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Securities Code: 2681

Date of sending by postal mail: June 11, 2024

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To our shareholders:

Yuzo Endo
Representative Director President
GEO HOLDINGS
CORPORATION
8-8 Fujimi-cho, Naka-ku, Nagoya-
shi, Aichi

Notice of the 36th Annual General Meeting of Shareholders

We are pleased to announce the 36th Annual General Meeting of Shareholders of GEO HOLDINGS CORPORATION (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each website below. Please access either of those websites to view the information.

The Company’s website:

<https://www.geonet.co.jp/> (in Japanese)

(From the above website, select “Investor Relations,” “Stock Information,” and then “Reference Documents for the General Meeting of Shareholders.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2681/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “GEO HOLDINGS” in “Issue name (company name)” or the Company’s securities code “2681” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the “Guidance on Exercising Voting Rights” (in Japanese only) by 6:00 p.m. on Wednesday, June 26, 2024.

1. **Date and time:** Thursday, June 27, 2024 at 10:00 a.m. (JST) (The reception desk opens at 9:30 a.m.)
2. **Venue:** Keyaki, 4th Floor, Hotel Plaza Kachigawa, 1-5 Matsushin-cho, Kasugai-shi, Aichi

3. **Purpose of the meeting**

- Matters to be reported:**
1. The Business Report, the Consolidated Financial Statements and the report of the audit of the Consolidated Financial Statements by the Accounting Auditor and Board of Corporate Auditors for the 36th Fiscal Term (from April 1, 2023 to March 31, 2024)
 2. The Non-Consolidated Financial Statements for the 36th Fiscal Term (from April 1, 2023 to March 31, 2024)

- Matters to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Amendment to the Articles of Incorporation
 - Proposal No. 3:** Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal No. 4:** Election of Three Directors Who Are Audit and Supervisory Committee Members
 - Proposal No. 5:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
 - Proposal No. 6:** Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal No. 7:** Determination of Amount of Remuneration as Share Options for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) and Other Terms Thereof
 - Proposal No. 8:** Determination of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

- * For those attending, please present the Exercise Voting Rights Form at the reception desk on arrival at the meeting.
- * If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the above websites.
- * Paper-based documents stating matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation. The Corporate Auditors and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - (i) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - (ii) Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
- * Please note that upon conclusion of this General Meeting of Shareholders, the results of the resolutions of this General Meeting of Shareholders will be posted on the Company's website.

The Company's website: <https://www.geonet.co.jp/> (in Japanese)

<Supplementary Information for English Translation >

Our business named "2nd STREET," which mainly sells and purchases second-hand clothing and household items, is hereinafter referred to as "Reuse Shop," and our businesses named "GEO," "GEO Shop" and "GEO mobile," which mainly handle video games, DVDs, CDs and mobile phones, are hereinafter collectively referred to as "Media Shop" in this document.

Both our Reuse Shop and Media Shop use the term "reuse" to refer to second-hand items, and "brand-new" to refer to non-second-hand items that are procured from manufacturers or through conventional commercial distribution channels.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 36th fiscal year as follows:

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥17 per common share of the Company.

In this event, the total dividends will be ¥674,942,687.

Accordingly, including the interim dividend of ¥12 per share, the annual dividend will total ¥29 per share.

3. Effective date of dividends of surplus

The effective date of dividends will be June 28, 2024.

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for amendments

- (1) The Company seeks to transition from a company with Board of Corporate Auditors to a company with Audit and Supervisory Committee in order to further enhance its corporate governance through a more robust oversight framework, which is to be achieved by strengthening the supervisory function of the Board of Directors that has Audit and Supervisory Committee Members, who audit the execution of duties by Directors, as its members. Hence, the Company proposes to make such amendments as establishing new provisions about Directors who are Audit and Supervisory Committee Members and about the Audit and Supervisory Committee, deleting provisions about Corporate Auditors and the Board of Corporate Auditors, and changing the number of Directors, which are necessary for the Company to make a transition to a company with Audit and Supervisory Committee.
- (2) In addition to adjusting the article numbers to reflect the above amendments, the Company will implement changes to parts that require partial wording adjustment or other such revision.

2. Description of amendments

The proposed amendments are as follows. The amendments to the Articles of Incorporation pertaining to this proposal shall take effect at the conclusion of this annual general meeting of shareholders.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 - Article 3 (Omitted)	Article 1 - Article 3 (Same)
(Organs)	(Organs)
Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:	Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:
1. Board of Directors;	1. Board of Directors;
2. <u>Corporate Auditors;</u>	2. <u>Audit and Supervisory Committee; and</u>
3. <u>Board of Corporate Auditors; and</u>	(Deleted)
4. Accounting Auditor	3. Accounting Auditor
Article 5 (Omitted)	Article 5 (Same)
Chapter 2 Shares	Chapter 2 Shares
Article 6 - Article 11 (Omitted)	Article 6 - Article 11 (Same)
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
Article 12 - Article 17 (Omitted)	Article 12 - Article 17 (Same)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
(Number of Directors)	(Number of Directors)
Article 18	Article 18
The Company shall have not more than <u>15</u> Directors.	(1) The Company shall have not more than <u>20</u> Directors.
(New)	(2) <u>Of the Directors described in the preceding paragraph, not more than five Directors shall be Directors who are Audit and Supervisory Committee Members.</u>
(Method of Election)	(Method of Election)
Article 19	Article 19

Current Articles of Incorporation	Proposed amendment
<p>(1) Directors shall be elected by a resolution of a general meeting of shareholders.</p> <p>(2) (Omitted)</p> <p>(3) (Omitted)</p> <p style="text-align: right;">(New)</p>	<p>(1) Directors shall be elected by a resolution of a general meeting of shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>(2) (Same)</p> <p>(3) (Same)</p> <p>(4) <u>The validity of the election of a substitute Director who is an Audit and Supervisory Committee Member shall last until the start of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the approval of the election of the substitute Director.</u></p>
<p>(Term of Office)</p> <p>Article 20</p> <p>The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.</p> <p style="text-align: right;">(New)</p> <p style="text-align: right;">(New)</p>	<p>(Term of Office)</p> <p>Article 20</p> <p>(1) The term of office of a Director <u>(excluding a Director who is an Audit and Supervisory Committee Member)</u> shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director.</p> <p>(2) <u>The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director.</u></p> <p>(3) <u>The term of office of a Director who is an Audit and Supervisory Committee Member who is elected as the substitute for a Director who is an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Director who is an Audit and Supervisory Committee Member was set to expire.</u></p>
<p>(Representative Directors and Directors With Special Title)</p> <p>Article 21</p> <p>(1) The Board of Directors shall appoint representative Director(s) by its resolution.</p> <p>(2) The Board of Directors may appoint, by its resolution, one Director and Chair, one Director and President, one or a small number of Director and Vice Chairs, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</p> <p>Article 22 (Omitted)</p>	<p>(Representative Directors and Directors With Special Title)</p> <p>Article 21</p> <p>(1) The Board of Directors shall appoint representative Director(s) <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by its resolution.</p> <p>(2) The Board of Directors may appoint, by its resolution, one Director and Chair, one Director and President, one or a small number of Director and Vice Chairs, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p>Article 22 (Same)</p>
<p>(Convocation Notice of Board of Directors Meetings)</p> <p>Article 23</p> <p>The convocation notice of a Board of Directors meeting shall be dispatched to each Director <u>and Corporate Auditor</u> at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.</p>	<p>(Convocation Notice of Board of Directors Meetings)</p> <p>Article 23</p> <p>(1) The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.</p>

Current Articles of Incorporation		Proposed amendment	
	(New)	(2)	<u>With the consent of all Directors, a Board of Directors meeting may be held without following the convening procedures.</u>
Article 24	(Omitted)	Article 24	(Same)
	(New)		<u>(Delegation of the Decision on Important Business Execution)</u> <u>Article 25</u> <u>Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may delegate all or part of decisions concerning the important business execution (excluding the matters listed in each item of paragraph (5) of the same Article) to Directors, by resolution of the Board of Directors.</u>
Article 25	(Omitted)	Article 26	(Same)
(Remuneration, Etc.)		(Remuneration, Etc.)	
Article 26	Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties (hereinafter the “Remuneration, Etc.”) to Directors shall be determined by resolution of a general meeting of shareholders.	Article 27	Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties (hereinafter the “Remuneration, Etc.”) to Directors shall be determined by resolution of a general meeting of shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u>
Article 27	(Omitted)	Article 28	(Same)
Chapter 5	<u>Corporate Auditors and Board of Corporate Auditors</u>	Chapter 5	<u>Audit and Supervisory Committee</u>
	<u>(Number of Corporate Auditors)</u>		(Deleted)
Article 28	<u>The Company shall have not more than five Corporate Auditors.</u>		(Deleted)
	<u>(Method of Election)</u>		(Deleted)
Article 29	(1) <u>Corporate Auditors shall be elected by a resolution of a general meeting of shareholders.</u> (2) <u>Resolutions on the election of Corporate Auditors shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.</u>		(Deleted)
	<u>(Term of Office)</u>		(Deleted)
Article 30	(1) <u>The term of office of a Corporate Auditor shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Corporate Auditor.</u> (2) <u>The term of office of a Corporate Auditor who is elected as the substitute for a Corporate Auditor who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Corporate Auditor was set to expire.</u>		(Deleted)

Current Articles of Incorporation	Proposed amendment
<u>(Full-time Corporate Auditors)</u>	(Deleted)
<u>Article 31</u>	
<u>The Board of Corporate Auditors shall appoint full-time Corporate Auditor(s) by its resolution.</u>	
(Convocation Notice of <u>Board of Corporate Auditors</u> Meetings)	(Convocation Notice of <u>Audit and Supervisory Committee</u> Meetings)
<u>Article 32</u>	<u>Article 29</u>
The convocation notice of a <u>Board of Corporate Auditors</u> meeting shall be dispatched to each <u>Corporate Auditor</u> at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.	(1) The convocation notice of an <u>Audit and Supervisory Committee</u> meeting shall be dispatched to each <u>Audit and Supervisory Committee Member</u> at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency.
(New)	(2) <u>With the consent of all Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without following the convening procedures.</u>
(Regulations of the <u>Board of Corporate Auditors</u>)	(Regulations of the <u>Audit and Supervisory Committee</u>)
<u>Article 33</u>	<u>Article 30</u>
Items concerning the <u>Board of Corporate Auditors</u> shall be in accordance with the <u>Regulations of the Board of Corporate Auditors</u> established by the <u>Board of Corporate Auditors</u> , in addition to laws and regulations and these Articles of Incorporation.	Items concerning the <u>Audit and Supervisory Committee</u> shall be in accordance with the <u>Regulations of the Audit and Supervisory Committee</u> established by the <u>Audit and Supervisory Committee</u> , in addition to laws and regulations and these Articles of Incorporation.
<u>(Remuneration, Etc.)</u>	(Deleted)
<u>Article 34</u>	
<u>The Remuneration, Etc. to Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</u>	
<u>(Exemption of Corporate Auditors From Liability)</u>	(Deleted)
<u>Article 35</u>	
(1) <u>Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Corporate Auditor (including a person who was formerly a Corporate Auditor) from liability for damages arising from neglecting assigned duties to the extent permitted by laws and regulations.</u>	
(2) <u>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Corporate Auditor, limiting liability for damages arising from neglecting assigned duties; provided, however, that the limit of liability under such agreement shall be as prescribed by laws and regulations.</u>	
Chapter 6 Accounting Auditor	Chapter 6 Accounting Auditor
Article <u>36</u> - Article <u>37</u> (Omitted)	Article <u>31</u> - Article <u>32</u> (Same)
(Remuneration, Etc.)	(Remuneration, Etc.)
<u>Article 38</u>	<u>Article 33</u>
Remuneration, Etc. of the Accounting Auditor shall be determined by Representative Director(s) with the consent of the <u>Board of Corporate Auditors</u> .	Remuneration, Etc. of the Accounting Auditor shall be determined by Representative Director(s) with the consent of the <u>Audit and Supervisory Committee</u> .
Chapter 7 Accounts	Chapter 7 Accounts
Article <u>39</u> - Article <u>42</u> (Omitted)	Article <u>34</u> - Article <u>37</u> (Same)

Current Articles of Incorporation	Proposed amendment
<p data-bbox="469 241 533 275">(New)</p> <p data-bbox="469 309 533 342">(New)</p>	<p data-bbox="1023 241 1278 275"><u>Supplementary Provisions</u></p> <p data-bbox="836 309 922 342"><u>Article 1</u></p> <p data-bbox="858 342 1463 586"><u>Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt a Corporate Auditor (including a person who was formerly a Corporate Auditor) from liability for damages arising from neglecting assigned duties in relation to actions prior to the conclusion of the 36th Annual General Meeting of Shareholders, to the extent permitted by laws and regulations.</u></p>

Proposal No. 3: Election of Nine Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation,” the Company will make the transition to a company with Audit and Supervisory Committee. In this regard, as the terms of office of all eight Directors will expire at the conclusion of this annual general meeting of shareholders pursuant to the provisions of Article 332, paragraph (7), item (i) of the Companies Act, the Company proposes the election of nine Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal), increasing the number of Directors by one to enhance the management system.

In addition, the resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yuzo Endo (January 21, 1978) Reelection	Nov. 2000 Joined GEO Corp. (currently GEO HOLDINGS Corp.) June 2004 Director Vice Manager of Office of the President at GEO HOLDINGS Corp. Nov. 2011 President and CEO at GEO HOLDINGS Corp. Apr. 2013 President / CEO and Corporate Officer at GEO HOLDINGS Corp. Apr. 2019 President Operating Officer / CEO at GEO HOLDINGS Corp. (to present)	540,000 shares
	Reasons for nomination as candidate for Director Yuzo Endo has extensive experience and broad insight as a manager, having worked in positions in charge of store operations such as area manager since joining the Company, and serving in positions such as in the Office of the President of the Company, Director in charge of administration, Representative Director of affiliated companies, and Representative Director of the Company. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated as part of the management team and therefore proposes his election.		
2	Yasushi Yoshikawa (September 28, 1965) Reelection	Apr. 1988 Joined A.V. STATION Corp. (currently GEO HOLDINGS Corp.) June 2000 Director / General Manager of Purchasing Division at GEO HOLDINGS Corp. June 2007 President and CEO at GEO HOLDINGS Corp. Jan. 2010 Director at GEO HOLDINGS Corp. June 2016 Senior Executive Director / Corporate Officer at GEO HOLDINGS Corp. Apr. 2019 Executive Director Senior Managing Operating Officer at GEO HOLDINGS Corp. (to present) Nov. 2019 President and CEO at GEO HONBU Corp. (currently GEO Corp.) (to present) (Significant concurrent positions outside the Company) President and CEO at GEO Corp.	58,600 shares
	Reasons for nomination as candidate for Director Yasushi Yoshikawa has extensive experience and broad insight in the business fields of the Company, having worked as a person in charge of purchasing, logistics, and store operations since joining the Company, from serving as store manager of our first store, and gained experience in positions such as Director and Representative Director. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated as part of the management team and therefore proposes his election.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Masaaki Kosaka (January 23, 1962) Reelection	Mar. 1984	Joined FamilyMart Co., Ltd.	1,000 shares
		May 2009	Executive Director Managing Operating Officer at FamilyMart Co., Ltd.	
Apr. 2018	Executive Director Senior Managing Operating Officer at POCKET CARD CO., LTD.			
Mar. 2019	Operating Officer at GEO HOLDINGS Corp.			
June 2019	Executive Director Senior Managing Operating Officer at GEO HOLDINGS Corp. (to present)			
Nov. 2019	Director at GEO HONBU Corp. (currently GEO Corp.) (to present)			
Reasons for nomination as candidate for Director Masaaki Kosaka has extensive experience and broad insight as a person in charge of management leadership and sales at other companies. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated as part of the management team and therefore proposes his election.				
4	Koji Kubo (November 20, 1971) Reelection	Oct. 1995	Joined FOR YOU Co., Ltd. (currently GEO HOLDINGS Corp.)	-
		May 2010	President and CEO at 2nd STREET Co., Ltd. (currently GEO HOLDINGS Corp.)	
Apr. 2013	Operating Officer at GEO HOLDINGS Corp.			
June 2016	Director / Corporate Officer at GEO HOLDINGS Corp.			
Apr. 2018	Executive Director / Corporate Officer at GEO HOLDINGS Corp.			
Apr. 2019	Executive Director Managing Operating Officer at GEO HOLDINGS Corp.			
Nov. 2019	Director at GEO HONBU Corp. (currently GEO Corp.) (to present)			
Apr. 2024	Executive Director Senior Managing Operating Officer at GEO HOLDINGS Corp. (to present)			
Reasons for nomination as candidate for Director Koji Kubo has extensive experience and broad insight, having worked as a person in charge in the Reuse Shop Operations Department and Development Department since joining the Company, and managing overseas business departments. In addition, he has led the overseas development of 2nd STREET in recent years, and as the Company continues to further develop Reuse and expand and promote overseas business, therefore the Company judges that he is qualified for the position of Director and proposes his election.				
5	Noriyuki Imai (November 17, 1968) Reelection	Aug. 1990	Joined GEO Milda Corp. (currently GEO HOLDINGS Corp.)	300 shares
		Mar. 2004	President and CEO at GEO GLOBAL Corp. (currently GEO HOLDINGS Corp.)	
Apr. 2005	President and CEO at GEO EVERY Corp. (currently GEO HOLDINGS Corp.)			
Nov. 2011	Operating Officer at GEO HOLDINGS Corp.			
June 2016	Director / Corporate Officer at GEO HOLDINGS Corp.			
Apr. 2018	Executive Director / Corporate Officer at GEO HOLDINGS Corp.			
Apr. 2019	Executive Director Managing Operating Officer at GEO HOLDINGS Corp. (to present)			
Nov. 2019	Director at GEO HONBU Corp. (currently GEO Corp.) (to present)			
Reasons for nomination as candidate for Director Noriyuki Imai has extensive experience and broad insight in the business fields of the Company, having worked as a person in charge in the Media Shop Operations Department, Office of the President, and Human Resources Management Department since joining the Company. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated and therefore proposes his election.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Yukimasa Murakami (November 3, 1968) Reelection	Apr. 1989 Joined Starling Co. Ltd. June 1993 Joined Miyadera Yoshikazu Tax Accountant Office June 1997 Joined Nozark International Inc. Mar. 1998 Joined STARNET Co., Ltd. Sept. 2002 Joined Index Co., Ltd. Nov. 2004 Director at Index Co., Ltd. Nov. 2007 Executive Director at Index Co., Ltd. Nov. 2013 Executive Director at ATLUS. CO., LTD. Aug. 2016 Joined GEO HOLDINGS Corp. Apr. 2018 Operating Officer at GEO HOLDINGS Corp. Apr. 2019 Senior Operating Officer at GEO HOLDINGS Corp. June 2023 Executive Director Managing Operating Officer at GEO HOLDINGS Corp. (to present)	3,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Yukimasa Murakami has extensive experience as a person in charge of accounting and finance in other companies and broad insight regarding international finance. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated in taking charge of finance, accounting, treasury, administrative, and other departments for the entire Group and therefore proposes his election.</p>	
7	Tsunehisa Ogino (April 17, 1963) Reelection	Sept. 1988 Joined Eiwa Audit Corporation (currently KPMG AZSA LLC) Sept. 1994 Joined Miyake Accounting Office Aug. 1997 Founded Ogino Certified Public Accountant Office (to present) June 2000 Representative Director at Y.K. Consulting Box (to present) Oct. 2011 Outside Director at GEO HOLDINGS Corp. (to present) Oct. 2019 Representative at OFFICE ICHIGO Tax Co. (to present)	500 shares
		<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Tsunehisa Ogino is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on his many years of experience and knowledge as an accounting specialist. The Company judges that he is qualified for the position of outside Director based on his sufficient contributions to the Company's efforts to ensure proper governance and therefore proposes his election.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Kana Yasuda (April 10, 1969) Reelection	<p>Oct. 1993 Joined Century Audit Corp. (currently Ernst & Young ShinNihon LLC.)</p> <p>Apr. 1997 Certified Public Accountants Registration</p> <p>Mar. 2000 Founder and Representative at Yasuda Accounting Firm (to present)</p> <p>Mar. 2004 Tax Accountant Registration</p> <p>Sept. 2009 Outside Corporate Auditor at SHINPO CO., LTD.</p> <p>May 2010 External Auditor at SUGI HOLDINGS CO., LTD. (to present)</p> <p>June 2016 Outside Director at GEO HOLDINGS Corp. (to present)</p> <p>June 2019 Outside Director at CHUO SPRING CO.,LTD. (to present)</p> <p>June 2020 Outside Director at KONDOTEC INC. (Audit & Supervisory Committee member) (to present)</p> <p>Sept. 2021 Outside Director at The Monogatari Corporation (to present)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative at Yasuda Accounting Firm</p> <p>External Auditor at SUGI HOLDINGS CO., LTD.</p> <p>Outside Director at CHUO SPRING CO.,LTD.</p> <p>Outside Director at KONDOTEC INC. (Audit & Supervisory Committee member)</p> <p>Outside Director at The Monogatari Corporation</p>	1,000 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Kana Yasuda is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on her many years of experience and knowledge as an accounting and tax specialist. The Company judges that she is qualified for the position of outside Director based on her sufficient contributions to the Company's efforts to ensure proper governance and therefore proposes her election. She has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>			
9	Yoko Horie (December 22, 1986) New election	<p>Apr. 2009 Joined KPMG AZSA & Co. (currently KPMG AZSA LLC)</p> <p>Apr. 2011 Certified Public Accountants Registration</p> <p>Jan. 2024 Founder and Representative at Yoko Horie Certified Public Accounting Firm (to present)</p> <p>Mar. 2024 Tax Accountant Registration</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative at Yoko Horie Certified Public Accounting Firm</p>	500 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Yoko Horie is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on her experience and knowledge as a finance and accounting specialist, which includes overseas assignments. The Company judges that she is qualified for the position of outside Director and therefore proposes her election. She has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. Of the candidates, Tsunehisa Ogino, Kana Yasuda and Yoko Horie are candidates for outside Director.
3. Tsunehisa Ogino and Kana Yasuda are currently outside Directors of the Company, and their terms of office as outside Directors will have been 12 years and nine months for Mr. Ogino, and eight years for Ms. Yasuda, respectively, at the conclusion of this meeting.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tsunehisa Ogino and Kana Yasuda to limit their liability for damages under Article 423, paragraph (1) of the same Act. If the reelection of Mr. Ogino and Ms. Yasuda is approved, the Company plans to renew the aforementioned agreements with them. If the election of Yoko Horie is approved, the Company plans to enter into the same limited liability agreement with her. Overview of the agreement is as follows:
- If a Director (excluding a person who is an executive director, etc.) is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act.
 - The above limitation of liability shall be applied only when the relevant Director (excluding a person who is an executive director, etc.) acted in good faith and without gross negligence in performing the duties that caused the liabilities.
5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages arising from corporate suits, third-party suits and shareholder derivative suits borne by an insured. Each candidate will be included

as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

6. The Company has submitted notification to Tokyo Stock Exchange that Tsunehisa Ogino and Kana Yasuda have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as independent officers to continue. Furthermore, Yoko Horie satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.

Proposal No. 4: Election of Three Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation,” the Company will make the transition to a company with Audit and Supervisory Committee. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members (Audit and Supervisory Committee Member; applicable to the rest of this proposal).

The resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company’s shares owned
1	Kazuo Sasano (March 21, 1948) New election	Apr. 1971 Joined the Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Ltd.)	40,000 shares
		Apr. 1987 Assistant General Manager of Tokyo Treasury Division at The Long-Term Credit Bank of Japan, Ltd.	
July 1996 Treasurer as Temporary Secondment at GEO Corp. (currently GEO HOLDINGS Corp.)			
June 1997 Executive Director and Finance Manager at GEO HOLDINGS Corp.			
June 2008 Full-time Corporate Auditor at GEO HOLDINGS Corp. (to present)			
Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member Kazuo Sasano has an extensive career and expert knowledge in financial institutions, and since joining the Company, he has worked as Finance Manager and Executive Director, as well as a full-time Corporate Auditor since June 2008. The Company judges that he is qualified for the position of Director who is an Audit & Supervisory Committee Member based on his extensive experience and his knowledge of general management and therefore proposes his election.			
2	Futoshi Komiyama (July 11, 1959) New election	Oct. 1984 Junior Accountant Registration, Joined Arthur Young & Company (currently Ernst & Young)	-
		Apr. 1989 Certified Public Accountants Registration	
July 1991 Founded Komiyama CPA Office			
Feb. 1994 Tax Accountant Registration			
Apr. 2002 Director at Horwoth Japan (currently Minato Trust Corp.)			
Sept. 2002 Founded Kashima Komiyama CPA office (to present)			
Oct. 2011 Director at GEO HOLDINGS Corp.			
June 2013 Corporate Auditor at GEO HOLDINGS Corp. (to present)			
(Significant concurrent positions outside the Company) Kashima Komiyama CPA office			
Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles Futoshi Komiyama has experience and broad insight as an accounting and tax expert. The Company judges that he can be expected to audit, supervise, and advise on business decisions and their execution from an objective and neutral standpoint and therefore proposes his election as outside Director who is an Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hiroyuki Ota (September 4, 1956) New election	<p>Apr. 1979 Joined National Police Agency</p> <p>Jan. 2001 General manager at Okinawa Prefectural Police</p> <p>Aug. 2002 Police Department Chubu Region Police Department General Administration Supervisory General Manager</p> <p>Aug. 2003 National Police Agency Police University Police Policy Research Center Director</p> <p>Aug. 2005 National Police Agency Criminal Bureau Criminal Planning Division Chief</p> <p>Aug. 2007 General manager at Hyogo prefectural police</p> <p>Apr. 2009 National Police Agency Police university special investigation executive training director</p> <p>Jan. 2010 Cabinet Office Minister's Secretariat</p> <p>May 2012 National Police Agency Tohoku district police station director</p> <p>June 2013 National Police Agency Police University President</p> <p>June 2014 Full-time Corporate Auditor at Central Japan Railway Company</p> <p>June 2019 Outside Corporate Auditor at GEO HOLDINGS Corp. (to present)</p> <p>July 2019 Managing director of All Japan Pachinko Game Business Cooperative Association (to present)</p> <p>(Significant concurrent positions outside the Company) Managing director of All Japan Pachinko Game Business Cooperative Association</p>	-
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Hiroyuki Ota has extensive experience and broad insight based on the important positions he has held in the National Police Agency. The Company judges that he can be expected to audit, supervise, and advise on business decisions and their execution from an objective and neutral standpoint and therefore proposes his election as outside Director who is an Audit and Supervisory Committee Member. He has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Of the candidates, Futoshi Komiyama and Hiroyuki Ota are candidates for outside Director. Futoshi Komiyama has also previously served as an officer (outside Director) who does not execute business for the Company.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with each candidate to limit their liability for damages under Article 423, paragraph (1) of the same Act. If the election of each candidate is approved, the Company plans to enter into the aforementioned agreement with each candidate. Overview of the agreement is as follows:
 - If a Director (excluding a person who is an executive director, etc.) is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act.
 - The above limitation of liability shall be applied only when the relevant Director (excluding a person who is an executive director, etc.) acted in good faith and without gross negligence in performing the duties that caused the liabilities.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages arising from corporate suits, third-party suits and shareholder derivative suits borne by an insured. Each candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 5. The Company has submitted notification to Tokyo Stock Exchange that Hiroyuki Ota has been designated as an independent officer as provided for by the aforementioned exchange. If his election is approved, the Company plans for his designation as an independent officer to continue. Furthermore, Futoshi Komiyama satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.

Proposal No. 5: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

Subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation,” the Company will make the transition to a company with Audit and Supervisory Committee. Therefore, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member (substitute Audit and Supervisory Committee Member; applicable to the rest of this proposal) to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for substitute Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company’s shares owned
Mayu Okumura (January 7, 1984)	Apr. 2014 Joined the courts (court staff)	-
	Dec. 2015 Registered as an attorney, joined NAGOYA CENTRAL LAW OFFICE	
	Apr. 2016 Counselor for external contact point (Contact point for whistleblowers) of companies (to present)	
	Apr. 2022 Counselor for contact point at Aichi Industry Promotion Organization (Aichi SME Assistance Center) (to present) (Significant concurrent positions outside the Company) NAGOYA CENTRAL LAW OFFICE	
<p>Reasons for nomination as candidate for substitute outside Director who is an Audit and Supervisory Committee Member and overview of expected roles Mayu Okumura has expert knowledge of corporate legal affairs and deep insight into corporate governance acquired through her work as an attorney. The Company judges that she can be expected audit, supervise and advise on increasing the soundness, transparency, and compliance of the Company’s management from an objective and neutral standpoint and therefore proposes her election as substitute outside Director who is an Audit and Supervisory Committee Member. She has never in the past been directly involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Mayu Okumura is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
 3. If Mayu Okumura assumes the office of outside Director who is an Audit and Supervisory Committee Member, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the same Act. Overview of the agreement is as follows:
 - If a Director (excluding a person who is an executive director, etc.) is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act.
 - The above limitation of liability shall be applied only when the relevant Director (excluding a person who is an executive director, etc.) acted in good faith and without gross negligence in performing the duties that caused the liabilities.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages arising from corporate suits, third-party suits and shareholder derivative suits borne by an insured. If Mayu Okumura assumes the office of outside Director who is an Audit and Supervisory Committee Member, she will be included as an insured in the policy.
 5. Mayu Okumura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange. If she assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.

Proposal No. 6: Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The amount of remuneration for Directors of the Company was resolved to be no more than 280 million yen per year at the 19th Annual General Meeting of Shareholders held on June 28, 2007 and that has continued to this day. However, the Company will make the transition to a company with Audit and Supervisory Committee, subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation.”

Therefore, in accordance with Article 361, paragraphs (1) and (2) of the Companies Act, the Company proposes to abolish the current limit of the abovementioned remuneration for Directors, and stipulate that the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be no more than 280 million yen per year (of which the remuneration amount for outside Directors shall be no more than 70 million yen per year. However, this does not include the employee salary for Directors who also serve as employees), taking into account various circumstances such as economic conditions. In addition, the Company proposes that the specific amount, payment period, and payment method, etc., for each Director (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by a resolution of the Board of Directors.

Furthermore, after the Company makes the transition to a company with Audit and Supervisory Committee, in accordance with Article 361, paragraph (7) of the Companies Act, the Company plans to determine a policy for determining the terms of individual remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members), etc. by a resolution of the Board of Directors, as set forth below. The terms of this proposal are consistent with the aforementioned policy that is planned to be determined, and the terms are judged to be appropriate.

There are currently eight Directors (of which two are outside Directors), however if Proposal No. 2 and Proposal No. 3 are approved and adopted in their original forms, there will be nine Directors (of which three are outside Directors) who will become eligible for payment of remuneration (excluding Directors who are Audit and Supervisory Committee Members) by a resolution based on this proposal.

In addition, the resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

Proposal No. 7: Determination of Amount of Remuneration as Share Options for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) and Other Terms Thereof

At the 21st Annual General Meeting of Shareholders held on June 26, 2009, for remuneration as share options for Directors of the Company, it was resolved that payments shall be limited to the number obtained by excluding the fair value per share acquisition right (rounded down to the nearest integer), with a total number of share acquisition rights issued within one year of the date of the annual general meeting of shareholders of 80 million yen, which is within the range of the 280 million yen per year amount that was resolved at the 19th Annual General Meeting of Shareholders held on June 28, 2007, and that has continued to this day. However, subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation,” the Company will make the transition to a company with Audit and Supervisory Committee.

Therefore, in accordance with Article 361, paragraphs (1) and (2) of the Companies Act, the Company proposes to abolish the current limit of the abovementioned remuneration as share options for Directors, and requests approval for the allotment of share acquisition rights as share remuneration-type share options within the scope of the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) requested for approval under Proposal No. 6 “Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members).”

Specifically, the Company will grant Directors who have been allocated share acquisition rights remuneration equal to the paid-in amount, and will acquire the share acquisition rights by offsetting the right to claim remuneration with the paid-in amount for the share acquisition rights. The amount of remuneration as share options will be the amount obtained by multiplying the fair value per one unit of share acquisition rights, calculated at the date of allotment of the share acquisition rights, by the total number of allotted share acquisition rights.

Furthermore, after the Company makes the transition to a company with Audit and Supervisory Committee, in accordance with Article 361, paragraph (7) of the Companies Act, the Company plans to determine a policy for determining the terms of individual remuneration for Directors by a resolution of the Board of Directors, as set forth below. The terms of this proposal are consistent with the aforementioned policy that is planned to be determined, and the terms are judged to be appropriate.

If Proposal No. 2 and Proposal No. 3 are approved and adopted in their original forms, there will be six Directors, excluding three outside Directors, who will become eligible for payment of remuneration by a resolution based on this proposal.

In addition, the resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

1. Reason for allotting Share Acquisition Rights as Remuneration for Directors

The Company’s remuneration system for Directors is linked to the Company’s performance and share value, and the Company allocates share remuneration-type share options for the purpose of increasing motivation and morale to continuously improve medium- to long-term business performance and improve corporate value, by not only sharing with our shareholders the benefits of rising share prices, but also the risks of falling share prices.

2. Terms of Share Acquisition Rights as Remuneration

(1) Type and Number of Shares for the Purpose of Share Acquisition Rights

The number of shares for the purpose of one share acquisition right (hereinafter referred to as “Number of Eligible Shares”) shall be one of the Company’s common shares.

In addition, if the Company carries out a split, gratis allotment, or consolidation of shares, etc. resulting in the abovementioned Number of Eligible Shares requiring an adjustment, then the Company may adjust the Number of Eligible Shares within a reasonable range.

- (2) **Total Number of Share Acquisition Rights**
The total number of share acquisition rights to be issued within one year of the date of the Company's annual general meeting of shareholders shall be limited to a value of 80 million yen per year, and limited to the number obtained by excluding the fair value per share acquisition right (rounded down to the nearest integer) calculated based on the Black–Scholes model, which incorporates various conditions, such as share prices of the Company on the date of allotment of share acquisition rights, share price fluctuation rates calculated using certain criteria, and the exercise period of share acquisition rights.
- (3) **Asset Value to be contributed upon the Exercise of Share Acquisition Rights**
The assets to be contributed upon the exercise of share acquisition rights shall be monetary, and the amount shall be calculated by multiplying the Number of Eligible Shares by 1 yen, which is the paid-in amount for each share that can be received by exercising share acquisition rights.
- (4) **Exercise Period for Share Acquisition Rights**
Within 30 years of the day following the day of allotment of share acquisition rights.
- (5) **Restrictions on the Acquisition of Share Acquisition Rights through Transfers**
The acquisition of share acquisition rights through transfer shall require approval from the Board of Directors.
- (6) **Provisions for Acquisition of Share Acquisition Rights**
- a. If share acquisition rights are allocated to a person who corresponds to any of the following matters, the Company shall acquire all allocated share acquisition rights free of charge. In this case, the Company may cancel the share acquisition rights acquired and held by the Company at any time free of charge.
 - (i) If a Director or Executive Officer of the Company is dismissed due to reasons attributable to the individual, such as breach of trust, and the Company's Board of Directors deems it inappropriate for them to continue holding share acquisition rights;
 - (ii) If the Company's Board of Directors deems it inappropriate for a person to continue holding share acquisition rights, in cases other than those stipulated in (i) above.
 - b. If a proposal for approval of a merger agreement, in which the Company becomes a consolidated company, is approved at the Company's General Meeting of Shareholders, or if a proposal for approval of a share exchange agreement or approval of a share transfer, in which the Company becomes a wholly owned subsidiary is approved at the Company's General Meeting of Shareholders, share acquisition rights that were not exercised within 15 days from the day following the approval date will be acquired by the Company the day following the day on which 15 days have passed. In this case, the Company may cancel the share acquisition rights acquired and held by the Company at any time free of charge.
- (7) **Conditions for Exercise of Share Acquisition Rights**
- a. A share acquisition rights holder may only exercise share acquisition rights for 10 days after the day following the day on which they cease to be a Director or Executive Officer of the Company.
 - b. Notwithstanding a. above, in the cases specified in (i) or (ii) below, a share acquisition rights holder may only exercise share acquisition rights within the periods specified in (i) and (ii), respectively.
 - (i) If a share acquisition rights holder has not reached the commencement date of the exercise period on or before one month prior to the day of the expiration of 30 years from the day after the day the share acquisition rights were allocated ("Final Day of Exercise Period"): From one month prior to the Final Day of Exercise Period until the Final Day of Exercise Period
(However, if this final day is not a business day, it will be until the previous business day).
 - (ii) If a proposal for approval of a merger agreement, in which the Company becomes a consolidated company, is approved at the Company's General Meeting of Shareholders, or if a proposal for approval of a share exchange agreement or approval of a share transfer, in which the Company becomes a wholly owned subsidiary is approved at the Company's General Meeting of Shareholders:
15 days from the day following the approval date
(However, if the final day of this period is not a business day, it will be the previous

business day).

- c. In the event of the death of a share acquisition rights holder, the successor will be entitled to exercise the share acquisition rights. The conditions for the exercise of share acquisition rights by such successors shall be as stipulated in the agreement in d. below.
 - d. Other conditions shall be stipulated in the “Allotment of Share Acquisition Rights Agreement” concluded between the Company and the holder of the share acquisition rights, pursuant to a resolution of the Board of Directors.
- (8) Other Terms of Share Acquisition Rights
- Other terms related to share acquisition rights shall be stipulated by the Board of Directors of the Company when the subscription matters for share acquisition rights are determined.

Proposal No. 8: Determination of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation,” the Company will make the transition to a company with Audit and Supervisory Committee.

Therefore, in accordance with Article 361, paragraphs (1) and (2) of the Companies Act, the Company proposes to stipulate that the amount of remuneration for Directors who are Audit and Supervisory Committee Members shall be no more than 70 million yen per year, taking into account various circumstances such as economic conditions. In addition, the Company proposes that the specific amount, payment period, and payment method, etc. for each Director who is an Audit and Supervisory Committee Member shall be determined through consultation with the Directors who are Audit and Supervisory Committee Members.

Furthermore, the terms of this proposal have been determined by the Board of Directors while giving consideration to a comprehensive range of factors including the Company’s business scale, the director compensation system and its payment standards, the current number of directors, and future trends, and they are judged to be appropriate.

If Proposal No. 2 and Proposal No. 4 are approved and adopted in their original forms, there will be three Directors who are Audit and Supervisory Committee Members who will become eligible for payment of remuneration by a resolution based on this proposal.

In addition, the resolution for this proposal shall only take effect after the approval and adoption of Proposal No. 2 “Amendment to the Articles of Incorporation” in its original form and the effective resolution of the amended Articles of Incorporation resulting from Proposal No. 2.

Reference Skills Matrix of each Director at the Conclusion of this Meeting

If each candidate for Director is elected in this meeting, the skills matrix will be as follows.

	Name		Sex		Expertise								
			Male	Fe-male	Management	Sales	Finance	IT	Labor affairs	Legal affairs	Global	Com.	Sus.
Director	Yuzo Endo		○		●	●	●	●					●
	Yasushi Yoshikawa		○		●	●			●	●		●	●
	Masaaki Kosaka		○		●	●		●	●		●		●
	Koji Kubo		○		●	●		●			●		●
	Noriyuki Imai		○		●	●		●	●				●
	Yukimasa Murakami		○				●				●		●
	Tsunehisa Ogino	Outside/Independent	○		●		●			●			●
	Kana Yasuda	Outside/Independent		○			●			●			●
	Yoko Horie	Outside/Independent		○			●				●		●
Director (Audit and Supervisory Committee Member)	Kazuo Sasano		○		●		●						●
	Futoshi Komiyama	Outside/Independent	○		●		●						●
	Hiroyuki Ota	Outside/Independent	○							●		●	●

Management: Corporate management

Sales: Sales and marketing

Finance: Finance and M&A

IT: IT and digital

Labor affairs: Labor affairs, personnel affairs and human resources development

Legal affairs: Legal affairs and risk management

Global: Global experience

Com.: Compliance

Sus.: Sustainability promotion

Reference Policy for determining the Terms of Individual Remuneration of Directors

If Proposal No. 2, Proposal No. 6 and Proposal No. 7 are approved and adopted, the Company plans to change the policies for determining the terms of individual remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company through resolution by the Board of Directors as follows.

a. Basic Remuneration Policy

Fixed monthly remuneration is determined based on position, responsibilities, and the number of years in office, while giving consideration to a comprehensive range of factors including other companies' standards, performance of the Company, and employee salary levels.

b. Performance-Linked Remuneration Policy

In order to raise awareness of improving business performance each fiscal year, the Company may provide an estimated 0.5% of profit attributable to the previous consolidated fiscal year to Directors, excluding outside Directors, as monetary remuneration reflecting performance indicators, subject to approval by the annual general meeting of shareholders.

c. Non-Monetary Remuneration Policy

As an incentive to improve medium- and long-term corporate value, the Company may grant share remuneration-type share options (share acquisition rights with an exercise price of 1 yen per share) to Directors, excluding outside Directors.

d. Remuneration Ratio Policy

Remuneration from shares shall be capped at an amount equivalent to 50% of basic remuneration. Regarding bonuses, the Company may provide an estimated 0.5% of profit attributable to each consolidated fiscal year without stipulating a ratio of basic remuneration.

The proportion of remuneration shall be reviewed annually by the Board of Directors, and will be set and changed as necessary, taking into account the remuneration standards for related industries and business categories with comparable business scales to the Company.

e. Matters regarding Delegation of Determination of Remuneration

Regarding individual remuneration for Directors, decisions regarding the amount of basic remuneration, the allocation of performance-linked bonuses, and the number of granted shares as remuneration, are delegated to the Representative Director President. However, in making such decisions, the Representative Director President shall consult with any of the Nominating or Remuneration Committees, including outside Directors, and shall respect their opinions.