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[Securities code: 2175]

May 28, 2026

To Our Shareholders

Masaki Takahata  
Representative Director, President and CEO  
**SMS Co., Ltd.**  
2-11-1 Shibakoen, Minato-ku, Tokyo, Japan

## Convocation Notice of the 23rd Ordinary General Meeting of Shareholders

The 23rd Ordinary General Meeting of Shareholders of SMS Co., Ltd. (hereinafter the “Company”) will be held as described below.

You can exercise your voting rights either via the Internet or in writing instead of attending the meeting in person. Please review the attached Reference Materials for the General Meeting of Shareholders and exercise your voting rights by **6:00 p.m. (JST) on Thursday, June 18, 2026.**

**1. Date and time:** Friday, June 19, 2026, at 10:00 a.m. (JST)

(Reception opens at 9:00 a.m.)

**2. Venue:** Tokyo Grand Hotel, 3F Sakura  
2-5-2 Shiba, Minato-ku, Tokyo

**3. Meeting agenda:**

*Matters to be reported:* Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 23rd fiscal year (from April 1, 2025 to March 31, 2026), and results of audits by the Accounting Auditor as well as the Audit & Supervisory Committee on Consolidated Financial Statements

*Proposals to be resolved:*

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

Proposal 4: Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

Proposal 5: Revision of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 6: Determination of Remuneration for the Introduction of a Post-delivery Share-based Remuneration Plan for the Representative Director

**4. Matters decided in connection with this convocation:**

- (1) If you exercise your voting rights in writing without indicating your approval or disapproval, the vote will be treated as an indication of approval.
- (2) If you duplicate the vote by exercising the voting rights both via the Internet and in writing, only the Internet vote will be treated as valid.
- (3) If you exercise your voting rights multiple times via the Internet, only the last vote will be treated as valid.

© Should the Reference Materials for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.bm-sms.co.jp/ir/library/shareholders/>).

© Please note there will be no souvenirs for those attending the General Meeting of Shareholders in person.

## Reference Materials for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company's basic policy for profit distribution is to implement a progressive dividend (maintaining or increasing the dividend per share compared with the previous fiscal year), with a target consolidated dividend payout ratio of 30%, while prioritizing growth investment and considering its financial condition. However, this policy may not apply in the event of major investment opportunities such as M&A. Based on this policy, the Company has determined that it can implement a dividend for this fiscal year, and proposes the appropriation of surplus as follows:

Matters concerning year-end dividends:

- (1) Type of dividend property  
Cash
  
- (2) Allotment of dividend property to shareholders and the total amount  
29.5 yen per common share of the Company's stock  
Total amount of 2,421,373,246 yen
  
- (3) Effective date of dividends  
June 22, 2026

### (Reference) Share repurchase

The Company implements share repurchases flexibly, according to financial conditions and share price levels, and repurchased a total amount of 3,999,868,150 yen of shares during this fiscal year.

**Proposal 2: Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)**

The terms of office of all three (3) Directors, excluding Directors who are Audit & Supervisory Committee Members, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of a total of three (3) Directors, consisting of one (1) Internal Director and two (2) newly elected Outside Directors, to further enhance the monitoring and supervisory functions of management.

The Nomination & Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, has already been consulted about the proposal, and the Audit & Supervisory Committee has confirmed that it has no objection to the proposal.

The candidates are as follows:

Candidate No.	Name	Current positions and responsibilities (Significant concurrent positions)
1	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px;">Internal</div> </div> <p style="text-align: center;"><b>Masaki Takahata</b></p>	Representative Director, President and CEO, Director of Corporate Management  (Significant concurrent positions) Member of the Board, M3 Career, Inc.
2	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Independent</div> </div> <p style="text-align: center;"><b>Makoto Yasuda</b></p>	(Significant concurrent positions) Representative Director, Seedim
3	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Independent</div> </div> <p style="text-align: center;"><b>Takeshi Kawasaki</b></p>	(Significant concurrent positions) Director, Executive Vice President, CFO (Chief Financial Officer) , LIFENET INSURANCE COMPANY

Candidate No. 1	<u>Reappointment</u>	<b>Masaki Takahata</b> (April 14, 1984)	<u>Internal</u>
<p>Board meeting attendance 11/11 (100%)</p> <p>Number of the Company's shares held 11,100 shares</p> <p>Tenure (at the conclusion of this General Meeting) 1 year</p>	<p>Background, positions, responsibilities, and significant concurrent positions</p> <p>Apr. 2007    Joined KPMG AZSA &amp; Co. (currently KPMG AZSA LLC)</p> <p>Jul. 2011    Joined Frontier Management Inc.</p> <p>Sep. 2013    Joined SMS Co., Ltd.</p> <p>May 2016    CFO, the MIMS Group</p> <p>Mar. 2021    CEO, the MIMS Group</p> <p>Jun. 2025    Member of the Board</p> <p>Jan. 2026    Representative Director, President and CEO (Current position)</p> <p>Director of Corporate Management (Current position)</p> <p>Member of the Nomination &amp; Remuneration Advisory Committee (Current position)</p> <p>Member of the Board, M3 Career, Inc. (Current position)</p>		
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Masaki Takahata joined SMS Co., Ltd. in 2013 after developing high-level expertise in the fields of finance, accounting, and business support at KPMG AZSA &amp; Co. (currently KPMG AZSA LLC) and Frontier Management Inc. Since joining the Company, he has led the formulation and promotion of Group-wide strategies in the corporate planning department. Following the acquisition of the MIMS Group, he spearheaded the establishment of its management systems as CFO of the MIMS Group. From 2021, as CEO of the MIMS Group, he oversaw the medical information platform business across the Asia-Pacific region, unifying culturally and linguistically diverse local organizations while driving sustainable growth within a complex stakeholder environment. His consistent practice of multifaceted dialogue with employees, customers, external partners, and regulatory authorities as the head of an overseas subsidiary highly embodies the qualities and experience required for the management of a listed company.</p> <p>After being appointed as Director of the Company in June 2025, he assumed office as Representative Director, President and CEO in January 2026. Subsequently, he promptly formulated and announced the "Corporate Value Creation Roadmap" on April 28, 2026, systematically organizing and clearly presenting financial targets and specific management measures to shareholders and investors. Furthermore, by holding a certain number of shares through acquisition under the post-delivery stock compensation plan (PSUs: Performance Share Units / RSUs: Restricted Stock Units) to be proposed as Proposal No. 6 at this General Meeting of Shareholders and purchases from the market, he demonstrates an alignment of interests with shareholders and a commitment to management with long-term ownership.</p> <p>For the above reasons, as the leader with the deepest understanding of the Group's Mission, Vision, business structure, competitive environment, and challenges, he is essential for the steady execution of the roadmap and the sustainable enhancement of corporate value. Accordingly, the Company has once again nominated him as a candidate for Director.</p>			

Notes:

1. There are no special conflicts of interest between Mr. Masaki Takahata and the Company.
2. There were 13 Board of Directors meetings held during the current fiscal year, and 11 meetings were held after Mr. Masaki Takahata assumed office.
3. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Masaki Takahata is elected and assumes office, he will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

Candidate No.	2	<u>New appointment</u>	<b>Makoto Yasuda</b> (August 29, 1974)	<u>Outside</u> <u>Independent</u>
Number of the Company's shares held	0 shares	Background and significant concurrent positions Apr. 1998    Joined SoftBank Corp. (currently SoftBank Group Corp.) Nov. 2003    Joined FreeBit Co., Ltd. Oct. 2004    Joined BrainPad Inc. Sep. 2011    Director, BrainPad Inc. Apr. 2017    Representative Director, Mynd Inc. (currently BrainPad Inc.) Aug. 2021    Representative Director, Seedim (Current position) Jul. 2022    Joined Nealle Inc. (Current position)		
Reasons for nomination as a candidate for Outside Director and overview of expected roles <p>Mr. Makoto Yasuda is one of the pioneers who has spearheaded the creation of data utilization and machine learning businesses in Japan since long before the current AI boom. After gaining business development experience at SoftBank Corp. (currently SoftBank Group Corp.) and FreeBit Co., Ltd., he joined BrainPad Inc., a data analysis firm specializing in statistical analysis and machine learning, as a founding member in 2004. At BrainPad Inc., he led the promotion of data analysis services, and following its listing on the Tokyo Stock Exchange in 2011, he was appointed as Director, driving the expansion of its business in this role for approximately 10 years. During his tenure as Director, in addition to expanding the data analysis business centered on statistical analysis and machine learning, he oversaw the SaaS product business division, including recommendation engines and automated advertising bidding systems, and led their planning, development, and growth, contributing to its listing on the First Section of the Tokyo Stock Exchange (currently the Prime Market). He has over 10 years of practical experience from a management perspective in the implementation and business growth of data-driven SaaS businesses, an area where many IT companies are currently focusing. He possesses deep insight that encompasses overall management—including market development, product strategy, organizational building, and monetization in data and AI businesses—going beyond mere technical expertise.</p> <p>After leaving BrainPad Inc. in 2021, he has continued to accumulate frontline experience, working on new business creation based on data utilization through the establishment of Seedim, as well as engaging in growth support for next-generation SaaS companies through his involvement with Nealle Inc.</p> <p>The Group possesses vast data assets in the medical care, elderly care, healthcare, and senior life domains, and the advancement of its SaaS business and the creation of new services utilizing these assets are positioned as critical pillars for maximizing corporate value. The Company expects his practical knowledge, gained from working at the forefront as an executive of a listed company since the dawn of the data analysis business, to be demonstrated as concrete and insightful advice that translates directly into practice within the Board of Directors, thereby driving the further growth of the Company's IT and DX strategies as well as its SaaS business. Furthermore, he does not have any issues that may cause conflicts of interest with common shareholders and thus is expected to provide effective oversight and supervision on business execution from an independent standpoint. Accordingly, the Company has nominated him as a candidate for Outside Director.</p>				

Notes:

1. There are no special conflicts of interest between Mr. Makoto Yasuda and the Company.
2. Mr. Makoto Yasuda is a candidate for Outside Director.
3. If Mr. Makoto Yasuda is elected and assumes office, the Company will designate him as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submit a notification to the Exchange.
4. If Mr. Makoto Yasuda is elected and assumes office, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Makoto Yasuda is elected and assumes office, he will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

Candidate No.	3	<u>New appointment</u>	<b>Takeshi Kawasaki</b> (April 16, 1979)	<u>Outside</u> <u>Independent</u>
Number of the Company's shares held	0 shares	<p>Background and significant concurrent positions</p> <p>Apr. 2002    Joined Citibank, N.A., Japan Branches (currently Citibank, N.A., Tokyo Branch)</p> <p>Mar. 2005    Joined Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.)</p> <p>Feb. 2014    Joined Regional Economy Vitalization Corporation of Japan</p> <p>Aug. 2020    Joined LIFENET INSURANCE COMPANY</p> <p>Jun. 2022    Executive Officer, LIFENET INSURANCE COMPANY</p> <p>Jun. 2024    Senior Executive Officer, LIFENET INSURANCE COMPANY</p> <p>Jun. 2025    Director, Executive Vice President, CFO (Chief Financial Officer), LIFENET INSURANCE COMPANY (Current position)</p>		
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>Mr. Takeshi Kawasaki engaged in corporate finance and private equity investment operations at the Regional Economy Vitalization Corporation of Japan (REVIC) after gaining experience in international banking at Citibank, N.A., Japan Branches (currently Citibank, N.A., Tokyo Branch) and in the securities business at Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.). REVIC is a government-affiliated fund responsible for strengthening industrial competitiveness. At REVIC, he acquired practical finance methods aimed at improving the financial structure and enhancing the corporate value of companies, while developing high-level expertise in analyzing and resolving management issues faced by companies of various industries and sizes from a capital market perspective.</p> <p>After joining LIFENET INSURANCE COMPANY in 2020, as General Manager of the Corporate Planning Department, he was responsible for formulating company-wide strategies. Since 2022, as an Executive Officer, he oversaw Corporate Planning and Accounting &amp; Actuarial fields, including IR, and led continuous dialogue with institutional investors and analysts. In response to expectations from capital markets for enhancing corporate value as a listed company, he led capital fundraising for the realization of growth strategies and strategic capital and business alliances. In addition, from the perspective of providing useful information to investors, he has demonstrated high-quality communication skills in practice by promoting the voluntary adoption of International Financial Reporting Standards (IFRS) and leading the formulation and announcement of the mid-term business plan. Furthermore, since June 2025, as Director, Executive Vice President, and CFO, he has overseen all areas of finance, IR, and management strategy, achieving concrete results in capital policy and market valuation, including the market segment change of LIFENET INSURANCE COMPANY from the Tokyo Stock Exchange Growth Market to the Prime Market in July 2025.</p> <p>The Company expects that his deep understanding of capital markets, based on practical experience across different financial fields—banking, securities, government-affiliated funds, and insurance—as well as his practical knowledge as a CFO of a listed company, will provide the Board of Directors with indispensable perspectives and advice for strengthening communication with capital markets, enhancing capital policy, and promoting growth investment strategies, including M&amp;A, as set forth in the Company's "Corporate Value Creation Roadmap." Furthermore, he does not have any issues that may cause conflicts of interest with common shareholders and thus is expected to provide effective oversight and supervision on business execution from an independent standpoint. Accordingly, the Company has nominated him as a candidate for Outside Director.</p>				

Notes:

1. There are no special conflicts of interest between Mr. Takeshi Kawasaki and the Company.
2. Mr. Takeshi Kawasaki is a candidate for Outside Director.
3. If Mr. Takeshi Kawasaki is elected and assumes office, the Company will designate him as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submit a notification to the Exchange.
4. If Mr. Takeshi Kawasaki is elected and assumes office, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Takeshi Kawasaki is elected and assumes office, he will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

### Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are Audit & Supervisory Committee Members.

The Nomination & Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, has already been consulted about the proposal, and the Company has obtained consent for the proposal from the Audit & Supervisory Committee.

The candidates are as follows:

Candidate No.	Name	Current positions and responsibilities (Significant concurrent positions)
1	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Independent</div> </div> <p style="text-align: center;"><b>Nobuko Takagi</b></p>	Outside Director, Member of the Audit & Supervisory Committee, Member of the Nomination & Remuneration Advisory Committee  (Significant concurrent positions) CEO, COEING AND COMPANY Inc. Representative, Nobuko Takagi Certified Public Accountants' Office Outside Corporate Auditor, KOSÉ Holdings Corporation
2	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Independent</div> </div> <p style="text-align: center;"><b>Tetsuro Harada</b></p>	(Significant concurrent positions) Director and Chairman of the Board (Audit & Supervisory Committee Member) of Dream Incubator Inc. Outside Director, Wacoal Holdings Corp.
3	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px;">Outside Independent</div> </div> <p style="text-align: center;"><b>Aiko Ota</b></p>	(Significant concurrent positions) Partner, Nozomi Sogo Attorneys at Law

Candidate No. 1	<div style="display: flex; justify-content: space-between; align-items: center;"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <div style="text-align: center;"> <b>Nobuko Takagi</b> (October 22, 1977)            (The name on the family register: Nobuko Teraoka)         </div> <span style="border: 1px solid black; padding: 2px;">Outside Independent</span> </div>
Board meeting attendance 13/13 (100%)  Audit & Supervisory Committee attendance 12/12 (100%)  Number of the Company's shares held 2,148 shares  Tenure (at the conclusion of this General Meeting) 4 years	<b>Background and significant concurrent positions</b> Oct. 2002    Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) May 2006    Registered as a Japanese CPA Aug. 2006    Joined Tohmatsu Tax Co. (currently Deloitte Tohmatsu Tax Co.) Nov. 2007    Joined GCA Corporation (currently Houlihan Lokey Corporation) Mar. 2011    Joined NEC Corporation Jul. 2017    Representative, Nobuko Takagi Certified Public Accountants' Office (Current position) Apr. 2018    Outside Corporate Auditor, I-ne Co., Ltd. CEO, COEING AND COMPANY Inc. (Current position) Jun. 2018    Outside Director, USS Co., Ltd. Jun. 2022    Outside Director (Member of the Audit & Supervisory Committee) of the Company (Current position) Member of the Nomination & Remuneration Advisory Committee (Current position) Mar. 2024    Outside Corporate Auditor, KOSÉ Corporation (currently KOSÉ Holdings Corporation) (Current position)
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>Ms. Nobuko Takagi joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC) and Tohmatsu Tax Co. (currently Deloitte Tohmatsu Tax Co.) as a Certified Public Accountant (CPA). After gaining experience in audit and tax practice, she engaged in M&amp;A advisory at GCA Corporation (currently Houlihan Lokey Corporation), where she promoted numerous domestic and cross-border transactions. Subsequently, at NEC Corporation, she provided decision-making support to top management regarding group-wide acquisitions, divestitures, and business reorganizations, while also handling deal negotiations, project management, and the formulation of business portfolio and global strategies. Through these roles, she acquired a deep understanding of business strategies that contribute to enhancing corporate value and the realities of large-scale corporate management. In 2018, she established COEING AND COMPANY Inc. and became independent as a management consultant, where she has accumulated practical experience in building and operating evaluation models for new business development. Her expertise combines deep financial and accounting knowledge as a CPA with perspectives on business strategy and investment valuation honed at M&amp;A advisory and operating companies, as well as insights into diverse industries and management phases gained as a management consultant. This combined knowledge is extremely beneficial for the Board of Directors in evaluating business execution from an independent and multifaceted perspective. Furthermore, she has extensive knowledge and experience in corporate governance, having served as an Outside Corporate Auditor of KOSÉ Corporation (currently KOSÉ Holdings Corporation), an Outside Director of USS Co., Ltd., and an Outside Corporate Auditor of I-ne Co., Ltd.</p> <p>Since her appointment as an Outside Director (Member of the Audit &amp; Supervisory Committee) of the Company in June 2022, she has maintained a 100% attendance rate at both Board of Directors and Audit &amp; Supervisory Committee meetings for four consecutive years. She has also actively engaged in dialogue with institutional investors, consistently achieving high-level supervision of both management decision-making and internal control. She continues to provide effective opinions to the Board of Directors on critical agenda items such as the Company's business portfolio strategy, growth investment decisions, and the design of the executive compensation system, based on her expertise in finance, accounting, business strategy, M&amp;A, and corporate governance. This track record demonstrates her high level of professionalism as an Outside Director. Her activities as a Member of the Audit &amp; Supervisory Committee, based on her specialized knowledge of finance, accounting, and auditing, have also contributed to the practical strengthening of the Company's corporate governance.</p> <p>If she is elected and assumes office, the Company expects her to function as the core of its corporate governance. In addition to enhancing the quality and effectiveness of discussions as the Lead Independent Outside Director, she will lead deliberations on the nomination, dismissal, and compensation of officers as Chairperson of the Nomination &amp; Remuneration Advisory Committee, and spearhead the further strengthening of corporate governance as Chairperson of the Audit &amp; Supervisory Committee. We are confident that her practical experience in the governance of other listed companies as an outside officer will further contribute to</p>	

improving the effectiveness of the Company's Board of Directors. Accordingly, the Company has once again nominated her as a candidate for Outside Director.

Notes:

1. There are no special conflicts of interest between Ms. Nobuko Takagi and the Company.
2. Ms. Nobuko Takagi is a candidate for Outside Director.
3. The Company has designated Ms. Nobuko Takagi as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submitted a notification to the Exchange.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Nobuko Takagi to limit her liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act. If she is elected and assumes office, the Company plans to continue the said agreement.
5. The number of the Company's shares held by Ms. Nobuko Takagi includes those held through the Company's director stock ownership plan.
6. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Ms. Nobuko Takagi is elected and assumes office, she will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

Candidate No.	2	<u>New appointment</u>	<b>Tetsuro Harada</b> (September 22, 1965)	<u>Outside Independent</u>																						
Number of the Company's shares held 0 shares	<p>Background and significant concurrent positions</p> <table border="0"> <tr> <td>Apr. 1981</td> <td>Joined the Japan Maritime Self-Defense Force</td> </tr> <tr> <td>Apr. 1990</td> <td>Joined Nippon Life Insurance Company</td> </tr> <tr> <td>Jun. 1996</td> <td>MBA, Haas School of Business, University of California, Berkeley</td> </tr> <tr> <td>Oct. 2000</td> <td>Joined Dream Incubator Inc.</td> </tr> <tr> <td>Jun. 2006</td> <td>Executive Officer, Dream Incubator Inc.</td> </tr> <tr> <td>Jun. 2018</td> <td>Director, Dream Incubator Inc.</td> </tr> <tr> <td>Jun. 2020</td> <td>Representative Director and CEO, Dream Incubator Inc.</td> </tr> <tr> <td>Jun. 2023</td> <td>Director and Chairman of the Board, Dream Incubator Inc.</td> </tr> <tr> <td>Jun. 2024</td> <td>Director and Chairman of the Board (Audit &amp; Supervisory Committee Member) of Dream Incubator Inc. (Current position)</td> </tr> <tr> <td></td> <td>Outside Director, Mandom Corporation</td> </tr> <tr> <td></td> <td>Outside Director, Wacoal Holdings Corp. (Current position)</td> </tr> </table>				Apr. 1981	Joined the Japan Maritime Self-Defense Force	Apr. 1990	Joined Nippon Life Insurance Company	Jun. 1996	MBA, Haas School of Business, University of California, Berkeley	Oct. 2000	Joined Dream Incubator Inc.	Jun. 2006	Executive Officer, Dream Incubator Inc.	Jun. 2018	Director, Dream Incubator Inc.	Jun. 2020	Representative Director and CEO, Dream Incubator Inc.	Jun. 2023	Director and Chairman of the Board, Dream Incubator Inc.	Jun. 2024	Director and Chairman of the Board (Audit & Supervisory Committee Member) of Dream Incubator Inc. (Current position)		Outside Director, Mandom Corporation		Outside Director, Wacoal Holdings Corp. (Current position)
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	Outside Director, Wacoal Holdings Corp. (Current position)																									
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>Mr. Tetsuro Harada joined Dream Incubator Inc. at its early stage in 2000, after gaining experience in investment and loan operations at the Japan Maritime Self-Defense Force and Nippon Life Insurance Company, and obtaining an MBA from the Haas School of Business, University of California, Berkeley. At Dream Incubator Inc., he engaged in strategic consulting for large enterprises and investment and incubation for venture companies. Serving as an Executive Officer from 2006 and a Director from 2018, he has been at the core of its management for over 20 years.</p> <p>After assuming the role of Representative Director and CEO of Dream Incubator Inc. in June 2020, he renewed its mission, vision, and values upon its 20th anniversary, and promoted a review of the composition of its Board of Directors and a transition to a monitoring model, a fundamental restructuring of its business portfolio and the launch of new service lines related to digital transformation, as well as a review of the capital structure and large-scale shareholder returns. As the top executive of a listed company, he has experience in leading the transformation of management structures and the enhancement of corporate value in line with changing times. Since 2023, as Chairman of the Board, he has put into practice the appropriate separation of management execution and the oversight functions of the Board of Directors, ensuring its effectiveness, and thereby possesses deep insight into the high-level operation of corporate governance at listed companies. Furthermore, during his tenure as an Outside Director of Mandom Corporation, he served as a member of the special committee regarding the company's management buyout (MBO). In this role, he managed the risk of conflicts of interest between controlling shareholders and minority shareholders, and gained experience in making multifaceted examinations and decisions from an independent standpoint to ensure the enhancement of corporate value, the fairness of the transaction and the protection of minority shareholders' interests. The Company believes that his practical experience in independent decision-making in such complex capital transaction situations will contribute to improving the effectiveness of the oversight functions of the Company's Board of Directors. Moreover, he has accumulated a diverse track record as an outside officer at listed companies, including his engagement in overseeing the management strategies of a major consumer goods company as an Outside Director of Wacoal Holdings Corp.</p> <p>The combination of his experience analyzing and resolving management issues for various companies as a strategic consultant, his practical insight as an executive and Chairman of the Board of a listed company, and his extensive experience as an outside director is expected to fulfill indispensable oversight and advisory functions for the Board of Directors and the Audit &amp; Supervisory Committee in deepening the Company's business portfolio strategy and improving accountability to capital markets. Furthermore, he does not have any issues that may cause conflicts of interest with common shareholders and thus is expected to provide effective oversight and supervision on business execution from an independent standpoint. Accordingly, the Company has nominated him as a candidate for Outside Director. If he is elected and assumes office, he is expected to serve as a Member of the Nomination &amp; Remuneration Advisory Committee, where he will engage in deliberations on matters concerning the appointment and dismissal of candidates for officers of the Company, as well as the remuneration and other matters of Directors (excluding Directors who are Audit &amp; Supervisory Committee Members).</p>																										

Notes:

1. There are no special conflicts of interest between Mr. Tetsuro Harada and the Company.
2. Mr. Tetsuro Harada is a candidate for Outside Director.
3. If Mr. Tetsuro Harada is elected and assumes office, the Company will designate him as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submit a notification to the Exchange.
4. If Mr. Tetsuro Harada is elected and assumes office, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Tetsuro Harada is elected and assumes office, he will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

Candidate No.	<div style="display: flex; justify-content: space-between; align-items: center;"> <span data-bbox="400 219 421 248">3</span> <div style="text-align: center;"> <span data-bbox="512 219 703 248"><u>New appointment</u></span>  <b>Aiko Ota</b> (December 28, 1988)            (The name on the family register: Aiko Arai)         </div> <div style="text-align: right;"> <span data-bbox="1238 210 1315 232"><u>Outside</u></span>  <span data-bbox="1238 237 1358 259"><u>Independent</u></span> </div> </div>												
Number of the Company's shares held 0 shares	<p>Background and significant concurrent positions</p> <table border="0"> <tr> <td style="vertical-align: top;">Jan. 2015</td> <td>Admitted to the Japan Bar (Daini Tokyo Bar Association) Joined Freshfields Bruckhaus Deringer (currently Freshfields)</td> </tr> <tr> <td style="vertical-align: top;">Nov. 2017</td> <td>Joined Nozomi Sogo Attorneys at Law</td> </tr> <tr> <td style="vertical-align: top;">May 2020</td> <td>Seconded to Rajah &amp; Tann Singapore</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2020</td> <td>Completed LL.M. at National University of Singapore</td> </tr> <tr> <td style="vertical-align: top;">Mar. 2022</td> <td>Rejoined Nozomi Sogo Attorneys at Law</td> </tr> <tr> <td style="vertical-align: top;">Sep. 2025</td> <td>Partner, Nozomi Sogo Attorneys at Law (Current position)</td> </tr> </table>	Jan. 2015	Admitted to the Japan Bar (Daini Tokyo Bar Association) Joined Freshfields Bruckhaus Deringer (currently Freshfields)	Nov. 2017	Joined Nozomi Sogo Attorneys at Law	May 2020	Seconded to Rajah & Tann Singapore	Jun. 2020	Completed LL.M. at National University of Singapore	Mar. 2022	Rejoined Nozomi Sogo Attorneys at Law	Sep. 2025	Partner, Nozomi Sogo Attorneys at Law (Current position)
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Sep. 2025	Partner, Nozomi Sogo Attorneys at Law (Current position)												
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles</p> <p>After being admitted to the Japan Bar, Ms. Aiko Ota practiced at Freshfields Bruckhaus Deringer (currently Freshfields), a major UK-based global law firm, where she engaged in labor and litigation cases for foreign-affiliated companies and acquired international-standard corporate legal practices. Subsequently, she joined Nozomi Sogo Attorneys at Law in 2017. At the firm, she has been responsible for general corporate legal affairs, primarily focusing on supporting the establishment of governance systems such as compliance and internal controls, overseas legal affairs centered on Southeast Asia, and labor and litigation matters. Through these roles, she has accumulated extensive experience in responding to the various legal risks that listed companies face on a daily basis.</p> <p>In 2019, she studied at the National University of Singapore (NUS) to pursue a Master of Laws (LL.M.) as a student recommended by the Japan Federation of Bar Associations. After completing her studies in local dispute resolution systems and comparative law, she was seconded to Rajah &amp; Tann Singapore, a major Singaporean law firm with offices across ASEAN countries. During her secondment at the firm, she provided broad support for Japanese companies expanding into Southeast Asia, responding to local laws, resolving cross-border disputes, and establishing local compliance systems. Through approximately two years of practice in Singapore and the ASEAN region, she gained practical experience at the forefront of international corporate legal affairs. Her deep practical knowledge of Singapore, a major hub for the Overseas Business that the Group is expanding primarily in the APAC region, will bring concrete and effective perspectives to the oversight of Overseas Business risks at the Board of Directors and the Audit &amp; Supervisory Committee.</p> <p>After returning to Japan, she rejoined Nozomi Sogo Attorneys at Law, where she continued to handle corporate legal affairs and compliance and governance fields related to Singapore and Southeast Asia, and was appointed as Partner, Nozomi Sogo Attorneys at Law in September 2025. The expertise in international corporate legal affairs she acquired through high-level legal practice at a global firm, international legal education at NUS, and practical experience at a major Singaporean law firm is expected to play a crucial role in structuring cross-border transactions, responding to local laws, and establishing compliance systems. Furthermore, her expertise is expected to contribute to the oversight of Overseas Business risks and the qualitative improvement of decision-making by the Board of Directors, as the Group is required to make complex decisions in various strategic phases, including the continuation and reorganization of its Overseas Business. Furthermore, she does not have any issues that may cause conflicts of interest with common shareholders and thus is expected to provide effective oversight and supervision on business execution from an independent standpoint. Accordingly, the Company has nominated her as a candidate for Outside Director. Although she has not been directly involved in corporate management, the Company has determined that she will be able to appropriately execute her duties as an Outside Director (Audit &amp; Supervisory Committee Member) based on the reasons stated above.</p>													

Notes:

1. There are no special conflicts of interest between Ms. Aiko Ota and the Company.
2. Ms. Aiko Ota is a candidate for Outside Director.
3. If Ms. Aiko Ota is elected and assumes office, the Company will designate her as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submit a notification to the Exchange.
4. If Ms. Aiko Ota is elected and assumes office, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with her to limit her liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Ms. Aiko Ota is elected as Director who is an Audit & Supervisory Committee Member and assumes office, she will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

**Proposal 4: Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member**

To prepare for a case where the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of one (1) Substitute Director who is an Audit & Supervisory Committee Member in advance.

The Nomination & Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, has already been consulted about the proposal, and the Company has obtained consent for the proposal from the Audit & Supervisory Committee.

The candidate is as follows:

<b>Taro Mizunuma</b> (July 6, 1971)		<table border="1"> <tr><td>Outside</td></tr> <tr><td>Independent</td></tr> </table>	Outside	Independent
Outside				
Independent				
Number of the Company's shares held 0 shares	Background and significant concurrent positions Apr. 2000      Registered as Attorney at Law (Daini Tokyo Bar Association) Joined Miyakezaka Sogo Law Offices Apr. 2009      Partner, Miyakezaka Sogo Law Offices May 2012      Joined Shinsei Sogo Law Office Sep. 2015      Joined Otake Law Office (Current position)  (Significant concurrent position) Attorney at Law, Otake Law Office			
Reasons for nomination as a candidate for Substitute Outside Director and overview of expected roles Mr. Taro Mizunuma has been working as a lawyer for many years and has abundant knowledge and experience as well as broad insight as a legal professional. Specifically, he has rich experience in legal cases with medical institutions and is well-versed in the medical field, one of the Company's business domains. He does not have any issues that may cause conflicts of interest with common shareholders and thus is expected to provide effective oversight and supervision on management from an independent standpoint. Accordingly, the Company has nominated him as a candidate for Substitute Outside Director. Although he has not been directly involved in corporate management, the Company has determined, for the above reasons, that he will be able to adequately fulfill the duties as an Outside Director.				

Notes:

1. There are no special conflicts of interest between Mr. Taro Mizunuma and the Company.
2. Mr. Taro Mizunuma is a candidate for Substitute Outside Director.
3. If Mr. Taro Mizunuma is elected as Director who is an Audit & Supervisory Committee Member and assumes office, the Company will designate him as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and submit a notification to the Exchange.
4. If Mr. Taro Mizunuma is elected as Director who is an Audit & Supervisory Committee Member and assumes office, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The cap on the amount of liability under the said agreement shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If Mr. Taro Mizunuma is elected as Director who is an Audit & Supervisory Committee Member and assumes office, he will be insured under the insurance agreement. The Company plans to renew the agreement with the same details in November 2026.

**(Reference) The Board of Directors after Proposals No. 2 and No. 3 are approved as proposed**

1. Composition of the Board of Directors  
Five of the six Directors are Independent Outside Directors.

**2. Skill Matrix of Directors**

Name Position	Gender	Notable Knowledge and Experiences						
		Management	Business Knowledge	International Experience	Legal /Risk Management	Accounting/ Finance / M&A	IT / Digital Transformation	Sustainability
<u>Reappointment</u> <u>Internal</u> <b>Masaki Takahata</b> Representative Director and President (CEO)	Male	●	●	●		●	●	●
<u>New appointment</u> <u>Outside</u> <u>Independent</u> <b>Makoto Yasuda</b> Director	Male	●	●				●	
<u>New appointment</u> <u>Outside</u> <u>Independent</u> <b>Takeshi Kawasaki</b> Director	Male	●	●			●		●
<u>Reappointment</u> <u>Outside</u> <u>Independent</u> <b>Nobuko Takagi</b> Director (Member of the Audit & Supervisory Committee)	Female		●	●		●		●
<u>New appointment</u> <u>Outside</u> <u>Independent</u> <b>Tetsuro Harada</b> Director (Member of the Audit & Supervisory Committee)	Male	●	●		●	●		
<u>New appointment</u> <u>Outside</u> <u>Independent</u> <b>Aiko Ota</b> Director (Member of the Audit & Supervisory Committee)	Female			●	●			●

Notes:

1. The above list does not represent all the knowledge and experience possessed by the Director candidates. Please refer to the following page for the reasons for selecting each area of knowledge and experience.
2. The Company plans to enter into an advisory agreement with Mr. Toyotaro Suzumura, retiring as Director who is an Audit & Supervisory Committee Member at the conclusion of this General Meeting of Shareholders, as a consultant in the field of AI and other advanced technologies of the Company. Furthermore, other than the above, there are no other instances in which former Directors, etc. are appointed as Advisors (“sodanyaku” or “komon”).

On April 28, 2026, the Company formulated and announced the "Corporate Value Creation Roadmap," which includes financial targets and management measures. To resolve management issues and enhance corporate value as set forth in this roadmap, the Company has identified the following seven (7) areas as the knowledge and experience required for the Board of Directors.

Knowledge and Experiences	Reasons for Selection
Management	To effectively supervise the execution of duties by the management team toward the formulation of the Group's medium-term management plan, it is meaningful for Directors themselves to possess experience in corporate management.
Business Knowledge	To realize "overwhelming growth in the medium to long term," it is important to have a comprehensive view of the Group's entire business domains, as well as an understanding of the business environment and market characteristics of each domain, and insights into future prospects.
International Experience	For appropriate advice and supervision regarding the Overseas Business, which operates in multiple countries mainly in APAC, it is desirable to have knowledge based on overseas experience.
Legal /Risk Management	The market related to an aging society, which is the Group's business domain, expands year by year, and the volume of related information will increase dramatically while becoming more diversified and complex. Under such a business environment, it is essential to recognize and appropriately manage the risks that arise on a daily basis.
Accounting/ Finance / M&A	The ability to conduct business monitoring based on business portfolio strategy, execute growth investments and create new businesses utilizing M&A and business alliances, formulate capital policies, and make advanced investment decisions is required.
IT / Digital Transformation	To utilize the vast amount of accumulated data possessed by the Group for expanding business models and building a competitive moat, it is necessary to incorporate advanced technologies into management strategies in a timely and appropriate manner. Regarding this knowledge and experience, external human resources will be utilized as appropriate to supplement the supervision by the Board of Directors.
Sustainability	For the Group, whose Mission is to solve social issues in an aging society, a deep understanding and practice of sustainability is indispensable for achieving both business growth and a sustainable society.

### **(Reference) Criteria for the Independence of Outside Directors**

The Company has set the following criteria for the objective judgment of independence as a requirement to designate Outside Directors as Independent Directors. They are deemed to have sufficient independence from the Company if none of the following items are found to apply.

- (1) Person who engages in business execution of the Company or the Company's subsidiaries (collectively, the "Group"), or a person who engaged in business execution of the Group at any time in the past 10 years.
- (2) Business partner of the Group, for which the sales of the Group in the most recent business year exceeds 1% of the Group's annual consolidated sales, or a person who engages in business execution of such business partner.
- (3) Party for which the Group is a business partner and whose sales for the Group in the most recent business year exceeds 1% of the party's annual consolidated sales, or a person who engages in business execution of such business partner.
- (4) Attorney at law, certified public accountant, consultant, etc. who obtains an amount of money or other property exceeding JPY10 million from the Group besides the remuneration as a Director (in cases where the person obtaining such property belongs to an incorporated entity, partnership or other organization, the transaction amount exceeding 1% of the annual consolidated net sales of either party or exceeding JPY10 million is referred to)
- (5) Major creditor of the Group or a person who engages in business execution of a financial institution and other large creditors, which is indispensable for the Group's financing and on which the Group is dependent without alternative options.
- (6) Major shareholder of the Company (holding 10% or more of voting rights) or a person who engages in business execution of such shareholder.
- (7) Party which receives donations exceeding JPY10 million from the Group in the most recent business year, or a person who engages in business execution of such party.
- (8) Accounting auditor who engages in the auditing duties of the Group or a certified public accountant who engages in the execution of the duties in such accounting auditor.
- (9) Person who engages in business execution of a company holding cross-directorships with the Group.
- (10) Person who falls under any of the above items from (2) to (9) at any time in the past 3 years.
- (11) Spouse or relative within the second degree of kinship of a person who falls under any of the above items from (1) to (10) (excluding a person who is not significant with regard to (5) to (8)).
- (12) Notwithstanding the provisions of the respective items (1) to (11) above, a person with special grounds for being unable to perform his/her duties as an Independent Outside Director, such as a potential conflict of interests with common shareholders.

For Outside Directors, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving directors with the fresh perspectives brought by new directors. From this perspective, the Company does not set an upper limit on the tenure.

**Proposal 5: Revision of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)**

The amount of remuneration for the Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members) was approved at the 13th Ordinary General Meeting of Shareholders held on June 24, 2016, to be no more than 200 million yen per year (excluding the employee portion of salaries for Directors who concurrently serve as employees), covering monthly remuneration and subscription rights to shares as stock options, and this has remained in effect to date.

At this time, for the purpose of enhancing incentives for the sustainable improvement of the Company's corporate value by introducing a performance-linked remuneration plan, the amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) excluding Outside Directors (hereinafter "Internal Directors") will be revised to no more than 200 million yen per year for basic remuneration and annual bonuses. Furthermore, stock options in the form of subscription rights to shares will be abolished, and no new subscription rights to shares will be issued going forward.

In addition, if Proposal No. 2, "Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)," is approved as originally proposed at the General Meeting of Shareholders, it will be necessary to newly establish the amount of remuneration for Outside Directors among the Directors (excluding Directors who are Audit & Supervisory Committee Members). Accordingly, the amount of remuneration for Outside Directors will be established at no more than 100 million yen per year as basic remuneration.

The Company currently has three Internal Directors (excluding Directors who are Audit & Supervisory Committee Members); however, if Proposal No. 2 is approved as originally proposed, there will be one Internal Director and two Outside Directors.

At a meeting of the Board of Directors held on May 15, 2026, the Company revised the decision-making policy regarding the content of individual remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members), as described in the (Reference) section below, on the condition that this proposal and Proposal No. 6, "Determination of Remuneration for the Introduction of a Post-delivery Share-based Remuneration Plan for the Representative Director," are approved as originally proposed.

The details of this proposal are necessary to grant remuneration, etc. in accordance with the relevant Plan and have been determined taking into consideration the Company's business conditions, changes in the external environment, etc., and are therefore considered appropriate.

Regarding this proposal, the Nomination & Remuneration Advisory Committee, a majority of whose members are independent Outside Directors, has reported its recommendations, and the Audit & Supervisory Committee has confirmed that it has no objections.

## **Proposal 6: Determination of Remuneration for the Introduction of a Post-delivery Share-based Remuneration Plan for the Representative Director**

The Company proposes to introduce a post-delivery share-based remuneration plan (hereinafter the "Plan") for Mr. Masaki Takahata, who assumed office as Representative Director on January 1 of this year, within a separate framework from the remuneration amount in Proposal No. 5, "Revision of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)." However, the introduction of the Plan is subject to the condition that the election of Mr. Masaki Takahata under Proposal No. 2, "Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)," is approved as originally proposed and that he is appointed and assumes office as Representative Director.

The Plan aims to strongly encourage Mr. Masaki Takahata (hereinafter the "Eligible Director") to perform duties in line with the "Corporate Value Creation Roadmap" announced on April 28, 2026, under a remuneration plan linked to achievements such as business performance and corporate value, while further promoting shared value with shareholders.

At a meeting of the Board of Directors held on May 15, 2026, the Company revised the decision-making policy regarding the content of individual remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members), as described in the (Reference) section below, on the condition that Proposal No. 5 and this proposal are approved as originally proposed.

The details of this Proposal are necessary to grant remuneration, etc. in accordance with the relevant Plan and have been determined taking into consideration the Company's business conditions, changes in the external environment, etc., and are therefore considered appropriate.

Regarding this Proposal, the Nomination & Remuneration Advisory Committee, a majority of whose members are independent Outside Directors, has reported its recommendations, and the Audit & Supervisory Committee has also confirmed that it has no objections.

### 1. Overview of the Plan

The Plan is a system under which the Company's shares and cash for tax payment purposes equivalent to the number of units are delivered and provided to the Eligible Director, and it consists of performance-linked stock compensation (hereinafter "PSUs") and non-performance-linked stock compensation (hereinafter "RSUs"). One unit shall have an economic value equivalent to one share of the Company.

The timing of the delivery or provision of the Company's shares and cash under the Plan shall, in principle, be after the end of the Applicable Period set forth below. The delivery of shares shall be conducted by issuing or disposing of the Company's shares without requiring the payment of cash or the provision of property contributed in kind by the Eligible Director.

(1) PSUs

Applicable Period	5 fiscal years from April 1, 2026, to March 31, 2031
Units	"Initial Units" granted to the Eligible Director promptly following the close of the General Meeting of Shareholders "Final Units" determined on the condition of continuous service during the Applicable Period, according to the degree of achievement of performance targets during the Applicable Period
Number of Initial Units	Maximum: 85,000 units Calculation method: Base Amount / Base Share Price
Number of Final Units	Maximum: 170,000 units Calculation method: Number of Initial Units × Performance-linked Coefficient
Number of Shares to be Delivered	Maximum: 85,000 shares Ratio to total number of issued shares: 0.10% (As of March 31, 2026, after deducting treasury stock) Calculation method: Number of Final Units × 50%
Amount of Cash to be Provided	Maximum: 85,000 × Share price at time of delivery Calculation method: Number of Final Units × 50% × Share price at time of delivery

(Notes)

1. If any fraction less than one results from each calculation, it shall be rounded down.
2. Base Amount: A specific amount shall be determined by the Board of Directors of the Company.
3. Base Share Price: The average of the closing prices of the Company's shares on the Tokyo Stock Exchange in June 2026.
4. Performance-linked Coefficient: It shall fluctuate between 0% and 200% depending on the degree of achievement of the performance targets for the Applicable Period determined by the Board of Directors. The maximum value of 200% shall be used to calculate the upper limit.
5. Share Price at Time of Delivery: The closing price of the Company's shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors of the Company concerning the issuance or disposal of the Company's shares to be conducted after the end of the Applicable Period (if no transaction is executed on that day, the closing price on the immediately preceding trading day).
6. If a stock split, gratis allotment of shares, reverse stock split, etc. of the Company's shares is conducted during the Applicable Period, or after the end of the Applicable Period but prior to the delivery and payment of the Company's shares and cash, adjustments shall be made to the number of units and shares, as well as their upper limits, using a reasonable method according to the split ratio, allotment ratio, reverse split ratio, etc.
7. The upper limit of the amount of remuneration, etc. related to the shares to be delivered to the Eligible Director shall be the amount obtained by multiplying the upper limit of the number of shares to be delivered, which is 85,000 shares, by the share price at the time of delivery, although no payment of cash, etc. is required since the shares are delivered without contribution.

## (2) RSUs

Applicable Period	5 fiscal years from April 1, 2026, to March 31, 2031
Units	"Initial Units" granted to the Eligible Director promptly following the close of the General Meeting of Shareholders "Final Units" determined on the condition of continuous service during the Applicable Period
Number of Initial Units	Maximum: 115,000 units Calculation method: Base Amount / Base Share Price
Number of Final Units	Maximum: 115,000 units Calculation method: Same as the Number of Initial Units
Number of Shares to be Delivered	Maximum: 57,500 shares Ratio to total number of issued shares: 0.07% (As of March 31, 2026, after deducting treasury stock) Calculation method: Number of Final Units × 50%
Amount of Cash to be Provided	Maximum: 57,500 × Share price at time of delivery Calculation method: Number of Final Units × 50% × Share price at time of delivery

### (Notes)

1. If any fraction less than one results from each calculation, it shall be rounded down.
2. Base Amount: A specific amount shall be determined by the Board of Directors of the Company.
3. Base Share Price: The average of the closing prices of the Company's shares on the Tokyo Stock Exchange in June 2026.
4. Share Price at Time of Delivery: The closing price of the Company's shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors of the Company concerning the issuance or disposal of the Company's shares to be conducted after the end of the Applicable Period (if no transaction is executed on that day, the closing price on the immediately preceding trading day).
5. If a stock split, gratis allotment of shares, reverse stock split, etc. of the Company's shares is conducted during the Applicable Period, or after the end of the Applicable Period but prior to the delivery and payment of the Company's shares and cash, adjustments shall be made to the number of units and shares, as well as their upper limits, using a reasonable method according to the split ratio, allotment ratio, reverse split ratio, etc.
6. The upper limit of the amount of remuneration, etc. related to the shares to be delivered to the Eligible Director shall be the amount obtained by multiplying the upper limit of the number of shares to be delivered, which is 57,500 shares, by the share price at the time of delivery, although no payment of cash, etc. is required since the shares are delivered without contribution.

## 2. Malus and Clawback Provisions

In the event that a material revision of financial statements, etc. occurs ex post facto due to accounting errors, etc., or in the event of material fraud, violation of laws and regulations, etc. by the Eligible Director, the Company may, by resolution of the Board of Directors after deliberation by the Nomination & Remuneration Advisory Committee, require the Eligible Director to forfeit (Malus) the rights under the Plan or to return (Clawback) an amount equivalent to the shares delivered and the cash provided.

## 3. Other Matters

If the Eligible Director vacates the office due to death during the Applicable Period, or if an organizational restructuring, etc. in which the Company becomes a disappearing company is approved, the number of each unit shall be reasonably adjusted taking into consideration the period from the start date of the Applicable Period to the date of such vacating of office or the date of approval of the organizational restructuring, etc. In this case, the Company shall provide the Eligible Director with cash in an amount obtained by multiplying the adjusted number of units by the closing price of the Company's shares on the Tokyo Stock Exchange on the date of such vacating of office or the date of approval of the organizational restructuring, etc. (if no transaction is executed on that day, the closing price on the immediately preceding trading day), and shall not deliver the Company's shares.

Other matters regarding the Plan shall be determined by the Board of Directors.

**(Reference) Policy for Determining the Content of Individual Remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members)**

1. Policy for Determining the Content of Remuneration, etc. for Representative Director

(1) Basic Policy

- i. The Company's Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members) consist of one Representative Director, and the basic policy is that the remuneration functions as an incentive to realize the corporate philosophy of "Continuing to grow as an enduring corporate group and continuing to contribute to society" and to promote the long-term continuous improvement of corporate value.
- ii. The Company places importance on executing strategies over a medium- to long-term time horizon and enhancing corporate value, rather than focusing solely on short-term results, and the remuneration plan for the Representative Director shall embody this concept and be designed to fulfill accountability to shareholders, investors, and other stakeholders.
- iii. In order for the Representative Director to have ownership over a long-term time horizon and engage in management as an active agent of value creation, the Company aims for a remuneration structure that promotes the holding of the Company's shares and aligns interests with those of shareholders.

(2) Remuneration Level

Based on the current situation of the Company and its targeted corporate scale and business phase, the remuneration level is set at a level that enables the Company to fulfill its accountability to shareholders, investors, and other stakeholders while securing the competitiveness necessary to attract and retain excellent human resources, benchmarking listed companies of a similar scale and business phase.

(3) Remuneration Composition

It consists of (i) Basic Remuneration, (ii) Short-Term Incentive (STI) Annual Bonus, and (iii) Long-Term Incentive (LTI) Post-Delivery Share-Based Remuneration (PSUs and RSUs). The approximate breakdown when performance targets are achieved at the standard level is as follows: Basic Remuneration : STI : LTI = 48% : 16% : 36% (of which PSUs 16%, RSUs 20%) Note that regarding (ii) Annual Bonus and PSUs under (iii) Post-Delivery Share-Based Remuneration (LTI), the actual payment amount fluctuates depending on the achievement status of performance targets, so the final ratio may differ from the above.

(4) Basic Remuneration

Basic remuneration shall be a fixed amount of cash remuneration and is determined by comprehensively considering responsibilities, the difficulty of business execution, and the remuneration levels of listed companies of similar scale. Basic remuneration is paid monthly.

(5) Annual Bonus (STI)

This shall be cash remuneration linked to the business performance of each fiscal year. An amount calculated by multiplying a predetermined base amount by a payment coefficient (lower limit 0%, upper limit 150%) corresponding to the achievement rate of predetermined Key Performance Indicators (KPIs) will be paid at a certain time after the end of the relevant fiscal year. The standard amount, specific details of KPIs, performance target values, and the composition ratio of each indicator shall be determined by the Board of Directors.

(6) Post-Delivery Share-Based Remuneration (LTI: PSUs and RSUs)

As non-cash remuneration, etc., the following two types of post-delivery share-based remuneration (LTI) will be provided. The purpose of both is to align interests with shareholders and provide incentives for medium- to long-term enhancement of corporate value.

i. Performance-Linked Share-Based Remuneration (PSUs)

As an incentive to promote the achievement of medium-term performance targets, Performance Share Units (PSUs) linked to performance achievement conditions will be granted. The Key Performance Indicators (KPIs), upper and lower limits of the

performance-linked coefficient, and the Applicable Period shall be determined by the Board of Directors within the scope approved at the General Meeting of Shareholders. After it is confirmed that the performance achievement conditions are met, 50% of the PSUs will be delivered as shares, and 50% will be provided as cash.

ii. Non-Performance-Linked Share-Based Remuneration (RSUs)

For the purpose of promoting the holding of the Company's shares and providing an incentive for long-term service, Restricted Stock Units (RSUs) with service conditions will be granted. The number of shares to be granted, conditions for vesting (service conditions, etc.), and timing of the grant shall be determined by the Board of Directors within the scope approved at the General Meeting of Shareholders. After it is confirmed that the service conditions, etc. are met, 50% of the RSUs will be delivered as shares, and 50% will be provided as cash.

(7) Malus and Clawback Provisions

In the event that a material revision of financial statements, etc. occurs ex post facto due to accounting errors, etc., or in the event of material fraud, violation of laws and regulations, etc. by the Representative Director, the Company may, by resolution of the Board of Directors after deliberation by the Nomination & Remuneration Advisory Committee, require the Representative Director to forfeit (Malus) all or part of the rights to incentive remuneration, such as the annual bonus (STI) and post-delivery share-based remuneration (LTI: PSUs and RSUs), prior to its payment or delivery, or to return (Clawback) all or part of the incentive remuneration that has already been paid or delivered.

(8) Determination Process

The content of remuneration, etc. for the Representative Director shall be determined by the Board of Directors, with maximum respect given to the report following deliberation by the Nomination & Remuneration Advisory Committee, a majority of whose members are independent Outside Directors. The specific amount of individual remuneration, however, shall be determined by the Nomination & Remuneration Advisory Committee under authority delegated by the Board of Directors to the Chairperson and members of the Committee. The Board of Directors shall receive reports on the progress and results of consideration from the said Committee in accordance with the Rules of the Nomination & Remuneration Advisory Committee.

(9) Other Important Matters

In order to align the interests of the management team with those of shareholders and to promote management aimed at long-term enhancement of corporate value, the Company shall require the Representative Director to personally purchase the Company's shares on the open market.

2. Policy for Determining the Content of Individual Remuneration, etc. for Outside Directors (excluding Directors who are Audit & Supervisory Committee Members)

(1) Remuneration Level

Based on the current situation of the Company and its targeted corporate scale and business phase, the remuneration level is set at a level that enables the Company to fulfill its accountability to shareholders, investors, and other stakeholders while securing the competitiveness necessary to attract and retain excellent human resources, benchmarking listed companies of a similar scale and business phase.

(2) Remuneration Composition

Consists only of basic remuneration.

(3) Basic Remuneration

Basic remuneration shall be a fixed amount of cash remuneration and is determined by comprehensively considering the remuneration levels of listed companies of similar scale according to position, responsibilities, etc. Basic remuneration is paid monthly.

(4) Determination Process

The content of individual remuneration, etc. shall be determined by the Board of Directors, with maximum respect given to the report following deliberation by the Nomination & Remuneration Advisory Committee, a majority of whose members are independent Outside Directors. The specific amount of individual remuneration, however, shall be determined by the Nomination & Remuneration Advisory Committee under authority delegated by the Board of Directors to the Chairperson and members of the Committee. The Board of Directors shall receive reports on the progress and results of consideration from the said Committee in accordance with the Rules of the Nomination & Remuneration Advisory Committee.