This is a translation of the original Japanese release. The Japanese text shall prevail in case of any variance between this version and the Japanese text.

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Notice Regarding the Board of Directors' Opinion on a Shareholder Proposal

Tokyo, Japan – 21 November 2024 – BEENOS Inc. hereby announces that the Board of Directors, at its meeting held today, resolved to oppose a shareholder proposal (hereinafter referred to as "the Shareholder Proposal") submitted by two shareholders (hereinafter referred to as "the Proposing Shareholders") concerning an agenda item for the 25th Annual General Meeting of Shareholders scheduled for December 2024, as outlined below.

Notes

1.1 Proposing shareholder
Varecs Partners Limited

1.2 Shareholder Proposals
（1） Agenda
Appointment of two non-audit and supervisory committee Directors

（2） Proposal Details and Reasons
As outlined in Attachment 1. The content of the shareholder proposal has been transcribed verbatim from the submitting shareholder, with only formal adjustments.

1.3 Opinion of the Board of Directors
The Company's Board of Directors opposes this Shareholder Proposal.

[Reasons for opposition]
The Company intends to submit an agenda for the reappointment of four directors (excluding directors who are audit and supervisory committee members) at the Annual General Meeting of Shareholders. These directors possess sufficient knowledge and experience, with a well-balanced skillset that aligns with the Company's needs. In the context of expanding the Company’s global business, the speed of decision-making is critical. Under the current executive director structure, decisions are made promptly and are appropriately supervised by the Board of Directors. Therefore, the Company believes that its proposed composition of directors is optimal.

The Company has conducted interviews with Mr. Naya, a candidate proposed by the shareholder. While Mr. Naya has extensive experience in global companies, including Amazon Japan, and demonstrates certain insights, the Company already has multiple directors with substantial expertise in global business, operations, and investment. As such, the Company does not consider Mr. Naya's appointment necessary to complement the existing Board.

Additionally, Mr. Yasu, another candidate proposed by the shareholder, is the representative of Varecs Partners Limited, one of the proposing shareholders. His appointment raises concerns about potential bias toward the interests of specific shareholders, including himself, which may not align with the broader interests of the Company and its shareholders.

For these reasons, the Company opposes this shareholder proposal, as it believes the current structure of the Board of Directors is optimal and the appointment of the proposed candidates is unwarranted.

2.1 Proposing Shareholder

AVI JAPAN OPPORTUNITY TRUST PLC

2.2 Shareholder Proposals

（1） Agenda

① Partial Amendments to the Articles of Incorporation
② Appropriation of surplus
③ Acquisition of Treasury Stock
④ Revision of Compensation for Restricted Stock Awards for Directors (excluding Audit and Supervisory Committee Members and External Directors)

（2） Proposal Details and Reasons

As outlined in Attachment 2. The content of the shareholder proposal has been transcribed verbatim from the submitting shareholder, with only formal adjustments.

2.3 Opinion of the Board of Director

The Company's Board of Directors opposes this shareholder proposal (Items 1–4).

[Reasons for opposition]

① Partial Amendment to the Articles of Incorporation and ② Appropriation of Surplus

The Company believes that shareholder returns, including dividends, should be balanced with investments for medium- to long-term business growth and capital policy. The Board of Directors, which possesses a deep understanding of the business environment and competitive landscape, should retain the flexibility to make decisions that support sustained growth.

To enhance shareholder value, the Company seeks to maintain a stable stock price and encourage long-term shareholding. However, the Company's business is characterized by profit volatility due to fluctuations in investment income and expenses, contributing to stock price instability. To address this, the Company is focused on achieving stable consolidated profit growth through the steady expansion of its core businesses and controlled investment activities.

The Company has adopted a progressive dividend policy, providing returns even during periods of slow profit growth and increasing dividends during profitable periods. A new policy ensures a dividend payout ratio of at least 30%, along with a total return ratio of 70% or more, including share buybacks, to actively reward shareholders.

In pursuit of medium- to long-term growth, the Company is targeting consolidated operating profits of 5 billion yen (excluding investment income) by FY2028, driven by M&A and new business growth. This requires sustained investment in business expansion.

The shareholder proposal primarily seeks to increase the dividend payout ratio temporarily. This approach risks increasing stock price volatility and undermines the Company's current balanced strategy of stable growth and returns. As such, the Board opposes this proposal.

If this proposal is approved, the Company will need to revise its medium-term profit targets and shareholder return policies, as reconciling them with the proposal's content would be challenging.

③ Acquisition of Treasury Stock

The Company has established a policy targeting a total shareholder return ratio of 70% or more, aiming to balance growth investments with shareholder returns to support medium- to long-term growth. However, this proposal suggests a shareholder return exceeding a total return ratio of 100%, including a treasury stock acquisition of approximately 3 billion yen.

The Board of Directors considers this proposal lacking in medium- to long-term perspective and, therefore, opposes it. Additionally, as this proposal conflicts with the Company's announced medium-term profit targets and return policy, these targets and policies would need to be revised if the proposal were approved.

④ Revision of Compensation for Restricted Stock Awards for Directors (excluding Audit and Supervisory Committee Members and External Directors)

The Company has already incorporated restricted stock (RS) into its director compensation framework, with conditions linked to operating profit. This performance-based scheme ties executive directors' compensation directly to a key KPI, aligning their interests with those of general shareholders. The introduction of additional indicators such as TSR is deemed unnecessary.

Furthermore, the compensation system proposed by shareholders may fail to qualify for tax-deductible treatment under tax law, preventing the Company from realizing tax benefits. For these reasons, the Board of Directors opposes this proposal.

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Attachment 1: Details of the Proposal from Varecs Partners Limited

1. Purpose of the Shareholders' Meeting (Proposed Agenda)
Appointment of Two Non-Audit and Supervisory Committee Directors

2. Summary of the Proposal and Reasons

1. Proposal Summary
The following two individuals are proposed for appointment as non-audit and supervisory committee directors:

(1) Hiromitsu Naya (New Appointment) (External Director)
Date of birth: 11 October 1968
Career Summary and Major Concurrent Positions:
April 1991: Joined Nippon Telegraph and Telephone Corporation
February 2000: Joined BEA Systems, Inc.
April 2003: Joined Accenture Japan Ltd.
October 2005: Joined GE Consumer Finance Co., Ltd.
September 2006: Joined GE International Inc.
January 2010: Director of Operations, GE Japan Inc., GE Capital Japan
January 2012: Joined Amazon Japan G.K.
September 2015: Head of Japan Export and Import, Amazon Japan G.K.
June 2019: Joined OYO Hotels Japan G.K.
February 2020: Joined WeWork Japan G.K.
Number of Shares Held in the Company: 0

(2) Jiro Yasu (New Appointment) (External Director)
Date of birth: 20 April 1973
Career Summary and Major Concurrent Positions:
April 1996: Joined Daiwa Securities America Inc. (New York Office)
May 1998: Joined Arnhold and S. Bleichroeder (now First Eagle Investment Management, LLC) (New York Office)
April 2001: Senior Vice President, Arnhold and S. Bleichroeder
April 2005: Director, Juujiya Securities co.ltd. (New Business Development)
May 2006: CEO, Varecs Partners Limited (Current Position)
April 2012: Director, Juujiya Holdings, Inc.
December 2013: Director, FUJII SHUZOU Co., ltd. (Current Position)
September 2018: CEO, JWC Co., Ltd. (Current Position)
June 2021: CEO, Juujiya Holdings, Inc. (Current Position)
Number of Shares Held in the Company: 0

(Notes) 1. No special interests exist between the candidates and the Company.
2. Each candidate is a candidate for external director as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
3. Varecs Partners Limited, for which Jiro Yasu serves as representative director, holds 200 shares of the Company as of 21 October 2024, and has discretionary investment agreements with clients who collectively hold 1,280,300 shares of the Company. Varecs Partners Limited, and its clients hold less than 10% of the total voting rights, thus not qualifying as a major shareholder.
4. Each candidate meets the requirements for an independent officer as defined by the Tokyo Stock Exchange and has agreed to be reported as such if appointed.
5. The Company has entered into liability limitation agreements with its current external directors under Article 427, Paragraph 1 of the Companies Act, limiting damages under Article 423, Paragraph 1 of the same Act to the statutory minimum. The proposers request similar agreements for the candidates if appointed.
6. Jiro Yasuh's compensation as an external director is expected to be 1 yen per year.

7. The candidates' career summaries are current as of 21 October 2024.

2. Reasons for the Proposal

(1) Reasons for Proposing the Election of External Directors

The proposers value the recent growth of the Global Commerce business centered on Buyee but believe the Company's current stock price significantly undervalues its intrinsic corporate value. The main reasons are: (i) Lack of Transparency in New Business Investments, (ii) Lack of Transparency in Capital Allocation Policies and (iii) Insufficient Governance by External Directors.

Lack of Transparency in New Business Investments: For the fiscal year ending September 2023, the "E-commerce Business" segment achieved a profit of approximately 3.5 billion yen, while the "Other Businesses" segment recorded a loss of about 1 billion yen. This allocation of approximately 30% of core business profits to new business investments appears unrelated to the core business, with unclear exit criteria. This has led to mistrust in the capital markets and a stagnating stock price. While the proposers do not oppose new business investments, they believe such investments should follow clear rules, such as defined exit criteria and annual deficit caps.

Lack of Transparency in Capital Allocation Policies: The current policies, including shareholder returns, lack transparency, and the proposers advocate for a framework that aligns with capital market expectations.

Insufficient Governance by External Directors: While the proposers acknowledge the value of the Company's external directors, they believe there is room to strengthen governance regarding new business investments and capital allocation frameworks.

To address these issues, the proposers suggest appointing Hiromitsu Naya and Jiro Yasu as external directors.

(2) Reasons for appointing Mr. Hiromitsu Naya as a candidate for External Director

Mr. Naya has extensive experience in global companies such as GE and Amazon, providing him with insights into global-standard business operations and investment discipline. At Amazon, he served as Head of Japan Export and Import and was involved in establishing export businesses. His experience aligns closely with the Company's business and makes him a suitable candidate to provide relevant insights to the Board of Directors.

(3) Reasons for appointing Mr. Jiro Yasu as a candidate for External Director

Since co-founding the independent asset management firm Varecs Partners Limited in 2006, Mr. Yasu has served as a portfolio manager, engaging in long-term investments in mid-sized listed Japanese companies. He brings a wealth of experience in stock investment, enabling him to offer advice on best practices for governance, shareholder and capital market communication, and improving capital market recognition. Additionally, through discretionary investment accounts managed by Varecs Partners, approximately 10% of the Company's outstanding shares are held, demonstrating his strong incentive to enhance the Company's long-term corporate value. Based on these factors, the proposers believe Mr. Yasu is a suitable candidate for external director.

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Exhibit 2: Contents of Proposal from AVI JAPAN OPPORTUNITY TRUST PLC

1. Proposed Agenda

① Partial Amendments to the Articles of Incorporation

② Appropriation of surplus

③ Acquisition of Treasury Stock

④ Revision of Compensation for Restricted Stock Awards for Directors (excluding Audit and Supervisory Committee Members and External Directors)

2. Summary of the Proposal and Reasons

(1) Partial Amendments to the Articles of Incorporation

(i) Proposal Summary

The amendment to Article 41 of the Articles of Incorporation is proposed as follows, with underlined changes reflecting the revisions. Should other proposals (including those submitted by the Company) at this Annual General Meeting of Shareholders require formal adjustments to the provisions in this proposal (e.g., numbering corrections), the provisions herein shall be interpreted as adjusted accordingly.

This proposal is to be resolved before the proposals "(2) Appropriation of Surplus" and "(3) Acquisition of Treasury Stock" and shall take effect upon approval at this Annual General Meeting of Shareholders.

[Current Articles of Incorporation]

(Determination of Matters Related to Distribution of Surplus)

Article 41: The Company shall determine matters related to the distribution of surplus and those prescribed in each item of Article 459, Paragraph 1 of the Companies Act by resolution of the Board of Directors, except as otherwise provided by laws and regulations, without requiring a resolution of the General Meeting of Shareholders.

[Proposed Amendment]

(Determination of Matters Related to Distribution of Surplus)

Article 41: The Company may determine matters related to the distribution of surplus and those prescribed in each item of Article 459, Paragraph 1 of the Companies Act by resolution of the Board of Directors, except as otherwise provided by laws and regulations.

(ii) Reason for the proposal

Under the Companies Act, the authority to decide on the distribution of surplus is primarily vested in the General Meeting of Shareholders. However, the Company's current Articles of Incorporation delegate exclusive authority to the Board of Directors to determine dividends, eliminating discussions on this matter at the General Meeting of Shareholders. This approach removes a critical opportunity for the Board of Directors to gauge shareholder intentions and reflect them in its dividend policy.

According to a survey on shareholder meetings conducted from July 2022 to June 2023 ("2023 Shareholder Meeting White Paper – Toward the Implementation of the Electronic Provision System" by the Commercial Law Study Group, Shōji Hōmu Issue No. 2344, p. 37), only 208 out of 1,979 respondent listed companies (10.5%) exclusively delegated the authority to determine dividends to their Boards of Directors. This data shows that the Company's current approach is uncommon, as only about one-tenth of listed companies adopt such a policy.

To address this issue and provide the Board of Directors with the flexibility needed for capital policy during times of crisis, we propose amending the Articles of Incorporation to state: "The Company may determine matters related to the distribution of surplus and those prescribed in each item of Article 459, Paragraph 1 of the Companies Act by resolution of the Board of Directors, except as otherwise provided by laws and regulations."

This amendment allows for shared authority between the General Meeting of Shareholders and the Board of Directors regarding decisions on the distribution of surplus. The revision ensures a balanced approach that respects shareholder intentions while maintaining the flexibility needed for effective capital policy management.

(2) Appropriation of surplus

(i) Proposal Summary

Subject to the approval of the proposal "(1) Partial Amendment to the Articles of Incorporation," the disposal of surplus will proceed as follows. This proposal is made independently and in addition to any other proposal regarding the disposal of surplus submitted by any shareholder at this Annual General Meeting of Shareholders.

(a) Type of dividend property

Cash

(b) Amount of dividend per share

An amount equal to 128 yen per share, reduced by the per-share dividend amount determined by the Board of Directors under the current Article 41 of the Articles of Incorporation for the fiscal year ended September 30, 2024, by the date of this Annual General Meeting of Shareholders, and any per-share dividend amount approved in proposals regarding surplus disposal made by other shareholders at this Annual General Meeting of Shareholders.

(c) Allocation and Total Amount of Dividend Assets

The per-share dividend amount as described in (b) above will be allocated to each common share of the Company (excluding treasury shares). The total dividend amount will be calculated by multiplying the per-share dividend amount by the total number of issued and outstanding common shares as of September 30, 2024, excluding treasury shares.

(d) Effective Date of Dividend

The date of this Annual General Meeting of Shareholders

(e) Start Date of Dividend Payment

The day three weeks after the business day following the date of this Annual General Meeting of Shareholders.

(ii) Reason for the proposal

The company, in response to the Tokyo Stock Exchange's request to implement management practices that consider capital costs and stock prices, stated in its Corporate Governance Report dated May 8, 2024, that it aims to maintain financial soundness with a benchmark of "ROE of 10% or higher from a capital efficiency perspective." However, the company experiences significant fluctuations in consolidated net profit due to factors such as the sale of its incubation business and the Value Cycle segment. As a result, relying on "ROE of 10% or higher" as a metric tied to net profit lacks transparency in disclosing business objectives and may not provide meaningful guidance for investors and general shareholders.

Moreover, the company's mid-term consolidated operating profit target, excluding results from the incubation business, is set at 5 billion yen. Assuming an effective tax rate of approximately 30% and the absence of significant equity investment or foreign exchange losses, the estimated consolidated net profit excluding incubation business results is approximately 3.5 billion yen. Given the current level of shareholder equity, even without optimizing capital through measures such as share buybacks, a realistic mid-term ROE target should be at least 23.5%. This highlights the inadequacy of the company's current disclosure, which does not fully account for its business characteristics or align with its mid-term management objectives. As such, it does not fully meet the Tokyo Stock Exchange's intent to encourage disclosures that address capital costs and stock price awareness. Significant improvements are needed in this regard.

Additionally, according to the company's announcement titled "Notice Regarding the Resolution on Surplus Dividend" dated November 22, 2023, the company has identified "profit returns to shareholders through dividends as a critical management issue." With cash and deposits totaling 16.2 billion yen and its financial soundness already at a sufficiently high level, further accumulation of cash on the balance sheet is considered unnecessary. From the perspective of management practices that take into account capital costs and stock prices, as required by the Tokyo Stock Exchange, improving capital efficiency is clearly an urgent priority. Consequently, the company should establish and disclose a long-term shareholder return policy that sets a minimum standard for profit attributable to shareholders, after deducting investments in research and development, equipment, and human resources, at either a dividend payout ratio of 50% or a dividend on equity (DOE) of 10%, whichever is higher.

Furthermore, as disclosed in the most recent financial statement on August 6, 2024, the company's cash and deposits totaled 16.2 billion yen, representing more than half of its total assets and highlighting an imbalanced capital structure. Cash flow from operating activities, based on an extrapolation of the second-quarter financial report, is estimated to exceed an annualized scale of 4 billion yen, with expectations of further growth under the company's plans. In light of this, it is crucial to promptly improve the capital structure. Profits attributable to shareholders for the current period should not be allocated to the further accumulation of cash reserves, which would only deepen the inefficiency of the capital structure. Instead, these profits should be appropriately returned to shareholders.

The company's business and financial conditions remain sound, with interest-bearing debt below its cash and deposit levels, resulting in a "net cash" position. Growth investments—including employee returns, research and development, marketing, and existing business investments—are accounted for as costs prior to calculating profits attributable to shareholders. Even when considering options such as agile M&A activities, the current cash reserves exceeding 10 billion yen, combined with the company's borrowing capacity, are sufficient to meet such needs. Furthermore, the company's undervalued corporate value, reflected by its net cash, securities holdings, and the market valuation of its incubation business, suggests that identifying M&A opportunities capable of yielding earnings per share increases exceeding the benefits of share buybacks would be difficult. The proposer asserts that while making necessary and sufficient business investments to sustain long-term corporate value growth is crucial, any surplus resources should be returned to shareholders on an ad-hoc basis. Additionally, the lack of disclosed medium- to long-term investment policies or capital strategies through mid-term business plans leads shareholders and investors to perceive an absence of a robust pipeline for M&A or other projects capable of delivering returns significantly exceeding the company's capital cost, such as achieving ROE of 20% or higher.

The proposer expects the company to take immediate action to enhance its undervalued corporate value by allocating an appropriate portion of profits attributable to shareholders toward shareholder returns. Furthermore, the proposer calls on the company to make an early commitment to future capital policies, investment strategies, and sustainable medium- to long-term shareholder return policies that align with its mid-term business plans. Such commitments would not only reward shareholders, including the proposer, who have supported the company despite the share price declining to levels like 1,200 yen, but also reaffirm the company's commitment to meeting long-term shareholder expectations.

In light of the above, the proposer suggests implementing a year-end dividend of 128 yen per share for the fiscal year ending September 2024, resulting in a consolidated dividend payout ratio of 100%. If the Board of Directors determines the disposition of retained earnings (including any planned disposition) for the fiscal year under the current provisions of Article 41 of the Articles of Incorporation, or if a separate shareholder proposal for retained earnings disposition is approved at the upcoming general meeting, the proposed year-end dividend would be adjusted to ensure the total dividend per share equals 128 yen. The total year-end dividend for the fiscal year ending September 2024 would be calculated by multiplying the dividend per share by the total number of issued shares as of September 30, 2024 (excluding treasury shares).

(3) Acquisition of Treasury Stock

(i) Proposal Summary

Subject to the approval of Proposal "(1) Partial Amendment to the Articles of Incorporation," and in accordance with Article 156, Paragraph 1 of the Companies Act, the company shall, within one year from the date of this Annual General Meeting, acquire up to 1,500,000 shares of its common stock at a total acquisition cost of 3 billion yen. However, if the maximum permissible acquisition amount under the Companies Act (the "distributable amount" as defined in Article 461 of the Companies Act) is less than this amount, the acquisition will be limited to the permissible amount under the Companies Act.

(ii) Reason for the proposal

The current market stock price of our company remains stagnant. However, with cash and cash equivalents amounting to approximately 16.2 billion yen as of the end of June 2024, significantly exceeding interest-bearing liabilities of 4.2 billion yen, it is possible to improve capital efficiency, enhance corporate value, and ultimately increase the common interests of shareholders through the acquisition of treasury stock.

The company has previously undertaken treasury stock acquisitions as part of shareholder return measures, aligning with a proactive capital policy. This proposal is consistent with those past efforts.

Specifically, this year, the company sold shares of Defactostandard,Ltd. and JOYLAB Co., Ltd. to AUCNET INC. for a transfer value of 2.9 billion yen. This presents a suitable opportunity to enhance capital efficiency through the acquisition of treasury stock.

Thus, the proposer recommends implementing a treasury stock acquisition within one year of this Annual General Meeting, up to a maximum of 1,500,000 shares at a total acquisition cost not exceeding 3 billion yen.

Should the disposition of surplus funds be carried out based on Proposal "(2) Disposition of Surplus Funds," the total shareholder return ratio for the current fiscal year would exceed 100%. However, as noted above, special gains have been recorded, and no impact on the company's financial soundness or capacity for future growth investments is anticipated.

(4) Revision of Compensation for Restricted Stock Awards for Directors (excluding Audit and Supervisory Committee Members and External Directors)

(i) Proposal Summary

At the 17th Annual General Meeting of Shareholders held on December 15, 2016, the company approved the introduction of a restricted stock compensation system (hereinafter referred to as the "Stock Compensation Plan") for directors (excluding directors who are Audit and Supervisory Committee members and outside directors, hereinafter referred to as the "Eligible Directors"), which operates separately from the existing compensation framework. Furthermore, at the 20th Annual General Meeting of Shareholders held on December 20, 2019, the following were approved: (1) Monetary Compensation Claims: Under the Stock Compensation Plan, monetary compensation claims of up to 200 million yen annually may be provided to directors as consideration for contributions in kind related to the issuance of restricted stock; (2) Restriction Period: The restriction period shall be determined by the Board of Directors and be within one to five years, or until the resignation or retirement date from the position specified by the Board of Directors, starting from the date of the restricted stock allocation; (3) Conditions for Lifting Restrictions: (i) Maintaining a position specified by the Board of Directors during the service provision period determined by the Board. (ii) If the Eligible Director resigns or retires before the service provision period ends, there must be a reason deemed legitimate by the Board of Directors. This plan, as amended, is referred to as the "Revised Stock Compensation Plan."

The company now proposes to revise the Revised Stock Compensation Plan by incorporating the following evaluation system (hereinafter referred to as the "Evaluation System").

[Evaluation System]

The initial evaluation period for the revised stock compensation system will span three fiscal years, from the fiscal year ending September 30, 2025, to the fiscal year ending September 30, 2027. Following this, each fiscal year will have a rolling three-year evaluation period, including the relevant fiscal year.

The number of ordinary shares of the company to be granted to the Eligible Directors ("Granted Shares") after the conclusion of the evaluation period under the Evaluation System will be calculated as follows: (i) Base Share Count: The base number of shares assigned to the Eligible Director based on their position, as determined by the Board of Directors; (ii) Performance Target Achievement Level: The extent to which the Total Shareholder Return (TSR) during the evaluation period meets the defined performance target.

The Granted Shares will be determined using the formula:

Granted Shares = Base Share Count × Performance Target Achievement Level

・Base Share Count: The number of shares determined by the Board of Directors based on the Eligible Director's position.

・Performance Target Achievement Level: Calculated as TSR (%) at the end of the evaluation period ÷ 200 (%).

*If the TSR exceeds 200%, the Performance Target Achievement Level is capped at 200%.

・Calculation of TSR: TSR = (A + B) / C (%)

A: Closing price of the company's ordinary shares on the Tokyo Stock Exchange on the last trading day of the evaluation period (or the most recent trading day prior if no trade occurred on that day).

B: Cumulative dividend per share for the company's ordinary shares during the evaluation period.

C: Closing price of the company's ordinary shares on the Tokyo Stock Exchange on the last trading day before the start of the evaluation period (or the most recent trading day prior if no trades occurred on that day).

(ii) Reason for the proposal

According to the company's 24th Securities Report, the criteria for determining the base amount under the equity compensation plan are described only as being "set according to responsibilities and other factors."

The Financial Services Agency's Good Practices for Disclosure of Narrative Information 2021 emphasizes the benefits of adopting KPIs such as Total Shareholder Return (TSR) or Earnings Per Share (EPS) to enhance alignment with investors and recommends disclosing these specifics. Additionally, the proportion of listed companies incorporating TSR as a metric for determining long-term executive compensation has been growing. As of 2023, 29% of major Japanese listed companies (among the top 100 firms) use TSR as a metric, marking a 5-point increase from the previous year (Nikkei, "Executive Pay 'Shareholder-Oriented': TSR Adoption Expands to 30%," May 21, 2024).

Given this trend, we propose that the company adopt TSR as a metric for its restricted stock compensation plan to strengthen value alignment between management and shareholders.

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