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Securities Code: 9332

June 6, 2024

(Commencement date of electronic provision measures June 4, 2024)

Dear Shareholders

Ryuichi Shimizu
Representative Director,
President & CEO
NISSO HOLDINGS Co., Ltd.
1-4-1 Shin Yokohama, Kohoku-ku, Yokohama

Notice of Convocation of the 1st Ordinary General Meeting of Shareholders

We would like to express our gratitude to all of our shareholders for your continued support.

This is to notify you that the 1st Ordinary General Meeting of Shareholders of NISSO HOLDINGS Co., Ltd. (hereinafter, the "Company") will be held as described below.

When convening the General Meeting of Shareholders, we have taken measures to electronically provide information (electronic provision measures) that are contained in the Reference Materials etc., for the General Meeting of Shareholders, and the information will be posted on the Company's website on the Internet, so please access the following website to confirm.

【The Company's website】

<https://www.nisso-hd.com/en/ir/event/meeting.html>

In addition to the Company's website above, electronic provision measures are posted on the website of the Tokyo Stock Exchange (TSE), so please refer to the following link.

【The Tokyo Stock Exchange's website (Listed Company Search)】

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

(Please access the TSE's website (Listed Company Search) above, perform a search by entering "NISSO HOLDINGS" in "Issue name (company name)" or the Company's securities code "9332" in "Code", select "Basic information" then Documents for public inspection/PR information", and view "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, you may exercise your voting rights via the Internet or in writing (by mail). Please review the Reference Materials for the General Meeting of Shareholders and exercise your voting rights by 6:00 PM (Japan Standard Time) on June 25, 2024 (Tuesday).

【Souvenirs for the General Meeting of Shareholders】

No souvenirs will be available for shareholders attending the General Meeting of Shareholders. Thank you in advance for your understanding.

1. **Date and Time** Wednesday, June 26, 2024 at 10:00 a.m. (Japan Standard Time)
(Reception starts at 9:00 a.m.)
2. **Venue** Shin Yokohama Prince Hotel, 3F Nocturne Banquet Hall
3-4 Shin Yokohama, Kohoku-ku, Yokohama
(Please refer to the guide map for the venue at the end.)
3. **Agenda for the Meeting**
 1. Business Report and Consolidated Financial Statements for the 1st Fiscal Year (April 1, 2023 - March 31, 2024) and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
(Note) The Company's 1st Fiscal Year is from October 2, 2023 to March 31, 2024, while the current consolidated fiscal year is from April 1, 2023 to March 31, 2024.
 2. Non-consolidated Financial Statements for the 1st Fiscal Year (October 2, 2023 - March 31, 2024)

Items to be resolved

 - Proposal 1** Appropriation of Surplus
 - Proposal 2** Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Proposal 3** Determination of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Proposal 4** Determination of Remuneration for Granting Restricted Shares to Directors (excluding Directors who are Audit & Supervisory Committee Members and External Directors)
 - Proposal 5** Determination of the Amount of Remuneration for Directors who are Audit & Supervisory Committee Members
4. **Items to be decided upon convocation (Information on the exercise of voting rights)**
 - (1) When voting rights are exercised in writing (by mail), if there is no indication of approval or disapproval of the proposal on the voting rights exercise form, it will be treated as an indication of approval.
 - (2) If voting rights are exercised multiple times via the Internet, etc., the last exercise of voting rights will be treated as valid.
 - (3) If voting rights are exercised in duplicate via the Internet, etc., and in writing (by mail), the exercise of voting rights via the Internet, etc., will be treated as valid regardless of the date and time of arrival.
 - (4) If voting rights are exercised by proxy, one other shareholder with voting rights may attend the General Meeting of Shareholders as a proxy. However, please note that you will be required to submit a document certifying your authority of representation.

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 ◎For those attending, please kindly submit the voting rights exercise form at the reception desk upon arrival at the meeting.

◎In the event that there are any revisions to the electronic provision measures, a statement to that effect and the items before and after the revisions will be posted on the Company's website and the TSE website on the Internet mentioned above.

◎At this General Meeting of Shareholders, regardless of whether or not there is a request for document delivery, we will uniformly send a document stating the items for electronic provision. However, in accordance with laws and regulations and the provisions of Article 15 of the Company's Articles of Incorporation, the following items are excluded:

① "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements

② "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements provided in this notice are portions of the documents audited by the Accounting Auditor when preparing the accounting audit report and the Audit and Supervisory Committee when preparing the audit report.

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 *For institutional investors, it is possible to use the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

Reference Materials for the General Meeting of Shareholders

Proposal 1 Appropriation of Surplus

The Company considers the redistribution of profits to shareholders as one of its most important management issues, and while maintaining stable dividends with consideration to future business development, we would like to propose the year-end dividends for the 1st Fiscal Year as follows.

Matters Concerning Year-end Dividends

- (1) Type of asset distributed as dividend
Cash.
- (2) Matters concerning allocation of assets distributed as dividends and total amount
20.50 yen per share of common stock of the Company
Total dividend amount: 671,661,488 yen
- (3) Effective date of distribution of dividends of surplus
June 27, 2024.

Proposal 2 Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all 4 Directors (excluding Directors who are Audit & Supervisory Committee Members; the same shall apply hereinafter in this Proposal) will expire at the conclusion of this General Meeting.

Therefore, we kindly ask that the 4 Directors be elected.

The Candidates for Director are as follows.

Candidates for Directors are determined by the Board of Directors based on deliberations by the Nomination and Remuneration Committee. In addition, the Audit and Supervisory Committee also reviewed the matter, but has expressed its opinion that there are no particular matters to be pointed out.

Candidate No.		Name	Gender	Current Position in the Company	Attendance at Board of Directors Meetings (1st Term)
1	Reappointment	Ryuichi Shimizu	Male	Representative Director, President & CEO	100% (10/10)
2	Reappointment	Kenji Fujino	Male	Senior Managing Director & COO/Head of Business Support Office	100% (10/10)
3	Reappointment	Naoki Hayakawa	Male	Managing Director & CFO/Head of Planning and Development	100% (10/10)
4	Reappointment External Independent	Junichi Fukui	Male	External Director	100% (10/10)

Reappointment	Candidate for re-appointment as Managing Director	External	Candidate for External Managing Director
Independent	Independent Officer pursuant to provisions of the Tokyo Stock Exchange		

Candidate No.	Reappointment		No. of the Company's Shares Owned
1	Ryuichi Shimizu	Date of Birth May 30, 1961	142,654 Shares
Career Summary, Position and Responsibilities in the Company			
1988	Jul.	Joined NISSO CORPORATION	
1990	Oct.	Toyota Sales Office Manager	
1991	Aug.	Director & Toyota Sales Office Manager	
1993	Feb.	Director & Production Business Department Head	
1997	Apr.	Director & Administration Department Head	
1998	Sep.	Senior Director	
2001	Jun.	Executive Vice President	
2004	Apr.	President, COO & Representative Director	
2019	Apr.	Chairman & Representative Director	
2020	Feb.	Chairman, President & Representative Director	
2021	Apr.	Representative Director, President & CEO	
2023	Oct.	Representative Director & President (present)	
		Representative Director, President & CEO of the Company (present)	
■ Significant Concurrent Positions			
NISSO CORPORATION Representative Director & President			
Shimizu Holdings Co., Ltd. Director			
CW Holdings Co., Ltd. Representative Director			
NS Holdings Co., Ltd. Director			
Japan Business Process Outsourcing & Staffing Association Chairman			
Japan Association of Human Resource Services Industry Vice Chairman			
■ Reasons for nomination as a candidate for Director			
Since joining NISSO CORPORATION, Ryuichi Shimizu has been involved in making key business decisions for the development of the General Human Resources Services Business, and has an abundance of business experience, achievements and insight as a management executive. Since there are high expectations for him to contribute to the realization of management strategies of the Company and the Nisso Group (hereinafter, the "Group") in its entirety in order to further enhance corporate value in the future, the Company has deemed him to be well-qualified, and therefore he has been nominated as a candidate for Director.			

Candidate No.	Reappointment	Date of Birth	August 13, 1973	No. of the Company's Shares Owned 47,444 Shares
2	Kenji Fujino			
Career Summary, Position and Responsibilities in the Company				
1994	Jun.	Joined NISSO CORPORATION		
2000	Oct.	Hachioji Sales Office Manager		
2007	Apr.	Minami Kanto Business Office Section Manager		
2009	Apr.	Atsugi Business Office Manager		
2013	Apr.	Higashi-Nihon Area Manager		
2014	Apr.	Recruitment Division Head		
2015	Apr.	Recruitment Division Executive Officer		
2019	Apr.	Administration Department Senior Executive Officer		
2020	Apr.	Business Department Senior Executive Officer		
2022	Jul.	Managing Executive Officer		
2023	Apr.	Senior Managing Executive Officer & COO		
2023	Jun.	Senior Managing Director & COO		
2023	Oct.	Senior Managing Director (present)		
		Senior Managing Director & COO of the Company		
2024	Apr.	Senior Managing Director & COO/Head of Business Support Office (present)		
■ Significant Concurrent Positions				
NISSO CORPORATION Senior Managing Director				
Leaf NxT Inc. Director				
Vector Shinwa Co., Ltd. Audit & Supervisory Board Member				
■ Reasons for nomination as a candidate for Director				
Since Kenji Fujino has a wealth of experience, achievements, and knowledge in the General Human Resources Business, which is the main business of the Group, the Company is determined that he will be able to fulfill an appropriate role for the future business expansion and overall management of the Group, and therefore he has been nominated as a candidate for Director.				

Candidate No. 3	Reappointment Naoki Hayakawa	Date of Birth June 25, 1958	No. of the Company's Shares Owned 9,636 Shares
Career Summary, Position and Responsibilities in the Company			
1981	Apr.	Joined The Mitsubishi Bank, Ltd. (current: MUFG Bank, Ltd.)	
2007	Oct.	Joined Citibank Japan Ltd.	
2015	Nov.	Joined Rakuten Bank, Ltd.	
2016	Jun.	Executive Officer, Planning Division General Manager & Compliance Division General Manger	
2018	Aug.	Joined NISSO CORPORATION	
2019	Apr.	Management Innovation Office Head	
2020	Apr.	Affiliated Business Management Support Office Deputy Head	
2021	Apr.	Executive Officer & Special Missions Officer for the Board of Directors	
2022	Apr.	Senior Executive Officer	
2023	Apr.	Managing Executive Officer & CFO	
2023	Jun.	Managing Director & CFO	
2023	Oct.	Managing Director (present)	
		Managing Director & CFO/Head of Planning and Development of the Company (present)	
■ Significant Concurrent Positions			
NISSO CORPORATION Managing Director			
Nisso Pure Co., Ltd. Audit & Supervisory Board Member			
■ Reasons for nomination as a candidate for Director			
Since Naoki Hayakawa has extensive experience, achievements, and knowledge in financial institutions, as well as experience in corporate planning, etc., and an abundance of experience and achievements in internal control and corporate governance, the Company is determined that he will be able to fulfill an appropriate role in strengthening the business management structure of the Group, and therefore he has been nominated as a candidate for Director.			

Candidate No.	Reappointment	External	Independent	No. of the Company's Shares Owned – Shares
4	Junichi Fukui			Date of Birth November 5, 1953
Career Summary, Position and Responsibilities in the Company				
1977	Apr.	Joined Nippon Real Estate Bank, Ltd. (current: Aozora Bank, Ltd.)		
1999	Feb.	Public Relations Division General Manager		
2000	Jun.	Head of Secretary's Office & Public Relations Office		
2001	Apr.	Head Office Corporate Business Division III General Manager		
2005	Oct.	STAFF SERVICE HOLDINGS CO., LTD., Director		
2014	Mar.	Corporate Advisor		
2014	Oct	KYODO NEWS, Corporate Planning Office Advisor		
2015	Jun.	K.K. Kyodo News, Business Director		
2016	Jun.	Managing Director		
2018	Jun.	CRESCO LTD., Outside Director (present)		
2019	Jun.	K.K. Kyodo News, Corporate Advisor		
2022	Aug.	Corporate Advisor of NISSO CORPORATION		
2023	Jun.	External Director		
2023	Oct.	External Director of the Company (present)		
<p>■ Significant Concurrent Positions CRESCO LTD. Outside Director</p> <p>■ Reasons for nomination as a candidate for External Director and expected role Since Junichi Fukui has insight and experience in corporate management, as well as extensive experience and achievements in areas such as corporate planning and public relations, the Company is determined that he will provide advice and support to the Board of Directors from an objective standpoint as an External Director, and therefore he has been nominated as a candidate for External Director.</p>				

(Note)

1. There are no special interests between each candidate and the Company.
2. Junichi Fukui is a candidate for External Director.
3. Since Junichi Fukui meets the independence criteria for External Officer of the Company and the requirements for External Officer based on the provisions of the Tokyo Stock Exchange, Inc. (hereinafter, the "Tokyo Stock Exchange"), he has been registered as an Independent Officer based on the provisions of the Tokyo Stock Exchange, and if Junichi Fukui is elected as originally proposed, he will continue to be an Independent Officer.
4. Junichi Fukui is currently an External Director of the Company, and his term of office will be 8 months at the conclusion of this General Meeting.
5. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has concluded an agreement with Junichi Fukui to limit his liability for damages under Article 423, paragraph 1 of the Companies Act, and the maximum amount of liability for damages under this agreement is the minimum liability amount stipulated in Article 425, paragraph 1 of the Companies Act. If Junichi Fukui is re-elected as originally proposed, the Company plans to continue the above limitation of liability agreement with him.
6. The Company has concluded Liability Insurance Contracts for Corporate Officers, etc., with an insurance company to indemnify the insured against any damages that may arise from liability for the execution of his/her duties or from receiving a claim for pursuing such liability. If each candidate is elected and assumes the office of Managing Director, all candidates for Managing Director will be included as an insured under the said insurance policy. In addition, the same content is planned to be updated in the next update.

【Reference】 Skills that the Board of Directors should Possess

Based on the medium- to long-term direction and business strategy of the Group, the Company believes that the skills that the Board of Directors of the Company should possess at the present time are as follows:

Skill items	Reasons for selection as an item
Management	Even in a rapidly changing business environment, it is necessary to have the skills to present policies and plans for the sustainable growth of the Group and the enhancement of corporate value over the medium- to long-term.
Markets · Business	It is necessary to have the skills to grasp market trends and needs, including those of different industries, in order to expand existing and new business areas.
Finance · Accounting	It is necessary to have the skills to make decisions on "offensive" and "defensive" investments and fund-raising based on the profitability of the Group.
Organization · Human Resources	It is necessary to have the skills to formulate and manage organizational and human resources strategies for sustainable growth of the Group and the enhancement of corporate value over the medium- to long-term.
Risk Management	Rather than simply reducing risks, it is necessary to have the skills to understand risks and to determine whether or not to appropriately retain risks when necessary for the sustainable growth of the Group and the enhancement of corporate value over the medium- to long-term.
Society	In order to continue medium- to long-term sustainable growth and development, it is important to co-exist and co-prosper with stakeholders, so it is necessary to have the skills to plan and implement initiatives to fulfill social responsibilities.
Internal Control · Governance	It is necessary to have the skills to legally and appropriately construct and promote the business processes of the Group and to manage sound corporate governance.

【Reference】 Skills Matrix after the General Meeting of Shareholders (scheduled)

If Proposal 2 is approved as originally proposed, the skills possessed by each Director will be as follows:

Name	Position in the Company	Management	Markets · Business	Finance · Accounting	Organization · Human Resources	Risk Management	Society	Internal Control · Governance
Ryuichi Shimizu	Representative Director, President & CEO	•	•		•	•		
Kenji Fujino	Senior Managing Director & COO/Head of Business Support Office	•	•		•	•		
Naoki Hayakawa	Managing Director & CFO/Head of Planning and Development	•		•			•	•
Junichi Fukui	External Director	•	•	•	•			
Akira Ishida	External Director (Full-time Audit & Supervisory Committee Member)	•		•		•		•
Miki Ohno	External Director (Audit & Supervisory Committee Member)					•	•	•
Hideo Sakano	External Director (Audit & Supervisory Committee Member)			•				•
Yukiteru Hamada	External Director (Audit & Supervisory Committee Member)	•		•		•		•

※The above table does not represent all the knowledge and experience of the Directors.

※Of the skills possessed by the Directors, up to four skills that can be particularly contributed are marked with "•".

Proposal 3 Determination of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)

The amount of remuneration, etc., for Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members. The same shall apply hereinafter in this Proposal) is stipulated in Article 3, paragraph 2 of the Supplementary Provisions of the Articles of Incorporation of the Company as follows: basic remuneration (fixed remuneration) shall be within the limit of 300 million yen per year (including 30 million yen per year for External Directors) and performance-linked remuneration (monetary remuneration) shall be within the limit of 300 million yen per year (no provision to External Directors) from the date of establishment of the Company until the conclusion of this General Meeting. However, since this provision will be deleted at the conclusion of this General Meeting, the amount of remuneration, etc., for Directors will be discussed once again.

The amount of remuneration for Directors after the conclusion of this General Meeting will be as follows:

1. Basic remuneration

The total amount of basic remuneration (fixed remuneration) shall be within the limit of 300 million yen per year (of which the amount for External Directors shall be within the limit of 30 million yen per year).

2. Performance-linked remuneration

The total amount of performance-linked remuneration (monetary remuneration) linked to the achievement level of company-wide consolidated performance (consolidated operating profit) targets in a single fiscal year as short-term incentive remuneration shall be within the limit of 300 million yen per year (no provision to External Directors).

In addition to the above remuneration framework, the share-based remuneration plan for directors will be discussed in Proposal 4. Furthermore, the above remuneration amount shall not include employee salaries for Directors who concurrently serve as employees.

The content of this proposal was determined by the Board of Directors after consultation with the Nomination and Remuneration Committee, and is considered to be appropriate because it takes into account the scale of the Company's business, the remuneration plan and the level of payment thereof, the current number of officers, and future trends, etc. In addition, while the outline of the policy for determining the content of remuneration, etc., for each individual Director of the Company is described in the Business Report "2. (3) ⑤ A Matters concerning the Policy for Determining the Details of Remuneration, etc., for Individual Directors (excluding Directors who are Audit & Supervisory Committee Members)", the content of this Proposal is judged to be appropriate in light of the said decision-making policy. Furthermore, although this Proposal was reviewed by the Audit and Supervisory Committee, an opinion was received that there are no matters that should be specifically pointed out.

Currently, although there are 4 Directors (including 1 External Director), if Proposal 2 is approved as originally proposed, the number of Directors will remain the same at 4 (including 1 External Director).

Proposal 4 Determination of Remuneration for Granting Restricted Shares to Directors (excluding Directors who are Audit & Supervisory Committee Members and External Directors)

Remuneration for Directors of the Company (excluding Directors and External Directors who are Audit & Supervisory Committee Members. Hereinafter, the "Eligible Directors"), shall be provided separately from monetary remuneration, etc., for Directors other than Directors who are Audit & Supervisory Committee Members from the date of establishment of the Company until the conclusion of this General Meeting, pursuant to Article 3, paragraph 4 of the Supplementary Provisions of the Articles of Incorporation of the Company, and remuneration for granting common stock of the Company (hereinafter, the "Restricted Shares") shall be paid to the Eligible Directors subject to a certain transfer restriction period and grounds for gratuitous acquisition by the Company, etc. It is stipulated that the total amount of monetary remuneration claims to be paid to the Eligible Directors as remuneration for Restricted Shares shall be within the limit of 50 million yen per year (excluding employee salaries for Directors who concurrently serve as employees). However, since the provisions of this remuneration, etc., will be deleted at the conclusion of this General Meeting, the Company will once again introduce a restricted share remuneration plan (hereinafter, the "Plan") for the purpose of providing the Eligible Directors with incentives to continuously enhance the Company's corporate value and to promote the further sharing of value with shareholders, and in addition to the remuneration framework proposed in Proposal 3, "Determination of the Amount of Remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)", the Company would like to consult on the payment of remuneration for the granting of Restricted Shares.

Based on this Proposal, the total amount of monetary remuneration claims to be paid to the Eligible Directors shall be within the limit of 50 million yen per year, as an amount considered to be appropriate based on the above objectives. In addition, the specific timing and allotment of payments to each Eligible Director shall be determined by the Board of Directors after deliberation by the Nomination and Remuneration Committee.

Furthermore, currently, although there are 4 Directors (excluding Directors who are Audit & Supervisory Committee Members) (including 1 External Director), if Proposal 2 "Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)" is approved as originally proposed at this General Meeting, the number of Directors will remain the same at 4 (including 1 External Director).

The details of the Restricted Shares to be allotted to the Eligible Directors are as follows:

1. Matters regarding payments associated with the issuance of Restricted Shares

In principle, every fiscal year, the Eligible Directors shall deliver to the Company all monetary remuneration claims provided pursuant to a resolution of the Board of Directors of the Company as assets contributed in kind, and shall receive the issuance or disposal of common stock of the Company.

2. Number of Restricted Shares to be allotted to Eligible Directors

The shares to be issued or disposed of by the Company to the Eligible Directors under the Plan shall be common stock, and the total number of shares shall be within the limit of 80,000 shares per year. However, in the event of a stock split (including gratis allotment of shares of the Company's common stock) or a reverse stock split of the Company's common stock with an effective date on or after the date of this General Meeting, or any other reason that requires an adjustment in the total number of shares of the Company's common stock to be issued or disposed of as Restricted Shares, the total number shall be adjusted to a reasonable extent as necessary after the effective date.

Furthermore, the amount to be paid in per share of common stock to be issued or disposed of to the Eligible Directors under the Plan shall be determined by the Board of Directors to the extent that the amount will not be particularly advantageous to the Eligible Directors, based on the closing price of the common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution to determine the subscription requirements for such common stock (if no transaction is concluded on the same day, the closing price of the most recent trading day preceding the transaction).

3. Matters regarding Restricted Shares to be allotted to Eligible Directors

Upon the issuance or disposal of the Company's common stock to the Eligible Directors, the Company shall conclude a restricted shares allotment agreement (hereinafter, the "Allotment Agreement") with the Eligible Directors, which includes the following contents (the common stock allotted to the Eligible Directors pursuant to the Allotment Agreement are hereinafter referred to as "Allotted Shares").

(1) Transfer Restriction Period

The Eligible Directors shall not transfer, establish a security interest, make living (inter vivos) gifts or otherwise dispose of the Allotted Shares during the period from the date of payment of the Allotted Shares (hereinafter, the "Payment Date") to the date on which they exit the office or retire from their positions as Directors of the Company or any other position specified by the Board of Directors of the Company (hereinafter, the "Transfer Restriction Period").

(2) Conditions for Removal of Transfer Restrictions

Subject to the condition that the Eligible Directors continue to serve as Directors of the Company or any other position specified by the Board of Directors of the Company during the period from the Payment Date to the conclusion of the ordinary general meeting of shareholders of the Company that arrives first, the transfer restriction on all of the Allotted Shares will be lifted at the expiration of the Transfer Restriction Period.

However, in the event that an Eligible Director exits the office or retires from any of the above positions for a justifiable reason, or exits the office or retires due to death by the time of the conclusion of the ordinary general meeting of shareholders of the Company that arrives first from the Payment Date, the number of Allotted Shares for which the transfer restrictions are to be lifted and the timing for lifting the transfer restrictions shall be reasonably adjusted as deemed necessary.

(3) Reason for Gratis Acquisition

In the event that an Eligible Director exits the office or retires from any of the positions specified in (2) without a justifiable reason during the Transfer Restriction Period, the Company shall justifiably acquire the Allotted Shares without consideration.

In addition, in the event that there are Allotted Shares for which transfer restrictions have not been lifted at the time of the lifting of transfer restrictions set forth in (2) above, the Company shall justifiably acquire such shares without consideration.

(4) Treatment in the Event of Organizational Restructuring, etc.

Notwithstanding the provisions of (1) above, in the event that matters regarding merger contracts under which the Company becomes an extinct (absorbed) company, share exchange agreements or share transfer plans under which the Company becomes a wholly owned subsidiary of another company, or other matters concerning organizational restructuring, etc. are approved at the General Meeting of Shareholders (or at a Board of Directors' Meeting of the Company in the event that approval by the General Meeting of Shareholders of the Company is not required regarding the organizational restructuring concerned, etc.) during the Transfer Restriction Period, by the resolution of the Board of Directors of the Company, the number of Allotted Shares for which transfer restrictions will be lifted and the timing for lifting transfer restrictions shall be reasonably adjusted as deemed necessary. In such a case, in the event that there are any Allotted Shares for which transfer restrictions have not been lifted at the time immediately after the lifting of transfer restrictions, the Company shall justifiably acquire such shares without consideration.

(5) Other Matters

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

4. Reasons for Appropriateness of Allotting Restricted Shares

At the Board of Directors Meeting held on October 2, 2023, the Company established a policy for determining the details of individual remuneration, etc., for Directors, and the outline of this policy is as described in the Business Report. Although the granting of Restricted Shares based on this Proposal is basically in accordance with this policy, if this Proposal is approved, the Company plans to revise this policy to include the Plan. In addition, the value of Restricted Shares at the fair market value at the time of the resolution of the Board of Directors regarding the grant shall be within the limit of 50 million yen per year, and the total number of shares of common stock to be issued or disposed of by the Company to the Eligible Directors shall be limited to 80,000 shares per year, and since the dilution ratio to the total number of shares outstanding (issued shares) is only about 0.2%, the Company judges that the grant of Restricted Shares is substantial.

Furthermore, although the Audit and Supervisory Committee has reviewed this Proposal, it has expressed its opinion that there are no particular matters to be pointed out.

The shares allotted to the Eligible Directors under the Plan will be managed in a dedicated account opened by the Eligible Directors at a securities company designated by the Company during the Transfer Restriction Period so that they cannot be transferred, established as a security interest, donated during their lifetime, or otherwise disposed of during the Transfer Restriction Period.

(Reference)

If this proposal is approved, the Company plans to introduce a plan similar to the one described above for the Executive Officers of the Company and the Executive Officers of its subsidiaries.

Proposal 5 Determination of the Amount of Remuneration for Directors who are Audit & Supervisory Committee Members

The amount of remuneration, etc., for Directors who are Audit & Supervisory Committee Members of the Company is stipulated in Article 3, paragraph 3 of the Supplementary Provisions of the Articles of Incorporation of the Company to be within the limit of 60 million yen per year from the date of establishment of the Company to the conclusion of this General Meeting. However, since this provision will be deleted at the conclusion of this General Meeting, the amount of remuneration, etc., for Directors who are Audit & Supervisory Committee Members will be discussed again.

The amount of remuneration for Directors who are Audit & Supervisory Committee Members after the conclusion of this General Meeting shall be the same amount as before, within the limit of 60 million yen per year, and the determination of the specific amount and the timing of payment, etc., for each Director who is an Audit and Supervisory Committee Member shall be based on consultations among the Directors who are Audit & Supervisory Committee Members.

The content of this proposal is deemed appropriate in light of the duties/responsibilities of Directors who are Audit & Supervisory Committee Members.

There are currently 4 Directors who are Audit & Supervisory Committee Members.