Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3179)
September 11, 2026
(Commencement date of measures for electronic provision: September 7, 2026)

To Shareholders with Voting Rights:

Masashi Saito
CEO and Representative Director
Syuppin Co., Ltd.
1-14-11, Nishi-Shinjuku, Shinjuku-ku, Tokyo

NOTICE OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.
You are cordially notified that an Extraordinary General Meeting of Shareholders of Syuppin Co., Ltd. (the "Company") will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision. The Company has posted the matters subject to measures for electronic provision as the "NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" on the following website on the Internet.

The Company's website
https://www.syuppin.co.jp/en/ir/
(Please access the above website and refer to the "NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.")

In addition to the above, the information is also available on the following website on the Internet.

Tokyo Stock Exchange website (Listed Company Search)
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
(Please access the above website, enter "Syuppin" in the "Issue name (company name)" field or the Company's stock exchange code "3179" in the "Code" field to run a search, and select "Basic information" and then "Documents for public inspection/PR information" to review the details in the section of "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders provided in the matters subject to measures for electronic provision, and exercise your voting rights by indicating your approval or disapproval for the proposal on the enclosed Voting Rights Exercise Form and returning it, or by entering your approval or disapproval for the proposal on the website for exercising voting rights designated by the Company (https://evote.tr.mufg.jp/) (in Japanese), no later than 5:00 p.m. on Monday, September 28, 2026, Japan time.

1. **Date and Time:** Tuesday, September 29, 2026, at 10:00 a.m. Japan time
(Reception will start at 9:30 a.m.)

2. **Place:** Room 1301A+B, 13F, Vision Center Shinjuku Maynds Tower located at
2-1-1 Yoyogi, Shibuya-ku, Tokyo, Japan

3. **Meeting Agenda:**
Proposals to be resolved:
Proposal 1: Election of 2 Directors
Proposal 2: Election of 1 Corporate Auditor
Proposal 3: Introduction of the Performance-linked Stock Compensation (Performance Share Unit) System for Directors (Excluding Outside Directors)
Proposal 4: Decision on Compensation for the Provision of Restricted Stock to Directors

<Exercising voting rights>

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you do not indicate your vote of approval or disapproval for the proposal on the Voting Rights Exercise Form, we will consider you to have approved the proposal.
- If you exercise your voting rights both in writing and via the Internet, etc., the latter will be deemed valid.
- If you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.
- In the event that a shareholder exercises his/her voting rights by proxy, in accordance with Article 16 of the Articles of Incorporation of the Company, the shareholder shall designate one other shareholder with voting rights of the Company as a proxy, and the proxy shall submit a document proving the authority of the proxy (such as a letter of proxy) at the reception desk.
As a further means to prove the authority of the proxy, the proxy is required to submit one of the following documents, in addition to the relevant document, such as a letter of proxy signed and sealed by the proxy grantor.
1) Voting Rights Exercise Form sent from the Company to the proxy grantor
2) The seal registration certificate of the proxy grantor (The proxy grantor is required to affix the seal registered in the seal registration certificate to the relevant document, such as a letter of proxy.)
3) A copy of an official identification document, such as a driver's license or a health insurance certificate, of the proxy grantor, by which the name and address of the proxy grantor can be confirmed

<Measures for electronic provision>

Should the matters subject to measures for electronic provision require revisions, the revised matters will be posted on each of the websites on which they are posted.

<Other>

If you need any special assistance at the venue, please contact the following department in charge by 5:00 p.m. on Monday, September 21, 2026, to give us time to make necessary arrangements.
General Affairs Department, Syuppin Co., Ltd.
Phone: +81-3-3342-0088
Email: info@syuppin.com

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 2 Directors

On July 9, 2026, the Company received a request for convening an Extraordinary General Meeting of Shareholders for the purpose of electing 2 Outside Directors (the "Shareholder Proposal") from TAKUMI CAPITAL MANAGEMENT MASTER FUND LP (the "Proposing Shareholder"), a minority shareholder of the Company.

Following the change in Representative Director and other changes in the management structure, the Company has renewed its management structure by transitioning the Board of Directors to a "Monitoring Board" structure, which clearly separates supervision from execution. The Company, under this new management structure and as it proceeds with the formulation of its next Medium-Term Management Plan, has recognized that the execution of its M&A strategy and the acceleration of its global business expansion are essential to further advancing its growth strategy and driving business transformation. Accordingly, the Company concluded that it would be highly effective to invite professionals with a high level of expertise in these areas, rather than limiting itself to the current composition of the Board of Directors.

Considering the above, after receiving the Shareholder Proposal, the Company consulted with the "Nomination and Compensation Committee," a voluntary advisory body to the Board of Directors, a majority of whose members are Independent Outside Directors and which is chaired by an Independent Outside Director, for deliberation and verification of the qualification of Mr. Yuji Nishimura and Mr. Tomoyuki Izumi, the candidates nominated in the Shareholder Proposal, as Outside Directors of the Company and their necessity in the Board of Directors of the Company.

Based on the selection criteria for Outside Directors established by the Committee, the Committee identified "Business Strategy" as its highest-priority management challenge over the medium term. The Committee then identified the following as the essential skills required for Outside Directors: "corporate management experience," "capital cost management," "M&A experience," and "global business experience." By assessing the extent to which the current Board of Directors satisfies these skill requirements (the number of Directors with "global business experience" skill: 1, "capital cost management" skill: 1, and "M&A experience" skill: 2), and from the perspective of complementing the areas where expertise is currently lacking, the Committee identified "global business experience," "M&A experience," and "capital cost management" as the highest-priority skills to be strengthened.

Based on the foregoing, the Committee objectively evaluated achievements, experience and expertise of respective individuals through interviews with both individuals and other evaluation methods, and concluded that both individuals have a strong commitment to enhancing the Company's medium- to long-term corporate value over short-term interests and satisfy the essential skill requirements identified above to a high degree. Accordingly, the Committee determined that inviting them to join the Board of Directors would greatly contribute to further enhancement of the governance structure and sustainable growth of the Company, and submitted its recommendation to the Board of Directors.

By fully respecting the recommendation of the Committee, the Board of Directors of the Company resolved at its meeting held on August 7, 2026 to submit both individuals as candidates for Outside Director under the "Company proposal" at the Extraordinary General Meeting of Shareholders. In addition, following the Board of Directors' decision, the Company reached an amicable agreement with the Proposing Shareholder to withdraw the Shareholder Proposal (the request for convening an Extraordinary General Meeting of Shareholders), and received by January 10, 2026 a formal written notice of the withdrawal of the Shareholder Proposal. Accordingly, no shareholder proposal will be submitted at the Extraordinary General Meeting of Shareholders, and shareholders will instead be asked to vote on the election of the 2 Outside Directors as candidates proposed entirely by the Company.

If the 2 candidates are elected and appointed as originally proposed under this proposal, the number of Directors of the Company will be 7 (including 6 Outside Directors, representing 85.7% of the Board), and the "Monitoring Board" structure, which clearly separates supervision from execution, will be further strengthened.

The candidates for Outside Director are as follows:

No.	Name	Positions and responsibilities at the Company [Significant concurrent positions]
1	Yuji Nishimura [New appointment]	Representative Director of PROfusion Inc. Representative Director of DYArt Inc. Independent Director of XPERISUS Inc.
2	Tomoyuki Izumi [New appointment]	Founder and Portfolio Manager of VIS Advisors, LP

[Reappointment]: Candidate for reelection as Director
[New appointment]: New candidate for Director

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
[Significant concurrent positions]</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>
Yuji Nishimura
(November 2, 1963)

[New appointment]</td><td>April 1986 Joined Mitsubishi Rayon Co., Ltd. (currently Mitsubishi Chemical Corporation)
March 1990 Joined Andersen Consulting Japan Ltd (currently Accenture Japan Ltd)
February 2014 Representative Director, PROfusion Inc. (current position)
August 2013 Director, Asuka Corporate Advisory Co., Ltd.
November 2017 Founded DYArt Inc., Representative Director (current position)
January 2026 Outside Director, the Company
May 2026 Independent Director, XPERISUS Inc. (current position)</td><td>11,900</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Outside Director and the outline of expected roles]
At Accenture Japan Ltd, Mr. Yuji Nishimura took the position of managing partner of the entire Asia Pacific region as a management consultant, and at an investment fund, he has been involved in the operation and investment decisions of the fund as its management. In the course of his career, he has been involved in many cases of corporate strategy planning and business structural reform, supporting the development of many companies in the capital market, and such achievements make him one of the leading management consultants in Japan.
His ideas on business operations and investment discipline at the global standard level will provide a high level of expertise to the Board of Directors of the Company. The Nomination and Compensation Committee also highly evaluated him as an individual who satisfies the skill requirements “global business experience” and “M&A experience,” which are the highest-priority skills that the Company needs to strengthen.
The Company has nominated him as a candidate for Outside Director in the expectation that he would greatly contribute to the planning and implementation of further advanced growth strategies of the Company (M&A, global business expansion, etc.) by drawing on his expertise, and help to further strengthen the Company’s “Monitoring Board” structure by providing highly effective supervision and advice from an objective standpoint independent of management.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions and responsibilities at the Company
[Significant concurrent positions]</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>
Tomoyuki Izumi
(January 25, 1974)

[New appointment]</td><td>April 1997 Joined Andersen Consulting Japan Ltd (currently Accenture Japan Ltd)
April 2001 Joined Roland Berger Ltd.
April 2004 Joined Accenture Japan Ltd
June 2008 Joined Equinox Partners, LLC
July 2014 Founder and Portfolio Manager, VIS Advisors, LP (current position)
January 2026 Outside Director, the Company</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Outside Director and the outline of expected roles]
Mr. Tomoyuki Izumi has experience in supporting the transformation of many Japanese companies as a management consultant. In addition, since his founding of VIS Advisors, LP, an independent asset management company, in 2014, he has been making long-term investments in listed companies in Japan as a portfolio manager.
Based on his experience of analyzing the financial and strategic aspects of many excellent listed companies from multilateral perspectives and engaging in dialogue with such companies, he possesses incomparable expertise that enables him to provide beneficial advice to the Board of Directors of the Company on various matters, including “capital cost management” that considers shareholders’ interests and best practices to earn a higher evaluation from the capital market, from the financial and investment discipline perspectives. In addition, he has a track record as an international investment professional, as well as the following highest-priority skills that the Company needs to strengthen: “capital cost management,” “global business experience,” and “M&A experience.”
While taking into account his position as a related party of a certain major shareholder, the Company has judged that he has a strong commitment to the enhancement of the Company’s medium- to long-term corporate value and that, from a standpoint completely independent of management execution, he will be able to provide appropriate support for the Company’s execution of its strategies and to perform highly effective supervision and oversight of management. Accordingly, the Company has nominated him as a candidate for Outside Director.</td></tr>
</table>

(Notes)

1. Neither Mr. Yuji Nishimura nor Mr. Tomoyuki Izumi has any special interest with the Company. VIS Advisors, LP, for which Mr. Tomoyuki Izumi serves as the founder and representative, is an investment manager of the Proposing Shareholder (TAKUMI CAPITAL MANAGEMENT MASTER FUND LP), a minority shareholder of the Company, and as of August 4, 2026, holds a total of 1,983,792 shares of the Company, including shares held by the fund and shares held in its investment discretionary account (holding ratio: approximately 9.29%). However, VIS Advisors, LP holds less than 10% of the Company's shares and is not a "major shareholder" of the Company. In addition, Mr. Yuji Nishimura and the companies for which he serves as the representative, including PROfusion Inc., have no special interests, including transactions involving monetary payment, with the Company.
2. Mr. Yuji Nishimura and Mr. Tomoyuki Izumi are "candidates for Outside Directors" pursuant to Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.
3. Mr. Yuji Nishimura and Mr. Tomoyuki Izumi satisfy the requirements for Independent Directors stipulated by the Tokyo Stock Exchange. However, both candidates do not satisfy the Company's own "Criteria for the Independence of Outside Directors" (the "Company's Independence Criteria") set forth in the Corporate Governance Report disclosed on July 31, 2026. Accordingly, even if the election of both candidates is approved at the Extraordinary General Meeting of Shareholders, the Company does not intend to designate and notify either candidate as an Independent Director with the Tokyo Stock Exchange. Nevertheless, the Nomination and Compensation Committee and the Board of Directors of the Company have determined that, in light of the high level of expertise possessed by both candidates and their ability to provide independent and objective supervision, among other factors, notwithstanding the formal fact that they do not satisfy the Company's Independence Criteria, their substantive independence and high level of qualification to serve as Outside Directors can be sufficiently ensured. The specific reasons for this assessment are as follows.
   - Assessment and reasons for Mr. Yuji Nishimura's qualifications
     Mr. Nishimura has made investments in VIS Advisors, LP (and funds managed or otherwise operated by VIS Advisors, LP), of which Mr. Tomoyuki Izumi, the representative of a certain major shareholder of the Company, serves as representative. Accordingly, Mr. Nishimura falls within Item 11 of the Company's Independence Criteria, which applies to "a person who is reasonably determined to have circumstances that may give rise to a conflict of interest with the Company or its general shareholders." However, after comprehensively considering Mr. Nishimura's extensive experience as a global management consultant, his deep expertise in business management and investment discipline, and other relevant factors, the Company has determined that, although there is a certain potential for a conflict of interest, he possesses substantive independence and is qualified to serve as an Outside Director, as he is fully capable of performing supervisory and advisory functions from an objective standpoint independent of management.
   - Assessment and reasons for Mr. Tomoyuki Izumi's qualifications
     Mr. Izumi falls within Item 2 of the Company's Independence Criteria, which applies to "officers and employees, etc. of shareholders (major shareholders) who directly or effectively hold 5% or more of the Company's voting rights," and therefore does not formally satisfy the Company's Independence Criteria. However, after comprehensively considering Mr. Izumi's high level of expertise, his strong commitment to enhancing the Company's medium- to long-term corporate value, and other relevant factors, the Company has determined that, although there is a certain potential for a conflict of interest due to his relationship with a certain major shareholder, he possesses substantive independence and is qualified to serve as an Outside Director, as he is fully capable of performing supervisory functions from an objective standpoint independent of management.
4. Considering his relationship with a certain major shareholder, Mr. Tomoyuki Izumi has agreed in advance that he will decline to receive any compensation for being a Director of the Company (including all forms of compensation, whether cash or stock-based), even if he is elected and appointed as an Outside Director of the Company, to avoid a substantial conflict of interest with the Company's general shareholders.
5. Although he has never been directly involved in corporate management other than serving as an outside director, the Company has judged that Mr. Tomoyuki Izumi can properly perform his duties from an objective third-party perspective as Outside Director, since he possesses an extensive track record as a management consultant and a high level of business experience and expertise as the founder and portfolio manager of independent asset management companies (including VIS Advisors, LP) as stated above.
6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with Outside Directors to limit their liability to the amount set forth by laws and regulations. The Company will enter into the liability limitation agreements with Mr. Yuji Nishimura and Mr. Tomoyuki Izumi if they are elected and appointed as originally proposed.
7. The Company has entered into a directors and officers liability insurance contract to insure all of its Directors with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages to be borne by the insured due to their assuming liability for the execution of their duties or receiving a claim related to the pursuit of such liability. If Mr. Yuji Nishimura and Mr. Tomoyuki Izumi are elected as originally proposed, they will be insured under the said insurance contract and the Company plans to renew the insurance policy with the same contents during their terms of office. The insurance premiums are borne in their entirety by the Company.
8. Mr. Yuji Nishimura and Mr. Tomoyuki Izumi were elected as Outside Directors at the Extraordinary General Meeting of Shareholders of the Company held on January 22, 2026 and served until the conclusion of the Annual General Meeting of Shareholders held on June 25, 2026.

Proposal 2: Election of 1 Corporate Auditor

The Corporate Auditor Mr. Naohito Endo will resign from his position at the conclusion of this Extraordinary General Meeting of Shareholders. Accordingly, the election of 1 Corporate Auditor is proposed, to ensure continuity of the audit structure. In accordance with Article 34, Paragraph 2 of the Articles of Incorporation of the Company, the term of office of the Corporate Auditor to be elected at this Extraordinary General Meeting of Shareholders shall continue until the expiration of the term of office of Mr. Naohito Endo, the retiring Corporate Auditor (the conclusion of the 23rd Annual General Meeting of Shareholders to be held in June 2028). The Board of Corporate Auditors has previously given its approval to submission of this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience and positions at the Company [Significant concurrent positions]		Number of shares of the Company held
 Ryosuke Sogo (April 5, 1985) [New appointment]	December 2013 April 2016 November 2020 January 2023 April 2023	Joined Nishimura & Asahi Joined Oh-Ebashi LPC & Partners Joined DLA Piper UK LLP (London) Partner, Oh-Ebashi LPC & Partners (current position) Outside Corporate Auditor, Chiikizukan Inc. (currently XLOCAL Inc.)	-

[Reason for nomination as candidate for Outside Corporate Auditor]

Mr. Ryosuke Sogo has practiced as a lawyer primarily in the areas of finance, M&A, and corporate law in Japan and overseas for many years at Nishimura & Asahi and Oh-Ebashi LPC & Partners. In addition, through his studies at a U.S. law school and his work at the London office of DLA Piper, a leading international law firm with British and U.S. roots, he has gained an extremely high level of expertise and extensive practical experience in international legal matters and global transactions. Furthermore, he has experience serving as a corporate auditor at XLOCAL Inc. and is well versed in audit practices.

The Company has judged that, by drawing on the exceptional knowledge and experience in legal and international matters and corporate governance he has developed, he will be able to rigorously audit and supervise legality and appropriateness of the Company's business execution from an objective and independent standpoint.

In particular, the Company has nominated him as a candidate for Outside Corporate Auditor in the expectation that, from the perspective of a legal expert, he will provide beneficial advice and appropriate check functions with respect to the further advancement of the compliance structure under the "Monitoring Board" structure the Company is currently promoting, as well as M&A and global expansion under its future growth strategy.

(Notes)

1. Mr. Ryosuke Sogo is a new candidate for Outside Corporate Auditor.
2. There are no special interests between the candidate and the Company.
3. If he is elected as originally proposed, the Company will designate him as an "Independent Auditor" pursuant to the stipulations of the Tokyo Stock Exchange and register him as such with the Exchange.
4. Although he has never been directly involved in corporate management other than serving as an outside corporate auditor, the Company has judged that he can properly perform his duties as Outside Corporate Auditor from an objective perspective for the reasons stated above.
5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with Outside Corporate Auditors to limit their liability to the amount set forth by laws and regulations. The Company will enter into the liability limitation agreements with him if he is elected and appointed as originally proposed.
6. The Company has entered into a directors and officers liability insurance contract to insure all of its Corporate Auditors with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages to be borne by the insured due to their assuming liability for the execution of their duties or receiving a claim related to the pursuit of such liability. If he is

elected as originally proposed, he will be insured under the said insurance contract and the Company plans to renew the insurance policy with the same contents during his term of office. The insurance premiums are borne in their entirety by the Company.

(Reference)

Skills Matrix of the Board of Directors after the Extraordinary General Meeting of Shareholders (Scheduled)

If the candidates listed in this convocation notice are approved and resolved as originally proposed, the skills matrix will be as stated below.

(7 men and 3 women (women account for 14.3% of the Directors))

	Directors							Corporate Auditors		
	Masashi Saito Male	Yuji Takigasaki Male	Katsuya Nobuzane Male	Aya Watanabe Female	Takuya Shiraishi Male	Yuji Nishimura Male	Tomoyuki Izumi Male	Chikako Morizono Female	Keiko Yokoyama Female	Ryosuke Sogo Male
Corporate management experience	●	●	●		●	●	●		●	
Global business experience			●			●	●			●
Capital cost management			●				●			
Finance / Accounting / Tax affairs		●	●				●	●	●	
M&A experience		●	●			●	●			●
DX promotion					●					
IT / Security	●			●	●					
Web / Marketing	●				●					
HR management / development	●	●		●					●	
Sustainability / SDGs	●			●					●	
Legal affairs / Risk management				●					●	●
Internal control / Governance		●		●		●	●	●	●	●

Proposal 3: Introduction of the Performance-linked Stock Compensation (Performance Share Unit) System for Directors (Excluding Outside Directors)

1. Reasons for the proposal and justification for the appropriateness of the compensation system

Regarding the compensation for the Company's Directors (excluding Outside Directors) (the "Eligible Directors"), the compensation limit for providing the "performance-linked stock compensation (performance shares)," an advance-delivery type stock compensation linked to medium- to long-term performance, was approved at the 17th Annual General Meeting of Shareholders held on June 23, 2022, and this has remained unchanged until now.

In line with the transition to the new "Monitoring Board" structure, the Company aims to give incentives for steady implementation of management plans and sustainable enhancement of the Company's corporate value more effectively to Eligible Directors, and to promote further value sharing between shareholders and them. For this purpose, the Company proposes the introduction of a new post-delivery type performance-linked stock compensation (performance share unit) system (the "System"), to replace the existing advance-delivery type performance shares.

In addition, in transitioning to the System, the Company aims to further enhance the governance structure of the Company. Under the existing advance-delivery type stock compensation system, shares were issued and provided in advance at the time of the allotment, which created an administrative burden in practice, including the procedure for acquisition without consideration that may be required depending on the reason for retirement. Accordingly, the System will transition to a "post-delivery type," under which shares will be provided only if certain conditions are met after the end of the performance evaluation period or other specified period, to enhance the reliability of the procedures in practice. Furthermore, the Company will adopt a share provision procedure under which no monetary payment or other contribution will be required for the issuance or disposal of common shares of the Company, unlike the existing procedure under which monetary compensation claims are provided and contributed as property in kind.

The Company has established a policy for determining the details of individual compensation, etc. for Directors. If this proposal is approved, the Company will revise the policy to align it with the System (For the outline of the revised determination policy, please see page 15 of this convocation notice). This proposal is in line with the revised determination policy. In addition, the maximum number of the Company's common shares to be provided per fiscal year under the System (30,000 shares) represents approximately 0.14% of the total number of issued shares of the Company as of August 4, 2026 (21,354,291 shares) and would only have a minimal dilutive effect. Therefore, the Company believes that the System is necessary, reasonable, and appropriate.

If this proposal is approved and resolved, the compensation limit related to the existing performance shares will be abolished, and no further provision will be made thereafter. In addition, the existing allotment agreements or other agreements relating to the performance shares that have already been provided will be terminated prior to their expiration when a new Medium-Term Management Plan is formulated under the current management structure, and new provision agreements under the System (Performance Share Unit) will be concluded to align with the new Medium-Term Management Plan. By doing so, the Company will appropriately operate the System to avoid any overlap between the existing and new target periods.

Currently, the Company has 5 Directors (including 4 Outside Directors). The number of Directors subject to the System (excluding Outside Directors) is 1. Even if Proposal 1, "Election of 2 Directors," of this Extraordinary General Meeting of Shareholders is approved and resolved as originally proposed, the number of Directors subject to the System will be unchanged from 1, since Directors to be newly elected will be Outside Directors.

2. Outline of the System

The System is a post-delivery type performance-linked stock compensation (performance share unit) system, under which a certain number of common shares of the Company (the "Company's Shares") calculated based on factors including the degree of achievement of performance targets during the three-fiscal-year period covered by the Company's Medium-Term Management Plan (the "Performance Evaluation Period") shall be provided in principle after the end of the Performance Evaluation Period through issuance or disposal without requiring any monetary payment or other contribution from the Eligible Directors, and cash shall be paid to cover tax obligations arising from the provision of the Company's Shares.

(1) Method for calculating the number of the Company's Shares to be provided and the amount of money to be paid

Under the System, the "number of vested units," which serves as the basis for determining the number of the Company's Shares to be provided and the amount of money to be paid to each Eligible Director (one share per unit), is calculated by multiplying the number of standard units to be provided according to the job position and other factors, by the payment ratio in accordance with the degree of achievement of the targets for the performance indicators set in the first year of the Performance Evaluation Period. The specific performance indicators (expected to include the indicators that measure medium- to long-term corporate value, such as operating profit, TSR, and ROIC/ROE), their target values, and other related matters will be decided at a

Board of Directors meeting, following careful deliberation and recommendation of the "Nomination and Compensation Committee" chaired by an Independent Outside Director. Of the number of vested units, in principle, 50% shall be settled by the provision of the Company's Shares through issuance or disposal without requiring any monetary payment or other contribution, and the remaining 50% shall be settled in cash to cover tax obligations arising from the provision of the Company's Shares. The amount of such cash shall be calculated by multiplying the number of such units by the market price of the common shares of the Company as of the time of the provision of shares (based on the closing price on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant resolution of the Board of Directors and other factors).

(2) Maximum number of units to be provided, maximum number of shares to be provided through issuance without requiring any consideration, and maximum amount of cash payable
The total number of vested units to be provided to Eligible Directors under the System shall be within 30,000 units per fiscal year. Based on this, the total number of the Company's Shares to be provided to Eligible Directors without requiring any monetary payment or other contribution shall be within 30,000 shares per fiscal year. (*However, when a share split or consolidation of shares is carried out for the Company's Shares, on or after the date of the resolution at this General Meeting of Shareholders, said total number shall be adjusted within a reasonable scope.) In addition, the total amount of cash to be paid to Eligible Directors to cover tax obligations shall be within ¥60 million per fiscal year.

(3) Conditions for provision of the Company's Shares and payment of cash under the System
In principle, if the following requirements are satisfied, provision of shares and payment of cash shall be made after the end of the Performance Evaluation Period.

(i) Requirement of continued tenure (service)
The Eligible Director must have continuously held the position of the Company's Director or Executive Officer or any other position prescribed by its Board of Directors during the Performance Evaluation Period.

(ii) Requirement to conclude an agreement
The Company and the Eligible Director must have concluded an agreement regarding provision of performance share units including items prescribed by the Company (the "Provision Agreement").

(iii) Special handling in case of retirement due to death or organizational restructuring, etc.
When an Eligible Director retires from the position due to expiration of the term of office, death, or any other legitimate reason before the expiration of the Performance Evaluation Period, or when, during the Performance Evaluation Period, a matter related to organizational restructuring, etc., such as a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly-owned subsidiary is approved at the general meeting of shareholders of the Company (the Board of Directors meeting, if such organizational restructuring, etc. is not required to be approved at the general meeting of shareholders of the Company), the Company may, instead of providing the Company's Shares, pay an amount of money equivalent to the value of the Company's Shares based on the number of vested units calculated reasonably based on the criteria prescribed in advance by the Board of Directors.

(iv) Malus and clawback provisions
If the Board of Directors of the Company deems that an Eligible Director has engaged in certain misconduct, including a material accounting restatement, material loss to the Company, or a violation of laws or regulations or the Company's internal regulations during the Performance Evaluation Period or after the end of the Performance Evaluation Period (including any period after the provision of shares), the Company shall be able to extinguish (confiscate) all or part of the rights to receive shares to be provided or money to be paid (units) under the System, or claim a refund of all or part of the Company's Shares that have already been provided or money that has already been paid (including the cash equivalent thereof).

Proposal 4: Decision on Compensation for the Provision of Restricted Stock to Directors

1. Reasons for the proposal and justification for the appropriateness of the compensation system

Regarding the compensation for the Company's Directors, the compensation limit for providing the restricted stock to the Company's Directors (excluding Outside Directors) was approved at the 13th Annual General Meeting of Shareholders held on June 26, 2018, and this has remained unchanged until now. In line with the transition to the new "Monitoring Board" structure, the Company aims to further enhance the structure for promoting further value sharing with shareholders and strengthening the commitment to enhancing medium- to long-term corporate value not only for Directors but also for Outside Directors, who provide highly effective supervision from an independent and objective standpoint. For this purpose, the Company proposes the introduction of a new restricted stock compensation system for Directors of the Company, with a revised eligibility scope that includes Outside Directors (hereinafter, the Directors eligible for the compensation system are referred to as the "Eligible Directors" and the new restricted stock compensation system as the "System").

In introducing the System, as with Proposal 3, "Introduction of the Performance-linked Stock Compensation (Performance Share Unit) System for Directors (Excluding Outside Directors)," the Company will adopt a share provision procedure under which no monetary payment or other contribution will be required for the issuance or disposal of common shares of the Company, unlike the existing procedure under which monetary compensation claims are provided and contributed as property in kind.

If this proposal is approved and resolved, the compensation limit related to the existing restricted stock will be abolished, and no further provision will be made thereafter under the old system. In addition, the restricted stock allotment agreements already concluded with the Directors of the Company (excluding Outside Directors) will remain in effect. After this proposal is approved and resolved, new allotment agreements will be concluded under the System with all Eligible Directors, under which shares will be provided.

The Company has established a policy for determining the details of individual compensation, etc. for Directors. If this proposal is approved, the Company will revise the policy to align it with the System (For the outline of the revised determination policy, please see page 15 of this convocation notice). This proposal is in line with the revised determination policy. In addition, the total number of shares to be newly provided under the System shall be within 70,000 shares per fiscal year (of which the portion for Outside Directors shall be within 35,000 shares per year) and their monetary value shall be within ¥140,000 thousand per year (of which the portion for Outside Directors shall be within ¥70,000 thousand per year). In operating the System, the Company will strictly manage the total number of shares provided as the restricted stock compensation to the Directors of the Company so that, when effectively aggregated with the shares already provided under the existing agreements that remain in effect, such total number of shares will not exceed 70,000 shares per fiscal year. This maximum number of shares (70,000 shares) represents approximately 0.33% of the total number of issued shares of the Company as of August 4, 2026 (21,354,291 shares) and would only have a minimal dilutive effect. Therefore, the Company believes that the System is necessary, reasonable, and appropriate.

Currently, the Company has 5 Directors (including 4 Outside Directors). The number of Directors subject to the System is 5. If Proposal 1, "Election of 2 Directors," of this Extraordinary General Meeting of Shareholders is approved and resolved as originally proposed, the number of Directors subject to the System will be 7 (including 6 Outside Directors), since Directors to be newly elected will be Outside Directors.

2. Outline of the System

The System is a restricted stock compensation system, under which common shares of the Company (the "Company's Shares") are issued or disposed of in an advance-delivery method without requiring any monetary payment or other contribution from Eligible Directors, for the purposes of giving incentive for sustainable enhancement of the Company's corporate value and promoting further value sharing with shareholders.

(1) Maximum amount of compensation and maximum number of shares under the System

The total amount of compensation newly provided to Eligible Directors in the form of the Company's Shares without requiring any monetary payment or other contribution under the System shall be within ¥140,000 thousand per year (of which the portion for Outside Directors shall be within ¥70,000 thousand per year) and the total number of the Company's Shares to be provided shall be within 70,000 shares per fiscal year (of which the portion for Outside Directors shall be within 35,000 shares per year). (*However, when a share split or consolidation of shares is carried out for the Company's Shares, on or after the date of the resolution at this General Meeting of Shareholders, said total number and the monetary value before the adjustment shall be adjusted within a reasonable scope.) In addition, the specific amount of the Company's Shares to be provided as compensation to each Eligible Director shall be determined based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant resolution of the Board of Directors (or the closing price on the most recent trading day preceding that day if no transaction is concluded on that day), to the extent not particularly favorable to the Eligible Directors. The specific timing of payment and allocation to each of the Eligible Directors under the System will be decided at a Board of Directors meeting, following careful deliberation and recommendation of the "Nomination and Compensation Committee" chaired by an Independent Outside Director.

(2) Conditions for provision of the Company's Shares under the System, etc.
In relation to the issuance or disposal of the Company's Shares to Eligible Directors under the System, a restricted stock allotment agreement (the "Allotment Agreement") including items shown below shall be concluded between the Company and the Eligible Directors.

(i) Requirement for continued tenure (service) and transfer-restricted period
The Eligible Directors shall not transfer to a third party, create a security interest on, or otherwise dispose of the Company's Shares allotted under the Allotment Agreement (the "Allotted Shares") for 3 years from the date of allotment (or for the period prescribed in advance by the Board of Directors of the Company within the period until the retirement from the position of Director or Executive Officer or any other position prescribed by the Board of Directors of the Company).

(ii) Conditions for cancellation of the transfer restriction
In principle, the transfer restriction on all of the Allotted Shares shall be cancelled upon expiration of the transfer-restricted period, provided that the Eligible Director has continuously held the position of the Company's Director or Executive Officer or any other position prescribed by its Board of Directors throughout the period specified in (i) above.

(iii) Special handling in case of retirement due to death or organizational restructuring, etc.
When an Eligible Director retires from the position due to expiration of the term of office, death, or any other legitimate reason before the expiration of the transfer-restricted period, or when, during the transfer-restricted period, a matter related to organizational restructuring, etc., such as a merger agreement in which the Company becomes a disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly-owned subsidiary is approved at the general meeting of shareholders of the Company (the Board of Directors meeting, if such organizational restructuring, etc. is not required to be approved at the general meeting of shareholders of the Company), the Company shall, immediately after the retirement or at a certain time prior to the effective date of such organizational restructuring, etc., cancel the transfer restriction for the number of the Allotted Shares calculated reasonably based on the criteria prescribed in advance by the Board of Directors.

(iv) Malus and clawback provisions
The Company shall automatically acquire without consideration (confiscate) all of the Allotted Shares for which the transfer restriction has not been cancelled yet in accordance with (i) to (iii) above. In addition, if the Board of Directors of the Company deems that an Eligible Director has engaged in certain misconduct, including a material accounting restatement, material loss to the Company, or a violation of laws or regulations or the Company's internal regulations during the transfer-restricted period or after the transfer restriction has been cancelled, the Company shall be able to automatically acquire without consideration (confiscate) all or part of the Allotted Shares, or require the return of all or part of the Company's Shares for which the transfer restriction has already been cancelled (including the cash equivalent thereof).

(Reference) Outline of the revised policy for determining the details of individual compensation, etc. for Directors

The Company has established a policy for determining the details of individual compensation, etc. for Directors. However, on condition that the proposals regarding the performance-linked stock compensation and the restricted stock compensation are approved at the Extraordinary General Meeting of Shareholders, the Company will revise the policy to align it with the proposed compensation systems. The outline of the revised determination policy is as follows.

1. Basic policy and the level of compensation

The level of compensation for the Directors of the Company shall be determined by taking into account the need to secure and motivate highly qualified individuals who will be responsible for the Company's business activities, and shall be commensurate with the roles and responsibilities assigned to the Directors. Specifically, the compensation level is determined based on the executive compensation surveys conducted by research firms and other sources, using the Company's market capitalization (the average market capitalization during the fiscal year) and compensation tables by industry and job level as benchmarks.

2. Compensation structure and allocation ratio

The compensation structure for Directors responsible for business execution shall be closely linked to single-year and medium- to long-term performance and shall place emphasis on sustainable enhancement of corporate value. It shall consist of "monetary compensation," as well as "performance-linked stock compensation and restricted stock compensation," both of which are forms of stock compensation that place greater emphasis on linkage to shareholder value. The allocation of each compensation component is determined in accordance with the following policy, in principle: 65% to 90% monetary compensation and 10% to 35% stock compensation. For the Representative Director who bears the highest level of management responsibility, the proportion of stock compensation to the total amount of compensation is set higher than that of other Directors, to make clear that the structure is designed to implement management that is highly conscious of the cost of capital and share prices and to drive the maximization of medium-to long-term shareholder value. For Outside Directors, in light of their duty to provide highly effective supervision from an independent and objective standpoint, the Company provides them with "restricted stock compensation," designed to promote further value sharing between shareholders and them, in addition to monetary compensation. In addition, if a special committee or other body to deliberate and consider certain important matters is established and an Outside Director is appointed as a member of such committee or body, the Company may provide "Allowance for Participation in a Special Committee (monetary compensation)," which will be determined on a case-by-case basis according to the duties to be performed, to the Outside Director, within the total amount of monetary compensation for Outside Directors approved at a General Meeting of Shareholders (within ¥40 million per year).

3. Determination process

To ensure objectivity and transparency, the determination of the individual compensation, etc. for Directors is delegated to the "Nomination and Compensation Committee," a majority of whose members are Independent Outside Directors and which is chaired by an Independent Outside Director, and the Committee deliberates and determines such matters.

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