal No. 3 “Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)” are approved and adopted as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) pertaining to this proposal will become eight (8) (including three (3) Outside Directors).

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, “Partial amendments to the Articles of Incorporation.”

Proposal 7 Determination of the amount of remuneration for Directors who are Audit and Supervisory Committee Members

If the Proposal No. 2 “Partial amendments to the Articles of Incorporation” is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company would like to determine the amount of remuneration for Directors who are Audit and Supervisory Committee Members to be within 100 million yen per year.

We believe that this proposal is appropriate as it determines the remuneration framework for Directors who are Audit and Supervisory Committee Members within a reasonable range, taking into account their responsibilities, the level of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members), etc.

If Proposal No. 2 “Partial amendments to the Articles of Incorporation” and Proposal No. 4 “Election of five (5) Directors who are Audit and Supervisory Committee Members” are approved and adopted as originally proposed, the number of Directors who are Audit and Supervisory Committee Members pertaining to this proposal will become five (5).

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, “Partial amendments to the Articles of Incorporation.”

Proposal 8 Determination of remuneration to grant restricted shares to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

If the Proposal No. 2 "Partial amendments to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

The remuneration to grant restricted shares to the Company's Directors (excluding Outside Directors) was approved to be within 50 million yen per year (excluding the employee-portion salary for Directors who concurrently serve as employees) at the 86th Annual General Meeting of Shareholders held on June 25, 2021, and has remained in effect to date. However, in connection with the transition to a company with an Audit and Supervisory Committee, the Company intends to abolish this existing framework and newly provide remuneration to grant restricted shares to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as the "Eligible Directors"), with the aim of providing them with an incentive to sustainably increase the Company's corporate value and further promoting value-sharing with shareholders.

The remuneration to be provided for the Eligible Directors to grant restricted shares pursuant to this proposal shall be in the form of monetary compensation claims, and the total amount shall be within 50 million yen per year (excluding the employee-portion salary for Directors who concurrently serve as employees). In addition, the specific timing of granting and the allocation to each Eligible Director shall be determined by the Board of Directors.

If Proposal No. 6 "Determination of the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, a framework for monetary compensation of not more than 400 million yen per year shall be set for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members); however, the monetary compensation claims to be granted pursuant to this proposal shall be separate from the said compensation framework.

The current number of Directors is eight (8) (including three (3) Outside Directors). If Proposal No. 2 "Partial amendments to the Articles of Incorporation" and Proposal No. 3 "Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)" are approved and adopted as originally proposed, the number of Eligible Directors pertaining to this proposal will become five (5).

The Eligible Directors shall, based on a resolution of the Board of Directors of the Company, contribute all monetary compensation claims granted under this proposal as property in kind, and shall receive the issuance or disposal of the Company's common stock in return. The total number of shares of the Company's common stock to be issued or disposed of through this process shall be limited to 50,000 shares per year. However, if, after the approval and adoption of this proposal, the Company conducts a stock split (including a gratis allotment of the Company's common stock) or a stock consolidation, or if any other event requiring an adjustment to the total number of shares of common stock to be issued or disposed of as restricted shares occurs, the total number of shares shall be adjusted within a reasonable range.

The paid-in amount per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no trading takes place on that day, the closing price on the most recent preceding trading day), and within a range that is not particularly advantageous to the Eligible Directors who subscribe for such common stock. Furthermore, the issuance or disposal of the Company's common stock and the associated granting of the monetary compensation claims as property in kind shall be subject to the execution of a restricted share allotment agreement (hereinafter referred to as the "Allotment Agreement") between the Company and the Eligible Directors, which contains the provisions set forth below. In addition, the maximum amount of compensation under this proposal, the total number of shares of the Company's common stock to be issued or disposed of, and the other conditions to grant restricted shares to Eligible Directors have been determined in consideration of the aforementioned purposes, the Company's business performance, the policy for determining the details of individual remuneration for Directors, and other relevant circumstances. Accordingly, the Company believes that these conditions are appropriate.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation under Proposal No. 2, “Partial amendments to the Articles of Incorporation.”

[Overview of the contents of the Allotment Agreement]

(1) Transfer Restriction Period

During the period of three years from the date of allotment under the Allotment Agreement (hereinafter referred to as the “Transfer Restriction Period”), the Eligible Directors shall not transfer, create a security interest in, or otherwise dispose of the common stock of the Company allotted under the Allotment Agreement (hereinafter referred to as the “Allotted Shares”) (such restrictions hereinafter referred to as the “Transfer Restrictions”).

(2) Treatment upon Retirement

If an Eligible Director retires from a position as an officer or employee of the Company or a subsidiary of the Company pre-determined by the Board of Directors of the Company before the expiration of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without contribution, except in cases where such retirement is due to the expiration of their term of office, death, or any other justifiable reason.

(3) Lifting of Transfer Restrictions

Notwithstanding the provisions of (1) above, the Company shall lift the Transfer Restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period, on the condition that the Eligible Director has continuously remained in a position as an officer or employee of the Company or a subsidiary of the Company pre-determined by the Board of Directors of the Company throughout the Transfer Restriction Period.

However, if the Eligible Director retires from a position as an officer or employee of the Company or a subsidiary of the Company pre-determined by the Board of Directors before the expiration of the Transfer Restriction Period due to the expiration of the term of office, death, or any other justifiable reason specified in (2) above, the following treatment shall apply. The number of Allotted Shares for which the Transfer Restrictions are to be lifted, as well as the timing of such lifting, shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire the Allotted Shares for which the Transfer Restrictions have not been lifted as of the time immediately after the lifting of the Transfer Restrictions in accordance with the provisions above, without contribution.

(4) Treatment upon Corporate Reorganization, etc.

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matter relating to a corporate reorganization, etc. is approved at a General Meeting of Shareholders of the Company, the following shall apply. If approval at a General Meeting of Shareholders is not required for such corporate reorganization, etc., approval by the Board of Directors of the Company shall apply instead. In such case, the Company shall, by resolution of the Board of Directors, remove the Transfer Restrictions on such number of the Allotted Shares as is reasonably determined in light of the period from the commencement date of the Transfer Restriction Period to the date of approval of such corporate reorganization, etc. Such removal of the Transfer Restrictions shall take effect prior to the effective date of the relevant corporate reorganization, etc. In addition, in the case specified above, the Company shall automatically acquire the Allotted Shares for which the Transfer Restrictions have not been lifted as of the time immediately after the lifting of the Transfer Restrictions, without contribution.

(5) Other Matters

Other matters concerning the Allotment Agreement shall be determined by the Board of Directors of the Company.