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Securities code: 6820
June 5, 2026

To Shareholders with Voting Rights:

Hiroshi Nakaoka
President and Representative Director
ICOM INCORPORATED
1-6-19, Kamikuratsukuri, Hirano-ku,
Osaka, Japan
(Head Office: 1-1-32, Kamiminami,
Hirano-ku, Osaka, Japan)

NOTICE OF
THE 62nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

We hereby inform you that the 62nd Annual General Meeting of Shareholders (the "Meeting") of ICOM INCORPORATED (the "Company") will be held as described below.

When convening the Meeting, the Company has taken measures for providing information electronically and has posted matters subject to measures for electronic provision as "Notice of the 62nd Annual General Meeting of Shareholders" and "Materials for the 62nd Annual General Meeting of Shareholders" on the following Company's website.

The Company's website:
https://www.icom.co.jp/ir/meeting/(available in Japanese only)

In addition to the website shown above, the Company has also posted this information on the following websites on the Internet.

Net de Shoshu (online convocation) website: https://s.srdb.jp/6820/

The Tokyo Stock Exchange (TSE) website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

To view the information on the TSE website, please access the website, enter our company name (ICOM) or securities code (6820), click on "Search," and then click on "Basic information" and "Documents for public inspection/PR information" in this order.

Instead of attending in person, **shareholders may exercise their voting rights via the Internet, etc. or in writing. Please review the attached Reference Materials for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Tuesday, June 23, 2026.**

1. **Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time
2. **Place:** **Conference Room, 3rd Floor, Head Office**
   1-1-32, Kamiminami, Hirano-ku, Osaka, Japan
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 62nd Fiscal Year (April 1, 2025–March 31, 2026) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 62nd Fiscal Year (April 1, 2025–March 31, 2026)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of Six (6) Directors
Proposal 3: Continuation of Countermeasures against Large-Scale Purchases of the Company's Shares, etc. (Takeover Response Policies)

4. **Other Matters Decided in Connection with the Convocation of the Meeting:**

(1) When exercising voting rights by proxy, the proxy must be a shareholder with voting rights. Only one (1) proxy is permitted.
(2) Please note that any voting right exercised without indicating approval or disapproval for a particular proposal will be counted as a vote for approval of the proposal.
(3) If voting rights are exercised both via the Internet, etc. and in writing, the votes cast via the Internet, etc. will be valid. If voting rights are exercised multiple times for the same proposals via the Internet, etc., the votes that were cast last will be valid.

Voting Rights Exercise Form

If you are attending the Meeting in person, please submit the Voting Rights Exercise Form to the reception desk.

Other matters subject to measures for electronic provision (matters for which document delivery is omitted)

The following information is not included in this Notice, as it is disclosed only on each of the websites shown on page 1 of this Notice, pursuant to laws and regulations and the Articles of Incorporation of the Company.

(1) "Main Business," "Main Locations," "Overview of the Content of the Limitation of Liability Agreement," "Overview of the Content of the Indemnification Agreement," "Overview of the Content of the Directors and Officers Liability Insurance Contract," "Matters Concerning Outside Officers," "Matters Regarding Status of Accounting Auditor," "Matters Regarding Establishment of a System to Ensure the Appropriateness of Business Activities," and "Basic Policy Concerning Control of the Company" in the Business Report

(2) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements

(3) "Non-consolidated Statement of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

The Business Report audited by the Corporate Auditors and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Corporate Auditors and the Accounting Auditor are the information listed in (1), (2) and (3) above, in addition to the respective documents set forth in this Notice.

In the event of any revisions

Revisions, if any, to the matters subject to the electronic provision measures will be posted on the respective websites.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the following with respect to the appropriation of surplus.

Matters concerning year-end dividends

The Company believes that it must return profits to shareholders by paying stable dividends on an ongoing basis based on the consolidated business results of each fiscal year. The Company has thus adopted a basic policy of paying annual dividends of at least ¥60 per share or a consolidated payout ratio of at least 40%, whichever is greater.

Under this basic policy, the Company intends to pay a year-end dividend of ¥50 per share for the fiscal year under review as follows.

(1) Type of the dividend property
Cash

(2) Matters regarding the assignment of the dividend property to shareholders and the total amount thereof
¥50 per share of common stock of the Company
Total: ¥717,612,550
Note: The annual dividend, including the interim dividend, is ¥75 per share.

(3) Effective date of the distribution of surplus
June 25, 2026

Proposal 2: Election of Six (6) Directors

The terms of office of all of the current six (6) Directors will expire at the conclusion of this Meeting.

Accordingly, the Company requests the election of six (6) Directors, including three (3) Outside Directors.

The candidates for Director are as follows.

No.	Name			Current positions and responsibilities at the Company
1	Hiroshi Nakaoka	Male	[Reappointment]	▪ President and Director (Representative Director)
2	Yoshiki Enomoto	Male	[Reappointment]	▪ Director
3	Kenichi Noda	Male	[New appointment]	
4	Haruyuki Yoshizawa	Male	[Reappointment] [Outside] [Independent]	▪ Director
5	Akifumi Honda	Male	[Reappointment] [Outside] [Independent]	▪ Director
6	Yoko Murakami	Female	[Reappointment] [Outside] [Independent]	▪ Director

New appointment: Candidate for new appointment of Director
Reappointment: Candidate for reappointment of Director
Outside: Candidate for Outside Director
Independent: Independent director

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Nakaoka (May 27, 1961) [Reappointment] [Attendance at the Board of Directors meetings] 100% (13/13)	April 1984 Joined the Company July 1999 President and Representative Director of Icom America Inc. June 2006 Director of the Company June 2008 Executive Officer of the Company April 2019 Executive Officer, General Manager, International Sales Department of the Company June 2021 President and Representative Director of the Company (to present) **[Significant concurrent position]** President and Representative Director of ICOM CANADA HOLDINGS INC. President and Representative Director of Icom (Europe) GmbH President and Representative Director of Icom Spain, S.L	8,600
	[Reason for nomination as a candidate for Director] Mr. Nakaoka has been involved primarily in international sales, including serving as the President of the Company's U.S. subsidiary. He has broad-ranging experience and knowledge regarding our products' markets and corporate management. Furthermore, since June 2021, he has served as our President and Representative Director and has led the development of the Group. The Company considers that he is qualified to contribute to enhancing the Group's corporate value by applying his wealth of experience and knowledge to the duties of Director.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Yoshiki Enomoto
(May 16, 1961)

[Reappointment]

[Attendance at the Board of Directors meetings]
100% (13/13)</td><td>April 1985
April 1985
April 1991

April 1999

April 2007

June 2015

June 2024

April 2026</td><td>Joined the Company
Sales Department of the Company
Cost Management Section, Accounting Department of the Company
Manager, Accounting Section, Accounting Department of the Company
General Manager, Accounting Department of the Company
Executive Officer, General Manager, Accounting Department of the Company
Director, General Manager, Accounting Department of the Company
Director of the Company (to present)</td><td>2,400</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Director]
Mr. Enomoto has been involved in practicing and managing at accounting department over the years after he was engaged in sales operations. He has extensive expertise in finance and accounting, as well as a wealth of experience and knowledge regarding our products. The Company considers that he is qualified to contribute to enhancing the Group’s corporate value by applying his wealth of experience and knowledge to the duties of Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Kenichi Noda
(December 11, 1969)

[New appointment]

[Attendance at the Board of Directors meetings]
–</td><td>April 1993
April 2010

April 2014

April 2015

April 2017

June 2018

[Significant concurrent position]
President and Representative Director, Comforce Inc.</td><td>Joined the Company
Manager, Osaka Sales Office of the Company
Sales Manager, Domestic Sales Department, Manager, Osaka Sales Office of the Company
Manager, Tokyo Sales Office of the Company
General Manager, Domestic Sales Department of the Company
Executive Officer, General Manager, Domestic Sales Department of the Company (to present)</td><td>1,900</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Director]
Mr. Noda has accumulated experience at sales department over the years, and has broad-ranging experience and knowledge regarding our products and the industry in general. Furthermore, he currently supervises overall domestic sales activities as General Manager of the Domestic Sales Department, and contributes to the improvement of business performance. The Company considers that he is qualified to contribute to enhancing the Group’s corporate value by applying his wealth of experience and knowledge to the duties of Director.</td></tr>
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<table>
<tr><td>No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</td><td>Number of shares of the Company held</td></tr>
<tr><td rowspan="2">4</td><td>Haruyuki Yoshizawa
(March 12, 1949)

[Reappointment]
[Outside]
[Independent]

[Attendance at the Board of Directors meetings]
100% (13/13)</td><td>November 1992

October 2011

March 2013

June 2014</td><td>Founded Meguro Electronics Co., Ltd.
Representative Director of Meguro Electronics Co., Ltd.
Chairman and Director of Meguro Electronics Co., Ltd.
Retired from Chairman and Director of Meguro Electronics Co., Ltd.
Director of the Company (to present)</td><td>–</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and summary of expected roles]
Mr. Yoshizawa appropriately supervises the management of the Company from an independent standpoint, such as by providing advice as required based on his wealth of experience and broad-ranging knowledge concerning corporate management. Furthermore, he is the chairperson of the Nomination and Compensation Committee and a member of the independent committee stipulated in the countermeasures against large-scale purchasing, etc. of the Company shares, etc. The Company expects that he will continue to provide accurate advice and supervise management, contributing to enhancing the Group’s corporate value.
[Attendance at the Board of Directors meetings]
Attended 13 out of 13 (100%) Board of Directors meetings held during the fiscal year under review
[Matters regarding independence]
The Company has registered Mr. Yoshizawa as an independent director as stipulated by Tokyo Stock Exchange, Inc. If he is reappointed, the Company plans to continue to designate him as an independent director.
[Term of office as Outside Director]
12 years (at the conclusion of this Meeting)</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">5</td><td>Akifumi Honda
(March 25, 1948)

[Reappointment]
[Outside]
[Independent]

[Attendance at the Board of Directors meetings]
100% (13/13)</td><td>April 2008
January 2010
June 2012
May 2014
June 2014
June 2018
June 2024</td><td>Retired from SANYO Electric Co., Ltd.
Senior Managing Executive Officer of Elmo Co., Ltd.
President and Representative Director of Elmo Solution Sales Co., Ltd.
Deputy Chairman and Director of Elmo Co., Ltd.
Retired from Deputy Chairman and Director of Elmo Co., Ltd.
President and Representative Director of SOA Solutions Co., Ltd.
Director of the Company (to present)
Chairman and Representative Director of SOA Solutions Co., Ltd. (to present)

[Significant concurrent position]
Chairman and Representative Director of SOA Solutions Co., Ltd.</td><td>6,900</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and summary of expected roles]
Mr. Honda appropriately supervises the management of the Company from an independent standpoint, such as by providing advice as required based on his wealth of experience and broad-ranging knowledge concerning corporate management. Furthermore, he is a member of the Nomination and Compensation Committee as well as the independent committee stipulated in the countermeasures against large-scale purchasing, etc. of the Company shares, etc. The Company expects that he will continue to provide accurate advice and supervise management, contributing to enhancing the Group’s corporate value.
[Attendance at the Board of Directors meetings]
Attended 13 out of 13 (100%) Board of Directors meetings held during the fiscal year under review
[Matters regarding independence]
The Company has registered Mr. Honda as an independent director as stipulated by Tokyo Stock Exchange, Inc. If he is reappointed, the Company plans to continue to designate him as an independent director. The Company and SOA Solutions Co., Ltd., of which he is Chairman and Representative Director, have a business relationship in purchases and product sales, etc. However, the transaction amount in the most recent consolidated fiscal year was less than ¥10 million and met the Company’s independence standard. Therefore, the Company has determined that it does not affect his independence.
[Term of office as Outside Director]
8 years (at the conclusion of this Meeting)</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">6</td><td>Yoko Murakami
(July 21, 1959)

[Reappointment]
[Outside]
[Independent]

[Attendance at the Board of Directors meetings]
100% (13/13)</td><td>April 2004 Registered as Certified Tax Accountant
June 2004 Representative of Yoko Murakami Tax Accountant Office (to present)
June 2020 Director of the Company (to present)
[Significant concurrent position]
Representative of Yoko Murakami Tax Accountant Office</td><td>–</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Outside Director and summary of expected roles]
Ms. Murakami does not have direct corporate management experience in the past, but she appropriately supervises the management of the Company from an independent standpoint, such as by providing advice as required based on her wealth of experience as a certified public accountant and her broad-ranging knowledge concerning accounting and taxes. Furthermore, she is a member of the Nomination and Compensation Committee. The Company expects that she will continue to provide accurate advice and supervise management, contributing to enhancing the Group’s corporate value.
[Attendance at the Board of Directors meetings]
Attended 13 out of 13 (100%) Board of Directors meetings held during the fiscal year under review
[Matters regarding independence]
The Company has registered Ms. Murakami as an independent director as stipulated by Tokyo Stock Exchange, Inc. If she is reappointed, the Company plans to continue to designate her as an independent director. The Company’s subsidiaries have entered into advisory contracts regarding tax affairs and accounting with Yoko Murakami Tax Accountant Office, of which she is Representative. However, the transaction amount in the most recent consolidated fiscal year was less than ¥10 million and met the Company’s independence standard. Therefore, the Company has determined that it does not affect her independence.
[Term of office as Outside Director]
6 years (at the conclusion of this Meeting)</td></tr>
</table>

Notes:
1. There are no special interests between each candidate and the Company.
2. Mr. Haruyuki Yoshizawa, Mr. Akifumi Honda, and Ms. Yoko Murakami are candidates for Outside Director.
3. Overview of the content of the limitation of liability agreement
   The Company has concluded agreements with Mr. Haruyuki Yoshizawa, Mr. Akifumi Honda, and Ms. Yoko Murakami limiting their liability as stipulated in Article 423, Paragraph 1 of the Companies Act that limits their liability to the minimum amount stipulated by laws and regulations as long as they act unknowingly and are not grossly negligent in performing their duties. If they are reappointed, the Company intends to extend these agreements.
4. Overview of the content of the indemnification agreement
   The Company has concluded a delegation agreement regarding the independent committee stipulated in the countermeasures against large-scale purchases of the Company’s shares, etc. with Mr. Haruyuki Yoshizawa and Mr. Akifumi Honda who are members of the independent committee. Under the said delegation agreement, the Company shall indemnify part of their expenses stipulated in Paragraph 1, (i) and losses stipulated in Paragraph 1, (ii) in Article 430-2 of the Companies Act to the extent provided by laws and regulations. If their reappointment is approved, the Company shall continue the agreement with these two.
5. Overview of the content of the directors and officers liability insurance contract
   In order to secure excellent human resources and prevent undue hesitation in the execution of duties, the Company has concluded directors and officers liability insurance contracts, as provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. If the appointment of each of the candidates is approved, they will continue to be covered by these insurance policies as insured parties. In addition, under the insurance contract,

compensation for damages, litigation costs, etc., incurred by an insured party due to a claim for damages caused by an act (including inaction) conducted by the insured party based on his/her position as a director or officer of a company shall be compensated. The insured parties under the insurance contracts are Directors, Corporate Auditors, Executive Officers, managerial employees, etc. of the Company and its subsidiaries, and the Company bears the full amount of insurance premiums. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired, by excluding damages, etc. of directors and officers themselves who have committed criminal acts such as bribery or intentional illegal acts.

Proposal 3: Continuation of Countermeasures against Large-Scale Purchases of the Company's Shares, etc. (Takeover Response Policies)

The Company passed a resolution at the meeting of the Board of Directors held on May 13, 2020, to set forth a basic policy concerning the persons or companies who control decisions on the Company's financial and business policies (as stipulated in Article 118, Item (iii) of the Ordinance for Enforcement of the Companies Act, hereinafter referred to as the "Basic Policy") and introduce the countermeasures against large-scale purchases of the Company's shares, etc. (takeover response policies), as one of the efforts to prevent the determination of financial and business policies of the Company from being controlled by persons or companies regarded as inappropriate in light of the Basic Policy (as stipulated in (b) 2. of the same Item), and obtained the approval of its shareholders at the 56th Annual General Meeting of Shareholders held on June 24, 2020. Subsequently, at the Annual General Meeting of Shareholders held in 2023, the Company obtained the approval of its shareholders on the continuation of such countermeasures with partial amendments (the plan approved by its shareholders at the 59th Annual General Meeting of Shareholders of the Company held on June 27, 2023 is hereinafter referred to as the "Current Plan").

The effective period of the Current Plan is until the conclusion of this Meeting. However, taking into consideration factors subsequent to the effectuation of the Current Plan, such as revisions of laws and regulations and trends in discussions regarding takeover response policies, the Company, at the meeting of the Board of Directors held on May 15, 2026, confirmed its intention to maintain the Basic Policy and determined to continue the Current Plan after making necessary adjustment (hereinafter, the revised plan is referred to as the "Plan") as one of the efforts to prevent the determination of financial and business policies of the Company from being controlled by persons or companies regarded as inappropriate in light of the Basic Policy. In continuing the takeover response policies under the Plan, the Company has made revisions to the wording, etc. of the Current Plan, including clarification of intentions, however, these revisions do not substantially change the content of the Current Plan.

The Plan will become effective subject to the approval of its shareholders at this Meeting. In this regard, the Company would like to request that its shareholders approve the continuation of the takeover response policies under the Plan. The details of the Plan are as follows.

In case that there are any revisions of the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations, rules related to them, cabinet orders, Cabinet Office orders, ministerial orders, and rules for the financial instruments exchange on which the Company's shares, etc. are listed (hereinafter collectively referred to as "Laws and Regulations") (including changes in the names of Laws and Regulations and enactment of new Laws and Regulations succeeding old ones, the same shall apply hereinafter), and these revisions come into effect, clauses of Laws and Regulations cited in the Plan shall be replaced by their counterparts in Laws and Regulations substantially succeeding them as so revised unless otherwise set forth by the Company's Board of Directors.

I. Basic Policy concerning the persons or companies who control decisions on the Company's financial and business policies

The Company, as a company whose shares are listed on a financial instruments exchange, respects the free trade of the Company's shares in the market, and recognizes that even in the event of a large-scale purchase of the Company's shares by a specific party (as defined in III. 2. (1) a. below, the same shall apply hereinafter), it should not be denied unconditionally as long as such an action benefits the Group's corporate value and, in turn, contributes to securing and improving common interests of its shareholders. The Company believes that whether to accept or deny a large-scale purchase should ultimately be decided by shareholders.

However, proposals for large-scale purchases of shares may include those that may impair the Group's corporate value and, in turn, common interests of its shareholders, for example, those that may prevent the Group from maintaining good relationship with its stakeholders, those that do not appear to adequately reflect the Group's value, or those that do not provide sufficient information necessary for its shareholders to make a final decision.

If such a proposal is made, and there are concerns that the large-scale purchase may prevent the enhancement of the Company's corporate value or maximization of common interests of its shareholders including where the source of the Company's corporate value may be impaired over the medium to long term, the Company's Board of Directors should deem the large-scale purchaser (as defined in III. 2. (1) a. below, the same shall apply hereinafter) to be inappropriate as a person or company who controls decisions on the Company's financial and business policies and should, with the duty of due care of a prudent manager, take reasonable measures to enhance the Company's corporate value and maximize common interests of its shareholders, as the case may be, to the extent permitted by Laws and Regulations and the Articles of Incorporation of the Company.

II. Special efforts to contribute to the realization of the Basic Policy

(1) Efforts to enhance the Company's corporate value

a. Management philosophy of the Company

With the management philosophy of "A bright future and enjoyable technology created by communication," the Company is contributing to building a safe and prosperous society by providing advanced communications in various fields around the world. The Company will contribute to the rapidly developing information society through provision of products and solutions that meet customers' needs and expectations by making use of our accumulated wireless communication technologies and creativity to produce goods from scratch.

b. History and business of the Company

Tokuzo Inoue, the founder of the Company, started the business by commercializing the manufacture of amateur radio equipment, which had been his hobby, in 1964. Since then, as a manufacturer, the Company has continued to bring amateur radio products to the market for over 60 years, ever since it was the size of a small factory in town to the present day. Although the percentage of sales in the amateur radio category is down compared to the time of the Company's founding, new products continue to be launched every year, securing a strong position in the industry. Meanwhile, the Company horizontally applied the elemental technologies acquired through its amateur radio business to other products, and has entered the wireless equipment market that requires simultaneous broadcasts in all segments around the world including marine, land mobile, and avionics radios. The Company's basic strategy when entering a new market category of wireless equipment is to avoid mass markets where large companies compete, and to pursue niches, basing decisions on business continuity rather than market size. Most recently, the Company entered the satellite wireless communications field using networks of Iridium Communication Inc. and the intercom app field for smartphones.

c. Sources of the Company's corporate value

The Company believes that the sources of its corporate value lie in the following.

(i) Technical and production capabilities in Japan

The Company has consistently chosen "Made in Japan" since its founding, and will continue to promote this policy. Engineers account for about half of the employees at the Company and develop elemental technologies, including for software and hardware. In addition, the Company plans, designs, and develops its own products, and manufactures them at its own plants in Japan (at Arida and Kinokawa Plants located in Wakayama Prefecture), accumulating the know-how of efficiently producing a wide variety of products in small quantities. Thus, in-house design and production enable the Company to maintain a high level of technologies and meet meticulous needs of customers.

(ii) Good relationships with customers, including domestic and foreign government agencies

The Company's simultaneous broadcast radios (IP radios) using cellular phone lines have become indispensable for infrastructure operations. The Company's "Made in Japan" quality and reliability as well as technical capabilities that cater to meticulous customer needs have enabled the Company to deliver equipment to Japanese national agencies that have high entry barriers even for major competitors. Moreover, since 2006, the Company has been entrusted by Japanese government agencies to stockpile and lend mobile communications equipment for disaster responses, thus continuously providing social infrastructure services that are difficult to replace. Satellite wireless communications equipment has features, such as being able to operate even when cellular phone base stations are disrupted by a major disaster. The Company's satellite wireless communications equipment is in demand not only in Japan but from the United Nations (UN), the United Nations High Commissioner for Refugees (UNHCR), governments, Japanese embassies, and other parties as a means of emergency communications. In addition, private companies use the Company's products and services for their business continuity plan (BCP) measures.

(iii) Sound financial position

The Company maintains equity ratios for the fiscal years ended March 31, 2026, 2025 and 2024 of 89.2%, 91.2% and 89.9%, respectively. As evidenced by its high equity ratio, the Company has a sound financial position.

d. Measures to further maintain and strengthen the Company's corporate value

The Company formulated and announced its Medium Term Management Plan 2026 for the fiscal year ended March 2024 through the fiscal year ended March 2026. Aimed at further maintaining and strengthening the Company's corporate value, in accordance with the Medium Term Management Plan 2026, the Company has, as basic measures, worked to strengthen its core business, embark on new business models, and pursue sustainable strategies in order to become a company that lasts 100 years. Subsequently, the Company formulated and announced its Medium Term Management Plan 2030 for the fiscal year ending March 2027 through the fiscal year ending March 2030 on May 22, 2026, as the Medium Term Management Plan for the next period. For details of the Medium Term Management Plan 2030, please refer to the Company's press release "FY March 2027～FY March 2030 Medium Term Management Plan" dated May 22, 2026.

(2) Strengthen corporate governance

a. Basic views on corporate governance

The Company improves management efficiency and transparency and ensures sound management by strengthening corporate governance in accordance with Japan's Corporate Governance Code stipulated by the Tokyo Stock Exchange. The Company also strives to maintain and strengthen amicable and trusting relationships with its shareholders, business partners, and other stakeholders such as local communities. Through these efforts, the Company will achieve its sustainable growth and the enhancement of its corporate value over the medium to long term.

b. Outline of the corporate governance system and reason for adopting the system

The Company is a company with a board of corporate auditors, and has established the Board of Directors and the Board of Corporate Auditors.

The Board of Directors meets, in principle, at least once a month for the purpose of making decisions on business execution. All Directors and Corporate Auditors attend meetings of the Board of Directors, which is chaired by the President. The Board of Corporate Auditors meets, in principle, at least once a month for the purpose of reporting, discussing, and making decisions on important matters related to audits. All Corporate Auditors attend meetings of the Board of Corporate Auditors, which is chaired by a standing Corporate Auditor.

Internal audits are conducted by the Audit Office, which is composed of the Manager and three (3) other members.

Three (3) Independent Outside Directors are appointed from six (6) Directors and two (2) Independent Outside Corporate Auditors are appointed from three (3) Corporate Auditors, each maintaining a position independent of management. The Company adopts the system of a company with a board of corporate auditors, as it believes that a system of monitoring and supervising the business execution of Directors is adequately secured through close collaboration among Corporate Auditors, the Accounting Auditor, and the internal audit division (Audit Office).

In addition to the Board of Directors, a Management Committee has been established to share monthly sales conditions and other management information and discuss management issues and risks. Officers including Corporate Auditors, Executive Officers, and key General Managers attend the Management Committee meetings, which are held, in principle, once a month.

c. Other

In addition to the above, the Company works to strengthen its corporate governance in line with the latest Corporate Governance Code.

For details of the Company's corporate governance system, please refer to the corporate governance report of the Company (https://www.icomjapan.com/uploads/ir/corporate_governance/Icom_Inc_Corporate_Governance_Code_ENG.pdf).

III. Efforts to prevent decisions on the Company's financial and business policies from being controlled by persons or companies regarded as inappropriate in light of the Basic Policy

1. Objectives of continuation of takeover response policies under the Plan

As described in I. above, the Company believes that it may be necessary to take some measures against a large-scale purchaser in some cases. However, as a listed company, the Company believes that the decision on whether or not to sell shares to a large-scale purchaser or the final decision on whether or not to entrust the management of the Company to a large-scale purchaser should basically be left to the intent of individual shareholders.

However, the Company believes that in order for its shareholders to make an appropriate decision, it is necessary for them, as a premise, to properly understand the Company's corporate value and the sources that generate such value, fully taking into account the unique business characteristics and history of the Company and the Group as described above. It is easily assumed that the information provided by a large-scale purchaser may not be sufficient to understand how the acquisition of controlling shares of the Company by such a purchaser could affect the Company's corporate value and its sources. The Company therefore believes that its shareholders need to make an appropriate decision based on information provided by the Company's Board of Directors that fully understands its unique business characteristics, the Board's evaluation and views regarding the large-scale purchaser's acquisition of controlling shares, and in some cases, new proposals by the Company's Board of Directors.

Accordingly, the Company believes that it is extremely important to secure sufficient time for its shareholders to analyze and consider such multifaceted information.

Based on the above, the Company has determined, in light of the above Basic Policy, to continue the takeover response policies under the Plan as one of the efforts to prevent decisions on the Company's financial and business policies from being controlled by persons or companies regarded as inappropriate in light of the Basic Policy. The Plan requires the large-scale purchaser to provide necessary information regarding the large-scale purchase as well as a period of time for consideration and negotiation in advance. This enables shareholders of the Company to appropriately decide whether or not to accept the large-scale purchase; the Company's Board of Directors to present to its shareholders its opinion for or against the large-scale purchase or a business plan that is an alternative to the acquisition proposal or business plan, etc. presented by the large-scale purchaser (hereinafter referred to as the "Alternative Proposal") upon recommendation by the Independent Panel (as defined in III. 2. (1) e. below, the same shall apply hereinafter); or to negotiate with the large-scale purchaser on behalf of shareholders. In deciding to continue the takeover response policies under the Plan, the Company has taken into account discussions regarding takeover response policies such as the "Corporate Value Report" published on May 27, 2005 by the Corporate Value Study Group, a group set up under the Ministry of Economy, Trade and Industry, the "Takeover Defense Measures in Light of Recent Environmental Changes" published on June 30, 2008 by the Corporate Value Study Group, the "Guidelines for Corporate Takeovers - Enhancing Corporate Value and Securing Shareholders' Interests," published on August 31, 2023 by the Ministry of Economy, Trade and Industry, and "Principle 1.5 Anti-Takeover Measures" in Japan's Corporate Governance Code, which the Tokyo Stock Exchange introduced on June 1, 2015, and revised on June 1, 2018 and June 11, 2021, respectively. The Plan has been comprehensively reviewed, including transparency and its impact on the market, and as a result, the Company has decided that the best option is to continue the takeover response policies under the Plan.

Major shareholders of the Company as of March 31, 2026 are as listed on page 52 of the Business Report (in Japanese only), and as of the date of this notice, the Company has not received any proposal regarding a large-scale purchase of the Company's shares.

As of March 31, 2026, Mr. Tokuzo Inoue, Gigapalace Inc., and The Icom Foundation (parties related to the founder's family, hereinafter referred to as the "Family Related Parties") hold a total of 30.45% of the Company's shares as joint holders. They have established an amicable relationship with the Company as stable shareholders of the Company, and are not subject to the Plan at this time. Mr. Tokuzo Inoue serves as Chairman and Representative Director of the Company[1]; however, the Company's management is not controlled by the Family Related Parties as there are no other Family Related Parties serving as officers or employees of the Company other than him. The Family Related Parties make individual decisions on the disposition of the Company's shares, etc. and the exercise of their voting rights, and there is no agreement between the Company and the Family Related Parties regarding their continued holding of the Company's shares, etc. in the future. Therefore, the possibility cannot be denied that their shareholding ratio may decrease in the future as a result of transfers, inheritances, or other dispositions due to their circumstances, and the Company cannot guarantee that they will occupy a stable shareholder position in the future. Furthermore, the distribution of the Company's shareholders other than the Family Related Parties is extensive, including individual shareholders. Given the above situation, there is always a possibility that large-scale purchases may be conducted that do not benefit the Group's corporate value, or in turn, contribute to securing and improving common interests of its shareholders.

1 Mr. Tokuzo Inoue is scheduled to retire from the position of Director and Representative Director of the Company at the conclusion of this Meeting.

2. Details of the Plan

The Plan establishes rules with which any persons or companies attempting to conduct a large-scale purchase of the Company's shares, etc. must comply, as stated below. It also clarifies that such persons or companies may suffer damages as a result of the Company taking countermeasures in certain cases, and by appropriately disclosing this information, warns those attempting to conduct a large-scale purchase of the Company's shares, etc. that do not benefit the Company's corporate value or, in turn, contribute to common interests of its shareholders.

(1) Procedures related to the Plan

a. Applicable large-scale purchases

The Plan shall be applied when a purchase or an attempt to purchase of the Company's shares, etc. or a similar action falls or may fall under any of (i) through (iii) below (except those approved by the Company's Board of Directors; hereinafter referred to as the "Large-Scale Purchase"). Persons or companies conducting or attempting to conduct a Large-Scale Purchase (hereinafter referred to as the "Large-Scale Purchaser") must follow the predetermined procedures of the Plan.

(i) Purchases or other acquisitions[2] that would result in an ownership[3] ratio of shares, etc.[4] of a specific shareholder of the Company amounting to 20% or more of the shares, etc. issued by the Company

(ii) Purchase or other acquisitions[5] of the shares, etc. issued by the Company that would result in the total of the ownership ratio[6] of shares, etc.[7] of a specific shareholder of the Company and the ownership ratio of shares, etc. of its specially related parties[8] amounting to 20% or more of such shares, etc.

2 Includes having the right to demand delivery of shares, etc. based on a sale and purchase or other agreement, and conducting each transaction provided for in Article 14-6 of the Order for Enforcement of the Financial Instruments and Exchange Act.

3 Refers to the "ownership ratio of share certificates, etc." provided for in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act (hereinafter the "Act" in these notes). The same shall apply hereinafter, unless otherwise specified. For calculating such ownership ratio of shares, etc., (a) specially related parties defined in Article 27-2, Paragraph 7 of the Act; (b) investment banks, securities firms, and other financial institutions that have entered into financial advisory agreements with such specific shareholder, tender offer agents and lead managing brokers of such specific shareholder (hereinafter referred to as the "Contracted Financial Institutions, etc."), attorneys, accountants, and other advisors; and (c) any person who has acquired the Company's shares, etc. from a person falling under (a) or (b) above through off-market negotiated transactions or through off-auction trading (ToSTNeT-1) of the Tokyo Stock Exchange; shall be deemed to be joint holders (as defined in Article 27-23, Paragraph 5 of the Act, including those that are deemed to be joint holders by the Company's Board of Directors in accordance with Paragraph 6 of the said Article. The same shall apply hereinafter) of such specific shareholder under the Plan. In addition, for calculating such ownership ratio of shares, etc., the total number of shares issued of the Company may refer to the most recent information published by the Company.

4 Refers to "share certificates, etc." provided for in Article 27-23, Paragraph 1 of the Act. The same shall apply hereinafter, unless otherwise specified.

5 Includes purchases and other acquisitions for value and those similar to acquisitions for value provided for in Article 6, Paragraph 3 of the Order for Enforcement of the Financial Instruments and Exchange Act.

6 Refers to the "ownership ratio of share certificates, etc." provided for in Article 27-2, Paragraph 8 of the Act. The same shall apply hereinafter, unless otherwise specified. For calculating such ownership ratio of shares, etc., the total number of voting rights of the Company may refer to the most recent information published by the Company.

7 Refers to "share certificates, etc." provided for in Article 27-2, Paragraph 1 of the Act. The same shall apply hereinafter in (ii).

8 Refers to specially related parties defined in Article 27-2, Paragraph 7 of the Act. However, with respect to persons listed in Item (i) of the said Paragraph, persons provided for in Article 3, Paragraph 2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers are excluded. (i) Joint holders and (ii) the Contracted Financial Institutions, etc. shall be deemed to be specially related parties of the specific shareholders under the Plan. The same shall apply hereinafter, unless otherwise specified.

(iii) Regardless of whether or not each of the actions set forth in (i) or (ii) above took place, actions conducted by a specific shareholder of the Company with another shareholder of the Company (including cases where there is more than one shareholder, the same shall apply hereinafter in this (iii)), that would lead to the establishment of an agreement or other actions resulting in the other shareholder becoming a joint holder of the specific shareholder, or the establishment of a relationship[9] between the specific shareholder and the other shareholder in which one party substantially controls the other party or in which they act jointly or in concert[10] (provided however, only in cases where the total of the ownership ratios of shares, etc. of the specific shareholders and the other shareholder would amount to 20% or more of the shares, etc. issued by the Company)

b. Prior submission of a letter of intent to the Company

Prior to conducting the Large-Scale Purchase, the Large-Scale Purchaser shall submit to the Company a set of documents prepared in Japanese, in the form prescribed by the Company, including a commitment letter to the effect that the Large-Scale Purchaser shall comply with the procedures set forth in the Plan in conducting the Large-Scale Purchase (hereinafter referred to as the "Letter of Intent").

Specifically, the Letter of Intent shall contain the following, and if the Large-Scale Purchaser is a corporation or other legal entity, the representative of the Large-Scale Purchaser needs to sign or affix his or her name and seal to the letter, together with a certificate of qualification of the representative who has signed or affixed his or her name and seal, the Large-Scale Purchaser's articles of incorporation, a certificate of all historical matters (or their equivalent), and non-consolidated and consolidated balance sheets and income statements for the most recent five fiscal years shall also be submitted.

9 Whether or not "a relationship in which one party substantially controls the other party or in which they act jointly or in concert" has been established shall be determined based on investment relationship, business alliance relationship, transaction or contractual relationship, concurrent directorships, funding relationship, credit-granting relationship, the status of stakebuilding on the Company's shares, etc., the status of exercise of voting rights pertaining to the Company's shares, etc., the formation of substantial interests, etc. related to the shares, etc. of the Company through derivatives, share lending, etc., and direct and indirect impacts, etc. of the specific shareholder and the other shareholder on the Company.

10 Whether or not actions given in (iii) have been taken place shall be determined by the Company's Board of Directors in a reasonable manner based on the recommendation of the Independent Panel. The Company's Board of Directors may require its shareholders to provide necessary information to the extent required to determine whether or not the shareholder falls under the conditions stated in (iii) above.

(i) Summary of the Large-Scale Purchaser
   (a) Name and address or location
   (b) If the Large-Scale Purchaser is a corporation or other legal entity, names of its representatives, directors (or equivalent positions, the same shall apply hereinafter), and corporate auditors (or equivalent positions, the same shall apply hereinafter), and their respective careers for the past 10 years.
   (c) If the Large-Scale Purchaser is a corporation or other legal entity, its purpose and business description
   (d) If the Large-Scale Purchaser is a corporation or other legal entity, summary of its direct and indirect major shareholders or major investors (top 10 shareholders or investors in terms of shareholding ratio or investment ratio), and ultimate beneficial controlling shareholders (investors)
   (e) Contact details in Japan
   (f) If the Large-Scale Purchaser is a corporation or other legal entity, the governing law of the country in which the Large-Scale Purchaser is incorporated
   (g) Names, head office locations, and business description of major investees, as well as ratios of shareholding or investment in such major investees

(ii) Number of shares, etc. of the Company currently held by the Large-Scale Purchaser and transaction status of shares, etc. of the Company by the Large-Scale Purchaser in the 60 days prior to the submission of the Letter of Intent

(iii) Summary of the Large-Scale Purchase proposed by the Large-Scale Purchaser (including the class and the number of shares, etc. of the Company to be purchased by the Large-Scale Purchaser in the Large-Scale Purchase, and purpose of the Large-Scale Purchase (such as acquisition of controlling interest or participation in management, pure investment or cross shareholding, transfer of shares, etc. of the Company to a third party (third parties) after the Large-Scale Purchase, or if there is any other purpose such as a material proposal[11], a statement to that effect and details thereof. If there is more than one purpose, all of them shall be listed)).

11 Refers to a material proposal provided for in Article 27-26, Paragraph 1 of the Act, Article 14-8-2, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act, and Article 16 of the Cabinet Office Order on Disclosure of the Status of Large-Volume Holdings in Share Certificates. The same shall apply hereinafter.

c. Provision of the required information

After the submission of the Letter of Intent described in b. above, the Large-Scale Purchaser shall follow the procedures below to provide necessary and sufficient information (hereinafter referred to as the "Required Information") in Japanese for shareholders and investors to make a decision on the Large-Scale Purchase as well as for the Company's Board of Directors to evaluate and examine the Large-Scale Purchase. Upon receipt of the Required Information, the Company's Board of Directors will immediately provide it to the Independent Panel.

Firstly, within 10 business days[12] (not including the first day) of the submission of the Letter of Intent, the Company will dispatch a list of necessary information to be initially submitted by the Large-Scale Purchaser to the address in Japan stated in b. (i) (e) above. The Large-Scale Purchaser shall submit sufficient information in accordance with the list.

If the Company's Board of Directors reasonably judges that, in light of the details and nature, etc. of the Large-Scale Purchase, the information provided by the Large-Scale Purchaser in accordance with the list is insufficient for shareholders and investors to make a decision as well as for the Company's Board of Directors to perform evaluation and examination, the Large-Scale Purchaser shall submit additional information required separately by the Company's Board of Directors by a deadline specified as necessary. (To make such a decision, the opinions of the Independent Panel will be respected to the maximum extent). The Company's Board of Directors may require the submission of the Required Information several times until the Required Information is deemed to have been fully provided; however, the final deadline shall not exceed 60 days from the day the Large-Scale Purchaser received the list, even if the Company's Board of Directors does not deem that the Required Information has been fully provided (the deadline may, however, be extended to the extent necessary if requested by the Large-Scale Purchaser. Hereinafter referred to as the "Required Information Provision Period").

Regardless of the details and nature, etc. of the Large-Scale Purchase, information about each of the following items shall, in principle, be included as part of the list.

12 "Business day" refers to a day other than those listed in each Item of Article 1, Paragraph 1 of the Act on Holidays of Administrative Organs. The same shall apply hereinafter.

(i) Detailed information about the Large-Scale Purchaser and its group (including major shareholders or investors, whether direct or indirect; the same shall apply hereinafter), significant subsidiaries and affiliates, joint holders, and specially related parties; and, in the case of funds or investment vehicles, (whether established under Japanese or foreign law and regardless of legal form; hereinafter referred to as "Funds, etc.," or where there are Funds, etc. substantially controlled or managed by the Large-Scale Purchaser, each partner, investor or other constituent member thereof and any person who continuously provides investment advice; the same shall apply hereinafter), including their history, specific names, capital structure, investment ratios, business description, financial condition, investment policies, investment and financing activities over the past 10 years, whether they fall under the category of "foreign investor" as defined in Article 26, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (hereinafter referred to as the "Foreign Exchange Act") and the basis for such determination, any violations of laws and regulations within the past 10 years (and summaries thereof, if any), experience in businesses similar to those of the Company and its Group and potential future competition, and the names of officers, their career histories, and any past violations of laws and regulations by such officers within the past 10 years (and summaries thereof, if any).

(ii) Specific details of the internal control system of the Large-Scale Purchaser and its group (including the group internal control system), and whether or not such system is effective and the status thereof

(iii) The purposes (details of the purposes disclosed in the Letter of Intent. In the case of the acquisition of the controlling interest or participation in management, pure investment or strategic investment, transfers of the Company's shares, etc. to a third party after the Large-Scale Purchase, or if there is any other purpose, such as a material proposal, a statement to the effect and details thereof. If there are multiple purposes, all of them shall be listed), the method and details of the Large-Scale Purchase (including whether it intends to participate in management or not, the class and quantity of the Company's shares, etc. to be acquired in the Large-Scale Purchase, the type and value of consideration of the Large-Scale Purchase, timing of the Large-Scale Purchase, scheme of related transactions, the quantity of shares, etc. planned to be purchased and the ownership ratio of shares, etc., after the Large-Scale Purchase, legality of the method of the Large-Scale Purchase, feasibility of the Large-Scale Purchase and related transactions (if the Large-Scale Purchase is subject to certain conditions, the details of such conditions), policy for holding the Company's shares, etc. after the completion of the Large-Scale Purchase and if there is a possibility that the Company's shares, etc. will be delisted after the Large-Scale Purchase, a statement to that effect and the reason for such delisting. Regarding the legality of the method of the Large-Scale Purchase, a written opinion by a qualified attorney shall also be submitted.).

(iv) The basis for and process of calculation of consideration for the Large-Scale Purchase (including underlying facts, assumptions, the method, and information on figures used for the calculation, details of synergies and dis-synergies expected as a result of the series of transactions related to the Large-Scale Purchase and their grounds, and in cases where an opinion was obtained from a third party (third parties) at the time of the calculation, the name(s) and information of the third party (parties), a summary of such opinion and the circumstances leading to the determination of the value based on such opinion)

(v) Proof of the source of funds for the Large-Scale Purchase (including the specific names of providers of funds (including substantial providers (whether direct or indirect)), method of raising the funds, whether or not there are conditions for the funding to be executed and the details of such conditions, if any, existence of any collateral or covenants after the provision of funds and the details thereof, if any, and specific details of related transactions)

(vi) Whether or not there is communication of intent with a third party (third parties) when conducting the Large-Scale Purchase (including communication of intent with respect to making a material proposal to the Company, the same shall apply hereinafter), and specific form and details of such communication of intent and a summary of the third party (parties), if any

(vii) Ownership status of shares, etc. of the Company, ownership and contractual status of derivatives and other similar financial instruments whose underlying assets are the Company's shares, etc. or assets related to the Company's or the Group's business, and the status of share borrowing and lending, and short selling of the Company's shares, etc. by the Large-Scale Purchaser and its group

(viii) If there are any loan agreements, security agreements, sell-back agreements, sale and purchase contracts, and other material agreements or arrangements relating to the Company's shares, etc. already held by the Large-Scale Purchaser and its group (hereinafter referred to as "Security Agreements"), specific details of the Security Agreements, including the contract type, counterparty and quantity of shares, etc. under the Security Agreements

(ix) If the Large-Scale Purchaser plans to enter into Security Agreements or other agreements with a third party (third parties) with respect to the Company's shares, etc. to be purchased in the Large-Scale Purchase, specific details of such agreements, including the type of agreements to be entered into, and counterparty and quantity of shares, etc. under such agreements

(x) Management policies for the Company and its Group, details of the career and other information of candidate officers to be dispatched after completion of the Large-Scale Purchase (including information regarding knowledge and experience in the same type of business as that of the Company and its Group), business plans, financial plans, funding plans, investment plans, capital policies, dividend policies, and asset utilization policies, etc. (including plans to sell, pledge as collateral, or otherwise dispose of the assets of the Company and the Group after completion of the Large-Scale Purchase)

(xi) Policies on how to treat officers, employees, labor unions, business partners, customers of the Company and the Group, and stakeholders related to the Company and the Group in municipalities and other organizations in which the Company's facilities, etc. are located after the Large-Scale Purchase

(xii) Specific measures to avoid any conflict of interest between the Large-Scale Purchaser and the other shareholders of the Company

(xiii) Regulatory matters under the Foreign Exchange Act and domestic and foreign Laws and Regulations that may be applicable to the Large-Scale Purchase, and possibility of obtaining approval or authorization, etc. that should be obtained from domestic and foreign governments or a third party (third parties) in accordance with the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade, the Foreign Exchange Act, and other Laws and Regulations (a written opinion by a qualified attorney in the relevant jurisdiction on these matters shall also be submitted)

(xiv) Possibility of maintaining necessary authorization under domestic and foreign Laws and Regulations regarding the management of the Company and the Group as well as regulatory compliance with domestic and foreign Laws and Regulations after the Large-Scale Purchase

(xv) Whether or not there is a relationship with antisocial forces or terrorism-related organizations (whether direct or indirect), and if so, the details of such relationship

In accordance with applicable Laws and Regulations, the Company's Board of Directors shall appropriately disclose the fact that a Large-Scale Purchase has been proposed by the Large-Scale Purchaser. A summary of the proposal, a summary of the Required Information, and any other information deemed necessary for shareholders and investors to make a decision, if any, shall be promptly disclosed.

Furthermore, if the Company's Board of Directors or the Independent Panel deems that the provision of the Required Information has been completed by the Large-Scale Purchaser (even if some of the requested information has not been submitted, the Company may deem that provision of the Required Information has been completed, if the Company determines that a reasonable explanation has been provided for the non-submission of the information), or if the Required Information Provision Period has expired, the Company shall promptly disclose such fact in accordance with applicable Laws and

Regulations. The Board Evaluation Period (as defined in d. below) shall start from the day after the date of such disclosure.

d. Setting the Board Evaluation Period, etc.

The Company's Board of Directors shall set a period for either (i) or (ii) below (in both cases, the period shall start on the day immediately after the day when the Company discloses that the Company's Board of Directors or the Independent Panel has determined that the provision of the Required Information has been completed, or that the Required Information Provision Period has expired), depending on how difficult it is to evaluate the Large-Scale Purchase, for the Company's Board of Directors to evaluate, examine, negotiate, form opinions, and formulate an Alternative Proposal (hereinafter referred to as the "Board Evaluation Period"), and promptly disclose it in accordance with applicable Laws and Regulations. Unless otherwise stated in the Plan, the Large-Scale Purchase shall be initiated only after the expiration of the Board Evaluation Period.

(i) Up to 60 days in case of purchasing all of the Company's shares, etc. through a tender offer in exchange for cash (yen) only

(ii) Up to 90 days in case of other Large-Scale Purchases

However, in both (i) and (ii) above, the Board Evaluation Period may be extended (up to 30 days) only when the Company's Board of Directors deems that there is a reasonable necessity for such extension. In such a case, the Company shall notify the Large-Scale Purchaser of the period of extension and the specific reasons why such extension is necessary, and disclose such information to its shareholders and investors in accordance with applicable Laws and Regulations.

During the Board Evaluation Period, the Company's Board of Directors shall fully evaluate and examine the Required Information provided by the Large-Scale Purchaser, while receiving advice from outside experts including investment banks, securities firms, financial advisors, certified public accountants, attorneys, consultants, and other professionals; the same shall apply hereinafter) as necessary and review and assess the details of the Large-Scale Purchase by the Large-Scale Purchaser from the perspective of securing and improving the Company's corporate value and the shareholders' common interests. Through such examinations, etc., the Company's Board of Directors shall carefully compile opinions in its capacity on the Large-Scale Purchase, notify them to the Large-Scale Purchaser and disclose them to its shareholders and investors in a timely and appropriate manner in accordance with applicable Laws and Regulations.

Furthermore, the Company's Board of Directors may negotiate with the Large-Scale Purchaser the conditions and methods related to the Large-Scale Purchase, and present in its capacity an Alternative Proposal to its shareholders and investors as necessary.

e. Recommendation of the Independent Panel on invocation of the countermeasures

To eliminate arbitrary decisions by the Company's Board of Directors and to ensure objectivity and reasonableness of decisions and responses made by the Board when invoking the countermeasures, the Company, under the Current Plan, has established an independent panel (hereinafter referred to as the "Independent Panel"), which consists only of Outside Directors and Outside Corporate Auditors of the Company or external experts (corporate managers with proven track records, persons from government offices, attorneys, certified public accountants or academic experts, or their equivalents) who are independent of the management team that engages in the business execution of the Company. The Independent Panel will remain in place under the Plan. An "Outline of the Rules of the Independent Panel" is provided in Appendix 1, and the biographies of the Independent Panel members at the time of revision of the Current Plan into the Plan are provided in Appendix 2, "Names and Career Summary of the Independent Panel Members" (listed in Japanese alphabetical order). The appointment, dismissal, replacement, etc. of Independent Panel members after the continuation of takeover response policies under the Plan becoming effective shall be determined by the Company's Board of Directors upon the consent of all Independent Panel members other than the Independent Panel members to be appointed, dismissed, replaced, etc.

During the Board Evaluation Period, the Independent Panel shall make a recommendation to the Company's Board of Directors in accordance with the following procedures on whether or not to invoke the countermeasures, in parallel with procedures taken by the Company's Board of Directors to evaluate, examine, negotiate, form opinions, and formulate an Alternative Proposal as described in Item d. above. In making such a recommendation, to ensure that the Independent Panel makes decisions in a manner that enhances the Company's corporate value and secures and improves common interests of its shareholders, the Independent Panel may obtain at the Company's expense advice of external experts who are independent of the management team that engages in the business execution of the Company. When the Independent Panel makes a recommendation to the Company's Board of Directors as set forth in (i) or (ii) below, the Company's Board of Directors shall promptly disclose the fact and outline of such recommendation, and any other matters that the Company's Board of Directors deems appropriate, in accordance with applicable Laws and Regulations.

(i) If the Large-Scale Purchaser does not comply with the procedures set forth in the Plan

If the Large-Scale Purchaser violates in any material respect for the procedures set forth in the Plan and such violation is not corrected within five business days (not including the first day) after the Company's Board of Directors has requested the Large-Scale Purchaser to correct it in writing, the Independent Panel, in principle, will recommend that the Company's Board of Directors invoke the countermeasures, except in cases where it is obvious that it is necessary not to invoke such countermeasures for the purpose of enhancing the Company's corporate value and securing and improving common interests of its shareholders or where there are other special circumstances or recommend other matters deemed necessary. If such recommendation is made, the Company will disclose the opinion of the Independent Panel, the reasons for its opinion, and any other information deemed appropriate in a timely and appropriate manner in accordance with applicable Laws and Regulations and the rules of financial instruments exchanges.

Even after recommending the invocation of countermeasures to the Company's Board of Directors, the Independent Panel may make a recommendation to the Company's Board of Directors to cancel countermeasures, suspend its invocation, or make other recommendations, if the Large-Scale Purchase is withdrawn or any change occurs in the facts and circumstances on which the decision on such recommendation was premised. If that revised recommendation is made, the Company will also disclose the opinion of the Independent Panel, the reasons for its opinion, and any other information deemed appropriate in a timely and appropriate manner in accordance with applicable Laws and Regulations and the rules of financial instruments exchanges.

(ii) If the Large-Scale Purchaser complies with the procedures set forth in the Plan

If the Large-Scale Purchaser complies with the procedures set forth in the Plan, the Independent Panel, in principle, will recommend that the Company's Board of Directors not invoke the countermeasures.

However, even if the procedures set forth in the Plan are complied with, if it is concluded that such Purchase would significantly damage the Company's corporate value and common interests of its shareholders, for example, due to reasons listed in (a) through (k) below, and that invocation of the countermeasures is deemed reasonable, the Independent Panel may recommend that the Board of Directors invoke such countermeasures as an exceptional measure.

(a) The Large-Scale Purchaser is judged to be acquiring or is attempting to acquire the Company's shares, etc. for the purpose of merely increasing the share price and having the Company or parties related to the Company repurchase those shares at a high price, despite not truly having any intention to participate in the management of the Company (so-called greenmail), or it is judged that the Large-Scale Purchaser is acquiring the Company's shares, etc. mainly for the purpose of earning a short-term profit margin.

(b) The Large-Scale Purchaser is judged to be acquiring the Company's shares, etc. for the purpose of transferring assets of the Company or Group companies including intellectual property, know-how, confidential corporate information, main business partners or customers that are necessary for the management of the business of the Company or Group companies to the Large-Scale Purchaser or its group companies, etc. by temporarily controlling the management of the Company.

(c) The Large-Scale Purchaser is judged to be acquiring the Company's shares, etc. for the purpose of diverting the assets of the Company or Group companies as collateral or funds for repayment of the debts of the Large-Scale Purchaser or its group companies, etc. after controlling the management of the Company.

(d) The Large-Scale Purchaser is judged to be acquiring the Company's shares, etc. for the purpose of temporarily controlling the management of the Company to sell or otherwise dispose of high value assets such as real estate, securities, etc., currently not related to the businesses of the Company or Group companies, and using the profits from such disposal to pay a temporary high dividend, or for the purpose of using the opportunity of the sudden rise in share value resulting from the temporarily high dividend to sell off the Company's shares, etc. at a high price.

(e) It is judged that the Large-Scale Purchaser, after acquiring the Company's shares, merely seeks to gain profits from the sale of the Company's shares by reselling them to the Company itself or to a third party (third parties) in the short to medium term by resorting to various tactics, solely pursuing its own interests with a view to ultimately disposing of the Company's assets, without showing any particular interest or involvement in the management of the Company.

(f) It is judged that the method of purchase of the Company's shares, etc. proposed by the Large-Scale Purchaser threatens to restrict the opportunity or freedom of the shareholders of the Company to make a decision, and effectively force them to dispose of the Company's shares, etc. (so-called coercion), such as a coercive two-tier takeover (meaning acquisition of shares including a tender offer that does not offer to acquire all shares in the initial acquisition, and sets unfavorable acquisition terms or does not set clear terms for the second tier).

(g) It is judged that the purchase terms for the Company's shares, etc. presented by the Large-Scale Purchaser are extremely insufficient or inappropriate in view of the Company's intrinsic corporate value (including, but not limited to the type and value of purchase consideration, basis of calculation of such value, specific details of other conditions (including the timing and method of the acquisition), and the legality and the feasibility of the purchase).

(h) It is judged that the Large-Scale Purchaser acquiring control over the Company may significantly hinder the enhancement of the Company's corporate value and securing or improving common interests of its shareholders as it is expected that relationships with customers, employees, and

other stakeholders who are the sources of the Company's corporate value, not to mention its shareholders, will be destroyed, causing significant damage to the Company's corporate value or common interests of its shareholders.

(i) It is judged that the Company's corporate value in the case the Large-Scale Purchaser acquires control will be significantly inferior to that in the case the Large-Scale Purchaser does not acquire control when compared to the Company's medium- to long-term corporate value in the future currently expected.

(j) The Large-Scale Purchaser is judged to be grossly unsuitable as a controlling shareholder of the Company from the perspective of public order including the case where the management team, or major shareholders or investors of the Large-Scale Purchaser include persons who have relationships with antisocial forces or terrorism-related organizations.

(k) In other cases similar to (a) through (j) above, where it is judged that the Company's corporate value or common interests of its shareholders will be significantly impaired.

f. Resolution of the Board of Directors

The Company's Board of Directors shall pay utmost respect to the recommendation of the Independent Panel described in Item e. above, and, based on such recommendation, promptly pass a resolution on invoking or not invoking the countermeasures and make other necessary resolutions from the perspective of the Company's corporate value and securing and improving common interests of its shareholders. Even in the case where the Independent Panel recommends a resolution not to invoke the countermeasures, if the Company's Board of Directors, while paying utmost respect to the recommendation of the Independent Panel, finds that complying with such a recommendation will lead to circumstances such as possible violation of the Directors' duty of due care of a prudent manager, it may pass a resolution for invoking the countermeasures or instead of passing a resolution not to invoke the countermeasures, may convene a General Meeting of Shareholders in the manner described in Item g. below to confirm the intent of its shareholders as to whether or not to invoke the countermeasures or the details thereof (hereinafter referred to as the "Shareholders' Intent Confirmation Meeting").

Furthermore, even after the Board's resolution for invoking the countermeasures has been passed or such countermeasures have been invoked, the Company's Board of Directors shall pass a resolution to suspend the invocation of countermeasures in the event that (i) the Large-Scale Purchaser withdraws the Large-Scale Purchase, or (ii) changes arise in the actual facts that formed the basis of the decision on whether or not to invoke the countermeasures and invoking such countermeasures is not considered reasonable from the perspective of the Company's corporate value and securing and improving common interests of its shareholders.

In the event that the Company's Board of Directors passes a resolution as stated above, it shall promptly disclose a summary of such resolution including the Board of Directors' evaluation, judgment, and opinion on whether or not the countermeasures need to be invoked, and any other matters that the Company's Board of Directors deems appropriate, in accordance with applicable Laws and Regulations.

g. Convocation of a Shareholders' Intent Confirmation Meeting

In the event that the Large-Scale Purchaser does not comply with the procedures set forth in the Plan, and if the Company's Board of Directors determines that a Shareholders' Intent Confirmation Meeting should be held to confirm the intent of its shareholders as to whether or not to invoke the countermeasures under the Plan, the Company's Board of Directors shall convene the said meeting as soon as possible. Even if the Large-Scale Purchaser complies with the procedures set forth in the Plan, the Company's Board of Directors shall convene the said meeting as soon as possible when it deems it is desirable to invoke the countermeasures from the perspective of the Company's corporate value and securing and improving common interests of its shareholders. In such cases, the Company's Board of Directors will disclose details in accordance with applicable Laws and Regulations, such as the scope of shareholders who are entitled to exercise voting rights (The Company plans to determine an appropriate scope in light of recent court precedents and the manner of the Large-Scale Purchase), the record date for exercising voting rights, and the date and time of such Shareholders' Intent Confirmation Meeting. A resolution of the Shareholders' Intent Confirmation Meeting shall be adopted by a majority of the voting rights of the shareholders present at the said meeting who are entitled to exercise their voting rights. The Large-Scale Purchase shall be conducted after the proposal for the invocation of such countermeasures is disapproved at the Shareholders' Intent Confirmation Meeting and after the conclusion of the said meeting. If the proposal for the invocation of countermeasures under the Plan is approved at the said meeting, the Company's Board of Directors shall resolve to invoke the countermeasures under the Plan against the Large-Scale Purchase. If the said meeting resolves to reject the invocation of countermeasures under the Plan, the countermeasures under the Plan will not be invoked against the Large-Scale Purchase.

Even if the procedure is taken to convene a Shareholders' Intent Confirmation Meeting, the Company may cancel the convocation of the said meeting in the event that the Company's Board of Directors subsequently resolves not to invoke the countermeasures, or in the event that the Large-Scale Purchaser does not comply with the procedures set forth in the Plan, and the Company's Board of Directors comes to the conclusion that it is appropriate to pass a resolution to invoke the countermeasures. If any such resolution is passed, the Company shall promptly disclose a summary of the resolution including its Board of Director's evaluation, judgment, and opinion on whether or not the countermeasures need to be invoked, and any other matters that the Company's Board of Directors deems appropriate, in accordance with applicable Laws and Regulations.

(2) Specific details of the countermeasure under the Plan

The countermeasure to be invoked by the Company under the Plan shall, in principle, be a gratis allotment of stock acquisition rights (hereinafter referred to as the "Stock Acquisition Rights"). However, in case where it is deemed appropriate to invoke other countermeasures permitted under Laws and Regulations and the Company's Articles of Incorporation, such other countermeasures may be taken.

The outline of the gratis allotment of the Stock Acquisition Rights as the countermeasure to be invoked under the Plan shall be as described in Appendix 3, "Outline of the Gratis Allotment of Stock Acquisition Rights." In the event of an actual gratis allotment of the Stock Acquisition Rights, the Company may establish exercise periods, exercise conditions, acquisition clauses, etc., taking into account their effectiveness as countermeasures against the Large-Scale Purchase including (i) exercise conditions stipulating that exercise of the Stock Acquisition Rights by certain Large-Scale Purchaser as specified by the Company's Board of Directors in accordance with prescribed procedures, its joint holders and specially related parties, and persons deemed by the Company's Board of Directors as persons substantially controlled by, acting in concert with, or in coordination with such parties (persons falling under exceptional circumstances, hereinafter referred to as "Excluded Parties) will not be permitted, or (ii) an acquisition clause stipulating that, when the Company acquires a portion of the Stock Acquisition Rights, only Stock Acquisition Rights held by holders of stock acquisition rights other than the Excluded Parties may be acquired, or an acquisition clause to the effect that while the Company acquires the Stock Acquisition Rights held by shareholders other than the Excluded Parties in exchange for the Company's common stock, the

Company may acquire the Stock Acquisition Rights held by the Excluded Parties in exchange for other stock acquisition rights with certain restrictions on exercise and acquisition clauses, etc.

(3) Effective period, abolition, and modification of the Plan

The effective period of the Plan shall be the period up to the conclusion of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending within three years after the conclusion of this Meeting.

However, if, at the time of expiration of such effective period, there is any person who is specified by the Company's Board of Directors and is actually conducting the Large-Scale Purchase or is attempting to do so, the effective period may be extended to the extent necessary to respond to such ongoing or attempted conduct. Even before the expiration of the effective period however, in case where the abolition of the Plan is resolved at the Company's General Meeting of Shareholders based on the Company's proposal or at the Company's Board of Directors consisting of Directors elected by the Company's General Meeting of Shareholders, the Plan shall be abolished at that time.

Moreover, the Company's Board of Directors may revise or modify the Plan from time to time to the extent reasonably necessary in response to changes in Laws and Regulations or changes in the interpretation or application thereof, or changes in taxation, judicial precedents, and other matters, subject to the approval of the Independent Panel. If the Company's Board of Directors makes any changes to the details of the Plan that would actually impact its shareholders, the Company shall submit such changes to the subsequent General Meeting of Shareholders for approval.

If the Plan is abolished, or any change is made to the details of the Plan that would actually impact shareholders of the Company, the Company shall promptly disclose the fact of such abolition or change, and (in case of a change) the details of the change, and any other matters deemed appropriate by the Company's Board of Directors, in accordance with Laws and Regulations.

3. Reasonableness of the Plan

The Plan satisfies the three principles set out in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" (principle of protecting and enhancing corporate value and shareholders' common interests, principle of prior disclosure and shareholders' will, and principle of ensuring the necessity and reasonableness) released by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005. The Plan also takes into account the content of "Takeover Defense Measures in Light of Recent Environmental Changes" published on June 30, 2008 by the Corporate Value Study Group, a group set up under the Ministry of Economy, Trade and Industry, the "Guidelines for Corporate Takeovers - Enhancing Corporate Value and Securing Shareholders' Interests," published on August 31, 2023 by the Ministry of Economy, Trade and Industry, and "Principle 1.5 Anti-Takeover Measures" in Japan's Corporate Governance Code, which the Tokyo Stock Exchange introduced on June 1, 2015 following the revisions of its Securities Listing Regulations, and revised on June 1, 2018 and June 11, 2021, respectively, and other practices and discussions regarding takeover response policies, and is highly reasonable.

(1) Principle of protecting and enhancing corporate value and shareholders' common interests

As described in Item 1. above, the Plan aims to enhance the Company's corporate value and secure and improve common interests of its shareholders in the event of a Large-Scale Purchase, by ensuring the necessary information and time for its shareholders to decide whether or not to accept the Large-Scale Purchase, or for the Company's Board of Directors to present an Alternative Proposal, or by enabling the Company's Board of Directors to negotiate with the Large-Scale Purchaser for the benefit of its shareholders.

(2) Principle of prior disclosure and shareholders' will

The Company will disclose the Plan in advance to increase the predictability of shareholders, investors and the Large-Scale Purchaser and to ensure that shareholders have an opportunity to make a proper choice.

In addition, the Company will continue to make timely and appropriate disclosure as necessary in accordance with applicable Laws and Regulations and the rules of financial instruments exchanges.

The Company will confirm its shareholders' will through the submission of this proposal for the continuation of takeover response policies under the Plan, as resolved by the Board of Directors. Furthermore, as described in 2. (3) above, even after the Plan is approved at this Meeting, if a resolution that the Plan be abolished is passed at a subsequent General Meeting of Shareholders of the Company based on the Company's proposal or at a meeting of the Company's Board of Directors consisting of Directors elected by the Company's General Meeting of Shareholders, the Plan shall be abolished at that time. In addition, if the Large-Scale Purchaser complies with the procedures set forth in the Plan, the Company shall always convene a Shareholders' Intent Confirmation Meeting, regarding the decision to invoke the countermeasures. Therefore, the scheme is designed so that shareholders' will is fully reflected as the Plan is continued.

(3) Principle of ensuring the necessity and reasonableness

a. Establishment of the Independent Panel and utmost respect for its recommendations, and ensuring information disclosure

As described in Item 2. above, for the purpose of eliminating arbitrary decisions by the Board of Directors regarding the invocation of countermeasures against the Large-Scale Purchase under the Plan, and ensuring objectivity and reasonableness of decisions and responses made by the Board of Directors, the Company shall establish an Independent Panel that consists only of Outside Directors and Outside Corporate Auditors of the Company or external experts (corporate managers with proven track records, persons from government offices, attorneys, certified public accountants or academic experts, or their equivalents) who are independent of the management team that engages in the business execution of the Company. The Company's Board of Directors shall pay utmost respect to the recommendation of the Independent Panel when passing a resolution on whether or not to invoke the countermeasures. In addition, to ensure that the decision by the Independent Panel is made in a manner that enhances the Company's corporate value and secures and improves common interests of its shareholders, the Independent Panel may obtain at the Company's expense advice of external experts who are independent of the management team that engages in the business execution of the Company.

Furthermore, the Company shall disclose a summary of the Independent Panel's decision to its shareholders and investors, in accordance with Laws and Regulations, ensuring that the Plan is operated in a transparent manner that contributes to the Company's corporate value and common interests of its shareholders.

b. Establishment of reasonable and objective invocation requirements

As described in Item 2. above, the Plan has been designed so that it will not be activated unless it satisfies reasonable and objective requirements for invocation, ensuring a structure to eliminate arbitrary invocation by the Company's Board of Directors.

c. Not a dead-hand or slow-hand takeover defense measure

As described in 2. (3) above, the Plan may be abolished at any time by a resolution of the Company's General Meeting of Shareholders based on the Company's proposal or the Board of Directors comprising Directors elected at the Company's General Meeting of Shareholders. Therefore, the Plan is not a dead-hand takeover defense measure (a takeover defense measure whose invocation cannot be prevented even if a majority of the members of the Board of Directors are replaced).

As the Company does not adopt staggered terms of office, the Plan is neither a slow-hand takeover defense measure (a takeover defense measure that takes time to prevent the invocation of the measure due to the fact that the members of the Board of Directors cannot be replaced all at once).

4. Impact on shareholders and investors

(1) Impact on shareholders and investors when the Plan takes effect

No Stock Acquisition Rights will be issued upon revision of the Current Plan into the Plan. Therefore, the Plan, upon taking effects, would not have any direct and specific impact on the legal rights or economic interests associated with the Company's shares held by its shareholders.

Meantime, as described in 2. (1) above, the Company's policy on how to respond to the Large-Scale Purchase depends on whether or not the Large-Scale Purchaser complies with the Plan. Therefore, the Company would like to request that its shareholders and investors pay close attention to the actions of the Large-Scale Purchaser.

(2) Impact on shareholders and investors at the time of gratis allotment of the Stock Acquisition Rights

In case the Company's Board of Directors decides to invoke the countermeasures and conducts a gratis allotment of the Stock Acquisition Rights, the Stock Acquisition Rights shall be allotted without consideration at a ratio of up to one Stock Acquisition Right per share held by shareholders who are recorded in the shareholder register as of a certain date determined by the Company's Board of Directors (hereinafter referred to as the "Allotment Date"). It is a mechanism where, even at the time of the gratis allotment of the Stock Acquisition Rights, although the value per share of the Company's shares held by its shareholders will be diluted, the value of the Company's shares held as a whole will not be diluted. Therefore, the Company does not expect that there would be any direct and specific impact on the legal rights or economic interests associated with the Company's shares held by its shareholders.

However, the invocation of the countermeasures may result in some impact on the legal rights or economic interests of the Excluded Parties.

In addition, if the Company resolves to conduct a gratis allotment of the Stock Acquisition Rights, and subsequently decides to suspend the invocation of countermeasures, the Company's share price may undergo commensurate fluctuation. For example, in the event that, after the shareholders who are to receive gratis allotment of the Stock Acquisition Rights have been vested, the Company suspends the invocation of countermeasures and acquires the Stock Acquisition Rights without consideration or delivering new shares, no dilution of the economic value per share of the Company held by its shareholders will occur. In such a case, it should be noted that shareholders or investors who have sold or bought the Company's shares expecting to see a dilution of the economic value per share of the Company may suffer loss as a result of a fluctuation in share price.

Furthermore, when discriminatory terms and conditions are attached to the exercise or acquisition of the Stock Acquisition Rights, the legal rights and economic interests of the Excluded Parties are expected to be affected upon such exercise or acquisition. However, even in such a case, the Company does not expect that there would be any direct and specific impact on the legal rights and economic interests associated with the Company's shares held by shareholders other than the Excluded Parties.

(3) Procedure for shareholders at the gratis allotment of the Stock Acquisition Rights

As shareholders who are recorded in the final shareholder register as of the Allotment Date of the Stock Acquisition Rights will become holders of the stock acquisition rights on the effective date of the gratis allotment of the Stock Acquisition Rights as a matter of course, these shareholders are not required to follow a subscription procedure.

Furthermore, when an acquisition clause is attached to the Stock Acquisition Rights that are to be allotted without consideration, and the Company acquires the Stock Acquisition Rights, its shareholders will receive as consideration the Company's shares without paying an amount equivalent to the exercise price of stock acquisition rights. Meanwhile, the Stock Acquisition Rights held by the Excluded Parties may not be eligible for acquisition by the Company. In addition, the Company may acquire the Stock Acquisition Rights held by the Excluded Parties, in exchange for the same number of stock acquisition rights that have certain restrictions on their exercise and acquisition clauses. In addition to the above, after a resolution is passed by

the Company's Board of Directors regarding the gratis allotment of the Stock Acquisition Rights, the Company will disclose or notify the details of procedures with respect to the particulars of methods for the allotment and exercise of the Stock Acquisition Rights, and for the acquisition by the Company and delivery of shares, in a timely and appropriate manner in accordance with applicable Laws and Regulations. Therefore, the Company requests that shareholders confirm the details of disclosure or notification.

Outline of the Rules of the Independent Panel

1. The Independent Panel shall be established to eliminate arbitrary decisions by the Company's Board of Directors regarding the invocation of countermeasures and to ensure objectivity and reasonableness of the Board of Directors' decisions and responses.
2. The members of the Independent Panel shall be at least three persons who are independent of the management team that engages in the business execution of the Company, and shall be selected in accordance with a resolution of the Company's Board of Directors from among (1) Outside Directors of the Company, (2) Outside Corporate Auditors of the Company, or (3) external experts (corporate managers with proven track records, persons from government offices, attorneys, certified public accountants or academic experts, or their equivalents) who meet any of the above criteria. The Company shall enter into a contract with members of the Independent Panel, which includes provisions regarding the duty of care and confidentiality.
3. The term of members of the Independent Panel shall expire on the date of conclusion of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending within three years from the time of election, or on the date separately agreed upon between the relevant member of the Independent Panel and the Company. However, this shall not apply if otherwise determined by a resolution of the Company's Board of Directors.
4. The Independent Panel shall be convened by the Company's Representative Director or each member of the Independent Panel.
5. The chairperson of the Independent Panel shall be selected by mutual vote of the Independent Panel members.
6. Resolutions of the Independent Panel shall, in principle, be adopted by a majority of the members of the Independent Panel present at a meeting attended by all the members. However, in case of accidents or other special reasons involving any of the members of the Independent Panel, resolutions of the Independent Panel shall be adopted by a majority of the members of the Independent Panel present at a meeting attended by all the members except the member concerned.
7. The Independent Panel shall deliberate and resolve on the matters listed in each of the following items and shall make recommendations to the Company's Board of Directors on the content of such resolutions, along with the reasons thereof.
   (1) Whether or not to invoke countermeasures related to the Plan
   (2) Suspension of invoking countermeasures related to the Plan
   (3) Abolition and modification of the Plan
   (4) Any other matters that the Company's Board of Directors may voluntarily consult with the Independent Panel in relation to the Plan

   Each member of the Independent Panel shall deliberate and make resolutions at the Independent Panel solely from the perspective of whether or not they contribute to the corporate value of the Company and the common interests of its shareholders and shall not seek to make personal profit for themselves or the management of the Company.
8. The Independent Panel may, as necessary, request the attendance of the Company's Directors, Corporate Auditors, employees, or any other persons it deems necessary, to provide opinions or explanations regarding matters requested by the Independent Panel.
9. In performing its duties, the Independent Panel may, at the Company's expense, obtain advice of external experts (including investment banks, securities firms, financial advisors, certified public accountants, attorneys, consultants, and other professionals) who are independent of the management team that engages in the business execution of the Company.

Appendix 2

Names and Career Summary of the Independent Panel Members (listed in Japanese alphabetical order)

Name		Career summary
Hiroshi Umemoto	April 1976	Registered as an attorney
	June 2000	Outside Corporate Auditor of the Company (to present)
	January 2003	Managing Partner of Eiko Sogo Law Office (to present)
Akifumi Honda	April 2008	Retired from SANYO Electric Co., Ltd. Senior Managing Executive Officer of Elmo Co., Ltd.
	January 2010	President and Representative Director of Elmo Solution Sales Co., Ltd.
	June 2012	Deputy Chairman and Director of Elmo Co., Ltd.
	June 2014	President and Representative Director of SOA Solutions Co., Ltd.
	June 2018	Outside Director of the Company (to present)
	June 2024	Chairman and Representative Director of SOA Solutions Co., Ltd. (to present)
Haruyuki Yoshizawa	November 1992	Founded Meguro Electronics Co., Ltd. Representative Director of Meguro Electronics Co., Ltd.
	October 2011	Chairman and Director of Meguro Electronics Co., Ltd.
	June 2014	Outside Director of the Company (to present)

Outline of the Gratis Allotment of Stock Acquisition Rights

1. Total number of Stock Acquisition Rights to be allotted

The total number of Stock Acquisition Rights to be allotted shall be the number separately determined by a resolution of the Company's Board of Directors regarding the gratis allotment of the Stock Acquisition Rights (hereinafter referred to as the "Gratis Allotment Resolution"), but not exceeding the same number as the final total number of Company's shares issued as of a certain date separately determined by the Company's Board of Directors (hereinafter referred to as the "Allotment Date") in the Gratis Allotment Resolution (excluding the number of Company's shares held by the Company at such time).

2. Shareholders eligible for allotment

The Company will allot the Stock Acquisition Rights without consideration to the shareholders who are recorded in the shareholder register as of the end of the Allotment Date at a ratio separately specified by the Company's Board of Directors in the Gratis Allotment Resolution, but not exceeding one Stock Acquisition Right per share of common stock of the Company held by such shareholders (excluding the Company's shares held by the Company at such time).

3. Effective date of the gratis allotment of the Stock Acquisition Rights

The effective date shall be separately determined by the Company's Board of Directors in the Gratis Allotment Resolution.

4. Class and number of shares to be acquired upon exercise of the Stock Acquisition Rights

The class of shares to be acquired upon exercise of the Stock Acquisition Rights shall be common stock of the Company. The number of shares to be acquired upon exercise of each Stock Acquisition Right shall be the number separately determined by the Company's Board of Directors in the Gratis Allotment Resolution, but not exceeding one share per Stock Acquisition Right; provided, however, that necessary adjustments shall be made in case the Company conducts a share split or consolidation of shares.

5. Details and amount of assets to be contributed upon exercise of the Stock Acquisition Rights

Contributions upon exercise of the Stock Acquisition Rights shall be in cash, and the amount of assets to be contributed per share of common stock of the Company upon exercise of the Stock Acquisition Rights shall be one yen or more, as separately determined by the Company's Board of Directors in the Gratis Allotment Resolution.

6. Restriction on transfer of Stock Acquisition Rights

Any transfer of the Stock Acquisition Rights shall be subject to approval of the Company's Board of Directors.

7. Conditions for exercising the Stock Acquisition Rights

Conditions for exercising the Stock Acquisition Rights shall be separately determined by the Company's Board of Directors. (The Company may attach exercise conditions, taking into account their effectiveness as countermeasures against the Large-Scale Purchase, including exercise conditions stipulating that exercise of the Stock Acquisition Rights by certain Large-Scale Purchaser as specified by the Company's Board of Directors in accordance with prescribed procedures, its joint holders and specially related parties, and persons deemed by the Company's Board of Directors as persons substantially controlled by, acting in concert with, or in coordination with such parties (persons falling under exceptional circumstances, hereinafter referred to as "Excluded Parties") will not be permitted.)

8. Acquisition of the Stock Acquisition Rights by the Company

Subject to the occurrence of certain events or the arrival of a date separately determined by the Company's Board of Directors, the Company may, in accordance with a resolution of its Board of Directors, attach acquisition clauses, taking into account their effectiveness as countermeasures against the Large-Scale Purchase, such as an acquisition clause stipulating that the Company may acquire all of the Stock Acquisition Rights or only Stock Acquisition Rights held by shareholders other than the Excluded Parties, or with respect to the Stock Acquisition Rights held by shareholders other than the Excluded Parties, an acquisition clause to the effect that the Company may acquire them in exchange for the Company's common stock, or regarding the Stock Acquisition Rights held by the Excluded Parties, the Company may acquire them in exchange for other stock acquisition rights with certain exercise conditions and acquisition clauses.

9. Acquisition without consideration in the event the invocation of countermeasures is suspended

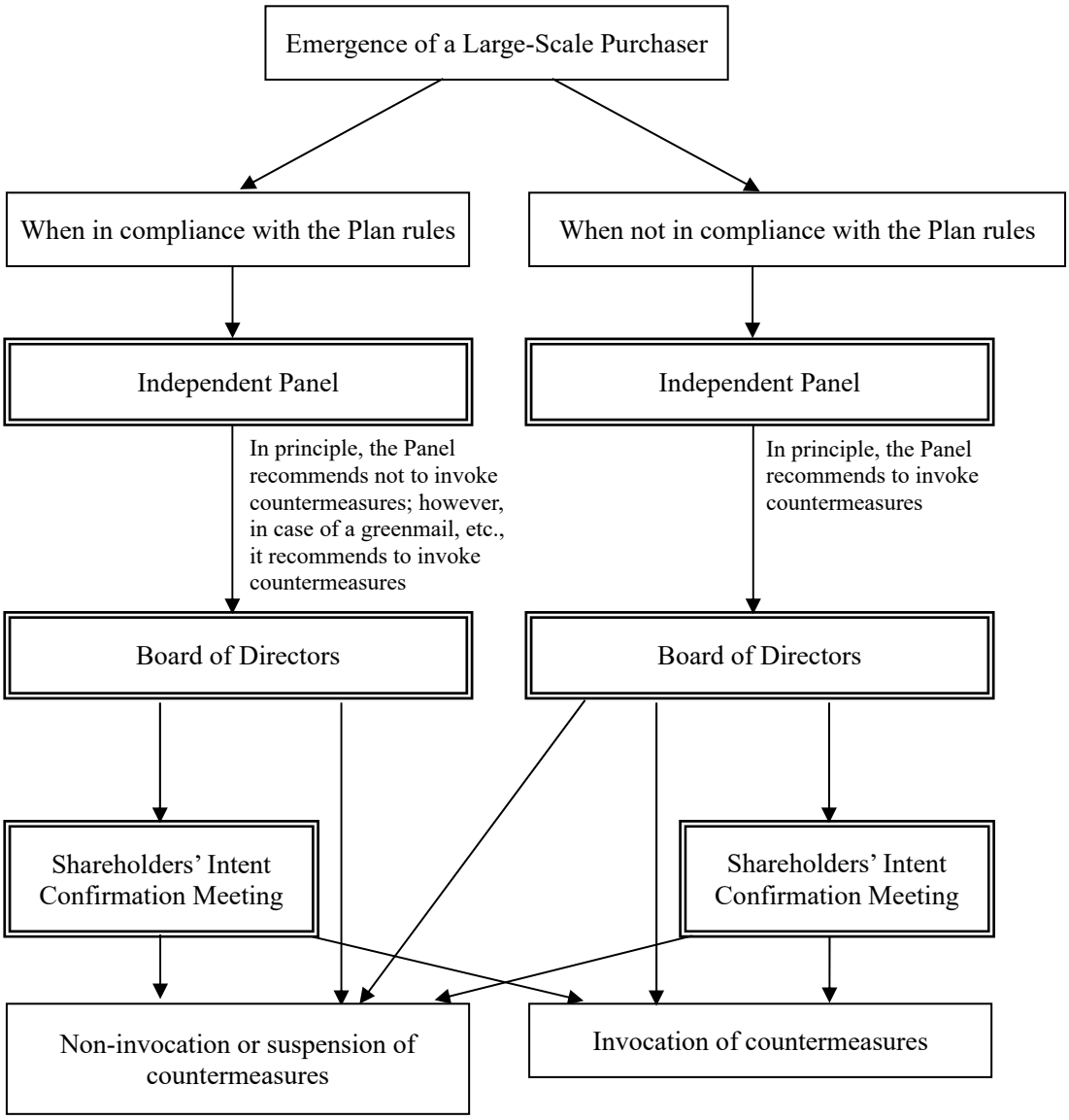
In the event that the Company's Board of Directors suspends the invocation of countermeasures or in any other case separately determined by the Company's Board of Directors in the Gratis Allotment Resolution, the Company may acquire all of the Stock Acquisition Rights without consideration.

10. Exercise period of the Stock Acquisition Rights

The exercise period of the Stock Acquisition Rights and other necessary matters shall be separately determined by the Company's Board of Directors in the Gratis Allotment Resolution.

(Reference material)

Outline of Procedural Flow of the Plan



* This chart illustrates an outline of the procedural flow of the Plan. For details, please refer to the text.