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Securities code: 3612

May 12, 2026

To Shareholders:

Nobuteru Suzuki,
Representative Director of the Board
President and Executive Officer
World Co., Ltd.
6-8-1, Minatojima-Nakamachi, Chuo-
ku, Kobe

Notice of the 68th Ordinary General Meeting of Shareholders

We hereby announce the 68th Ordinary General Meeting of Shareholders of World Co., Ltd. (the “Company”) to be held as described below.

In convening this general meeting of shareholders, the Company has taken measures to provide information that constitutes the content of reference documents for the general meeting of shareholders (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either website to view the information.

The Company’s website:

<https://corp.world.co.jp/ir/stock/meeting/> (in Japanese)

Website for informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3612/teiji/> (in Japanese)

If you do not attend the meeting, you can exercise your voting rights via the internet, etc. or in writing (by mail). In this case, please review the reference documents for the general meeting of shareholders and exercise your voting rights **by 5:00 p.m. on Wednesday, May 27, 2026 (JST)**.

1. **Date and Time:** Thursday, May 28, 2026, at 10:00 a.m. (JST) (The venue will be opened at 9:00 a.m.)

2. **Place:** 26th floor, WORLD Kobe Head Office Bldg.
6-8-1, Minatojima-Nakamachi, Chuo-ku, Kobe

3. Purpose of the Meeting:

Matters to be reported:

1. Report on the Business Report and Consolidated Financial Statements for the 68th fiscal year (from March 1, 2025 to February 28, 2026), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Committee
2. Report on the Non-consolidated Financial Statements for the 68th fiscal year (from March 1, 2025 to February 28, 2026)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Reduction of the Amount of Legal Capital Surplus |
| Proposal No. 3 | Amendment to the Articles of Incorporation |
| Proposal No. 4 | Election of Six Members of the Board (Excluding Members of Audit & Supervisory Committee) |
| Proposal No. 5 | Election of One Substitute Member of the Board Who Is a Member of Audit & Supervisory Committee |
| Proposal No. 6 | Revision of Compensation in Connection With the Introduction of Performance Restricted Share Unit Plan for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and Outside Members of the Board) |
| Proposal No. 7 | Revision of the Details of Compensation for Granting Restricted Shares for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and Outside Members of the Board) |

4. Matters Decided in Connection With This Convocation (Information on Exercise of Voting Rights)

- (1) If you exercise your voting rights in writing (by mail) and there is no indication of approval or disapproval of a proposal in the voting form, it shall be deemed a vote of approval for the proposal.
- (2) If you exercise your voting rights more than once via the internet, etc., the most recent vote will be treated as valid.
- (3) If you exercise your voting rights both via the internet, etc. and in writing (by mail), the vote made through the internet, etc. will be treated as valid, regardless of the date and time they were received.

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- When attending the meeting in person, please submit the voting rights exercise form at the reception desk.
 - 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 each of the aforementioned websites.
 - We are sending the paper-based documents including matters subject to measures for electronic provision to shareholders who have requested delivery of paper-based documents. However, pursuant to the provisions of applicable laws and regulations and the Company's Articles of Incorporation, these documents do not contain the following matters. The financial auditor and the Audit & Supervisory Committee have audited the documents subject to audit, including the following matters.

| | |
|--|--|
| Consolidated Financial Statements: | Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements |
| Non-consolidated Financial Statements: | Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements |
 - The results of the resolution of this general meeting of shareholders will be posted on the Company's website (<https://corp.world.co.jp/ir/stock/meeting/>) (in Japanese) after the conclusion of the meeting and will not be sent in writing.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

Year-end dividends

The Company has the basic policy of determining the dividend amount after comprehensively considering the enhancement of internal reserves for future business development and distribution of profits to shareholders based on the Group's business performance. In accordance with this policy, the Company proposes year-end dividends for the 68th 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 ¥60 per ordinary share of the Company.
In this event, the total dividends will be ¥2,183,686,200.

(Note) The Company conducted a share split at a ratio of two shares for every one ordinary share, with an effective date of March 1, 2026. With respect to the year-end dividends for the 68th fiscal year, as the record date is February 28, 2026, the dividend will be paid based on the number of shares prior to the implementation of the above-mentioned share split.

- (3) Effective date of dividends of surplus
The effective date of dividends will be May 29, 2026.

Proposal No. 2 Reduction of the Amount of Legal Capital Surplus

1. Reasons for the reduction of the amount of legal capital surplus

The Company implemented a share exchange with an effective date of March 1, 2026, whereby the Company became the wholly owning parent company and Right-on Co., Ltd., a consolidated subsidiary of the Company, became the wholly owned subsidiary (the “Share Exchange”).

In order to enable the flexible execution of the Company’s capital policy following the Share Exchange, the Company proposes, pursuant to the provisions of Article 448, paragraph (1) of the Companies Act, to reduce the amount of legal capital surplus and transfer to other capital surplus.

2. Details of the reduction of the amount of legal capital surplus

(1) Amount of legal capital surplus to be reduced

The Company will reduce the entire amount of the increase in legal capital surplus of ¥5,650,649,862 resulting from the Share Exchange, and transfer the entire amount of such reduction to other capital surplus.

(2) Effective date of reduction of the amount of legal capital surplus

August 31, 2026 (planned)

Proposal No. 3 Amendment to the Articles of Incorporation

1. Reasons for the proposal

For the purpose of improving convenience in the trading of shares by shareholders holding shares less than one share unit, in order to introduce a system for additional purchases of shares that are less than one unit as provided for in Article 194, paragraph (1) of the Companies Act, the Company will newly establish Article 9 of the Articles of Incorporation and partially amend the provisions of Article 8 of the existing Articles of Incorporation accordingly.

2. Details of the amendment

The details of the amendment are as follows:

(Amendments are underlined.)

| Existing Articles of Incorporation | Proposed amendment |
|--|---|
| <p>(Rights Concerning Shares Less Than One Share Unit)</p> <p>Article 8</p> <p>Shareholders of the Company may not exercise any rights other than the following rights with respect to the shares less than one share unit held by them.</p> <p>(1) Rights set forth in each item of Article 189, paragraph (2) of the Companies Act</p> <p>(2) Rights to make a request pursuant to the provisions of Article 166, paragraph (1) of the Companies Act</p> <p>(3) Rights to receive an allotment of shares for subscription and share acquisition rights for subscription in accordance with the number of shares held by the shareholder</p> <p style="text-align: right;">(Newly established)</p> <p style="text-align: right;">(Newly established)</p> <p>Article <u>9</u> - Article <u>15</u>(Omitted)</p> <p>(Mutatis mutandis provision)</p> <p>Article <u>15</u>-2</p> <p>The provisions of Articles <u>13</u> and <u>15</u> shall apply, mutatis mutandis, to General Meetings of Class Shareholders.</p> <p>Article <u>16</u> - Article <u>32</u> (Omitted)</p> | <p>(Rights Concerning Shares Less Than One Share Unit)</p> <p>Article 8</p> <p>Shareholders of the Company may not exercise any rights other than the following rights with respect to the shares less than one share unit held by them.</p> <p>(1) Rights set forth in each item of Article 189, paragraph (2) of the Companies Act</p> <p>(2) Rights to make a request pursuant to the provisions of Article 166, paragraph (1) of the Companies Act</p> <p>(3) Rights to receive an allotment of shares for subscription and share acquisition rights for subscription in accordance with the number of shares held by the shareholder</p> <p>(4) <u>Rights to make a request as provided for in the following Article</u></p> <p><u>(Request for Sale of Shares Less Than One Share Unit)</u></p> <p><u>Article 9</u></p> <p><u>Shareholders holding shares less than one share unit of the Company may request the Company to sell such number of shares that, when added to the number of shares less than one share unit held by them, will constitute one share unit. However, this shall not apply when the Company does not hold treasury shares in the number of shares less than one share unit to sell.</u></p> <p>Article <u>10</u> - Article <u>16</u> (Unchanged)</p> <p>(Mutatis mutandis provision)</p> <p>Article <u>16</u>-2</p> <p>The provisions of Articles <u>14</u> and <u>16</u> shall apply, mutatis mutandis, to General Meetings of Class Shareholders.</p> <p>Article <u>17</u> - Article <u>33</u> (Unchanged)</p> |

Proposal No. 4 Election of Six Members of the Board (Excluding Members of Audit & Supervisory Committee)

The terms of office of all six Members of the Board (excluding Members of Audit & Supervisory Committee; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting. Accordingly, with endorsement from the voluntary nomination and compensation committee, the Company proposes the election of six Members of the Board as follows based on the determination of the Board of Directors.

The Audit & Supervisory Committee has reviewed this proposal and has concluded that the nomination process was properly completed and that all candidates are well qualified.

The candidates for Members of the Board are as follows:

| Candidate No. | Name | | Current position and responsibilities in the Company | Attendance at Board of Directors meetings |
|---------------|---------------------|---|--|---|
| 1 | Nobuteru Suzuki | <u>Reelection</u> | Representative Director of the Board President and Executive Officer Senior Manager of the Corporate Strategy Division | 14/14 (100%) |
| 2 | Keiichi Nakabayashi | <u>Reelection</u> | Member of the Board Executive Vice President and Executive Officer | 14/14 (100%) |
| 3 | Mitsuyoshi Hatasaki | <u>Reelection</u> | Member of the Board | 14/14 (100%) |
| 4 | Hidehiko Aoki | <u>Reelection</u> <u>Outside</u> <u>Independent</u> | Member of the Board Chairman of the Board of Directors | 14/14 (100%) |
| 5 | Hayuru Tsutsumi | <u>Reelection</u> <u>Outside</u> <u>Independent</u> | Member of the Board | 14/14 (100%) |
| 6 | Ryo Oishi | <u>Reelection</u> <u>Outside</u> <u>Independent</u> | Member of the Board | 10/11 (91%) |

The career summary, etc. of each candidate is as follows.

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|---|---|--|
| 1 | <p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Nobuteru Suzuki (August 23, 1974)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 14/14 (100%)</p> <p style="text-align: center;">Number of the Company's shares owned 613,061 shares</p> | <p>Mar. 1999 Joined Andersen Consulting Co., Ltd. (currently Accenture Japan Ltd)</p> <p>Sept. 2004 Joined Roland Berger Ltd.</p> <p>May 2010 Joined Enterprise Turnaround Initiative Corporation of Japan</p> <p>Feb. 2012 Joined The Boston Consulting Group K.K.</p> <p>Sept. 2012 Joined the Company</p> <p>June 2014 Executive Officer, Executive General Manager of SPARCS Promotion Division</p> <p>Apr. 2015 Managing Executive Officer, Executive General Manager of Structural Reform Headquarters</p> <p>Oct. 2015 Managing Executive Officer, Executive General Manager of Structural Reform Headquarters, Executive General Manager of International Headquarters</p> <p>Apr. 2017 Senior Managing Executive Officer, Responsible for Group Planning Headquarters and D-GROWTH Strategy Headquarters</p> <p>Apr. 2018 Senior Managing Executive Officer, Supervising the Group strategies, Responsible for Group Planning Headquarters and D-GROWTH Strategy Headquarters</p> <p>June 2020 Representative Director of the Board, President and Executive Officer (current position)</p> <p>Sept. 2025 Senior Manager of the Corporate Strategy Division (current position)</p> |
| <p>Reasons for nomination as candidate for Member of the Board</p> <p>After joining the Company, Nobuteru Suzuki has consistently delivered achievements as a core member of the executive team through developing and implementing corporate strategies. His extensive insights align with the Group's strategies, and he decisively demonstrated leadership in implementing the structural reform to date. To enhance the Group's status as a cutting-edge company that meets our customers' expectations and contributes to the fashion industry, we request his reelection as a Member of the Board of the Company.</p> | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|---|---|---|
| 2 | <p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Keiichi Nakabayashi (November 23, 1971)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 14/14 (100%)</p> <p style="text-align: center;">Number of the Company's shares owned 631,894 shares</p> | <p>Apr. 1995 Joined Kankaku Research Institute Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>Oct. 1997 Joined SBC Warburg Japan Ltd. (currently UBS Securities Japan Co., Ltd.)</p> <p>July 2003 Joined Industrial Revitalization Corporation of Japan</p> <p>Jan. 2007 Joined Frontier Management Inc. as Executive Officer</p> <p>Nov. 2011 Managing Executive Officer</p> <p>July 2013 Joined the Company as Executive Officer, Deputy Executive General Manager of Corporate Management Headquarters</p> <p>Dec. 2013 Executive Officer, Executive General Manager of Corporate Management Headquarters</p> <p>Apr. 2015 Managing Executive Officer, Executive General Manager of Corporate Platform Headquarters</p> <p>Apr. 2017 Managing Executive Officer, Executive General Manager of Group Support Headquarters</p> <p>Apr. 2018 Managing Executive Officer, Supervising the Group financing, Responsible for Group Support Headquarters, Joint Representative of World Investment Network Co., Ltd.</p> <p>June 2020 Executive Vice President and Executive Officer, Joint Representative of World Investment Network Co., Ltd.</p> <p>May 2024 Member of the Board, Executive Vice President and Executive Officer (current position) Joint Representative of World Investment Network Co., Ltd. Director of NARUMIYA INTERNATIONAL Co., Ltd.</p> |
| <p>Reasons for nomination as candidate for Member of the Board</p> <p>Since joining the Company, Keiichi Nakabayashi has consistently delivered achievements as a core member of the executive team, primarily through developing and implementing financial strategies. Mr. Nakabayashi has demonstrated strong leadership in driving financial and capital strategies, as well as in executing strategic M&A and investment initiatives, leveraging his extensive experience as a financial analyst and turnaround professional to ensure effective execution in these areas. We propose his reelection as a Member of the Board of the Company in the belief that his continued contributions will facilitate the Group's efforts to elevate the satisfaction of all stakeholders, including shareholders, financial institutions, business partners, and employees, and to enhance our corporate value as a cutting-edge company.</p> | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|--|--|---|
| 3 | <div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Mitsuyoshi Hatasaki (February 4, 1963) Attendance at Board of Directors meetings 14/14 (100%) Number of the Company's shares owned 481,975 shares | Mar. 1987 Joined former World Co., Ltd. June 1991 Member of the Board June 1996 Senior Managing Member of the Board, Executive General Manager of Human Resources Headquarters June 1999 Executive Officer, Head of Second Generation Middlemix Group June 2002 WEL, Head of Sport Casual Group Apr. 2008 WEL, Department Manager of Corporate Strategy Department of the Company June 2013 Executive Officer, Deputy Executive General Manager of Corporate Support Headquarters June 2017 Member of the Board (current position) |
| <p>Reasons for nomination as candidate for Member of the Board</p> <p>Mitsuyoshi Hatasaki has diverse and ample experience in the Company's business, human resources affairs, and administration; has held multiple posts in various organizations as part of his engagement and interactions with external parties such as industry associations and developers; and has built a wide network of contacts. We believe that he will contribute to the development of the Group and the fashion industry and request his reelection as a Member of the Board of the Company.</p> | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|--|---|---|
| 4 | <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Independent</div> <p>Hidehiko Aoki (March 5, 1967)</p> <p>Attendance at Board of Directors meetings 14/14 (100%)</p> <p>Number of the Company's shares owned 1,374 shares</p> <p>Tenure as outside Member of the Board 2 years and 11 months</p> | <p>Apr. 1989 Joined Nomura Research Institute, Ltd., assigned to Investment Research Department</p> <p>Jan. 1997 Seconded to Research Department of U.S. Nomura Securities International, Inc.</p> <p>July 2000 Joined Goldman Sachs Japan Co., Ltd. Vice President of Research Department, Tokyo Branch</p> <p>July 2005 Joined Merrill Lynch Japan Securities Co., Ltd. (currently BofA Securities Japan Co., Ltd.) Managing Director of Research Department</p> <p>Sept. 2017 Joined Nomura Securities Co., Ltd. Managing Director of Equity Research Department</p> <p>Sept. 2020 Professor of Department of Management of Technology, Tokyo University of Science, Graduate School of Management (current position)</p> <p>Dec. 2021 Outside Director of KATO SANGYO CO., LTD. (current position)</p> <p>Aug. 2022 Outside Director of Butsuruyakumei Co., Ltd. (current position)</p> <p>June 2023 Outside Member of the Board of the Company (current position)</p> <p>May 2024 Chairman of the Board of Directors (Non-executive Director and Chair)</p> <p>May 2025 Chairman of the Board of Directors (current position)</p> |
| <p>Reasons for nomination as candidate for outside Member of the Board and expected roles</p> <p>Hidehiko Aoki has amassed extensive experience as a securities analyst specialized in the retail and distribution industries both in Japan and internationally. He also has served as an outside officer for a listed company and possesses expertise in the Company's industry as well as experience in operations in the capital market. We expect Mr. Aoki to provide advice and supervision to the Company's management and contribute to the enhancement of its corporate value by utilizing his wealth of experience and insights. Therefore, we request his reelection as an outside Member of the Board of the Company.</p> | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|---|---|---|
| 5 | <p style="text-align: center;"> Reelection Outside Independent </p> <p style="text-align: center;">Hayuru Tsutsumi (February 25, 1962)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 14/14 (100%)</p> <p style="text-align: center;">Number of the Company's shares owned 1,050 shares</p> <p style="text-align: center;">Tenure as outside Member of the Board 2 years</p> | <p>Jan. 1987 Joined BRITISH CALEDONIAN AIRWAYS LIMITED</p> <p>Apr. 1988 Joined BRITISH AIRWAYS PLC</p> <p>Sept. 1997 Joined Skymark Airlines Inc.</p> <p>Sept. 1998 Joined ALC EDUCATION INC.</p> <p>Sept. 2002 Joined NIHON L'ORÉAL K.K.</p> <p>Mar. 2007 Joined Recruit Executive Agent Co., Ltd.</p> <p>Nov. 2012 Representative Director of Hayuru Corporation Co., Ltd.</p> <p>May 2014 Outside Director of LIFE CORPORATION</p> <p>Aug. 2020 Representative of OFFICE HAYURU (current position)</p> <p>May 2021 Auditor of Incorporated Educational Institutions, Osaka Jogakuin (current position)</p> <p>May 2024 Outside Member of the Board of the Company (current position)</p> |
| <p>Reasons for nomination as candidate for outside Member of the Board and expected roles</p> <p>Besides her experience in organization and talent development and organizational management in various industries, Hayuru Tsutsumi has a proven track record in corporate management and previous role as outside director for a listed company. We expect Ms. Tsutsumi to play an adequate role in providing appropriate advice to the Company's management, supervising business execution, and more. Therefore, we request her reelection as an outside Member of the Board of the Company.</p> | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company | |
|---|---|--|--|
| 6 | <p style="text-align: center;"> Reelection Outside Independent </p> <p style="text-align: center;">Ryo Oishi (July 20, 1973)</p> <p style="text-align: center;">Attendance at Board of Directors meetings 10/11 (91%)</p> <p style="text-align: center;">Number of the Company's shares owned 2,813 shares</p> <p style="text-align: center;">Tenure as outside Member of the Board 1 year</p> | Apr. 1996 | Joined Marubeni Corporation |
| | | Dec. 2000 | Representative Director of Web Senka Limited (currently Serverworks Co., Ltd.) |
| | | May 2014 | Outside Director of Sky365 Co., Ltd. |
| | | Dec. 2018 | Representative Director, President of Serverworks Co., Ltd. |
| | | Dec. 2019 | Director of BS Asset Management Co., Ltd. (current position) |
| | | Mar. 2024 | Representative Director, President and Executive Officer of Serverworks Co., Ltd. (current position) |
| | | Mar. 2024 | Outside Director of FUJIFILM Cloud Corp. (current position) |
| | | May 2025 | Outside Member of the Board of the Company (current position) |
| <p>Reasons for nomination as candidate for outside Member of the Board and expected roles</p> <p>Ryo Oishi has wealth of experience and insights into cloud technologies and the cloud service business. Growth in the Digital Business is essential to the Company, and we expect Mr. Oishi to provide advice and supervision to the Company's management and contribute to the enhancement of its corporate value. Therefore, we request his reelection as an outside Member of the Board of the Company.</p> | | | |

- (Notes)
1. On April 1, 2006, the Company was merged through an absorption-type merger where former Harbor Holdings Alpha Co., Ltd. was the surviving company and former World Co., Ltd. was dissolved. With this merger, former Harbor Holdings Alpha Co., Ltd. renamed its company name to World Co., Ltd. In the summary of candidates' career after the merger date, the term "the Company" refers to World Co., Ltd.
 2. On April 18, 2017, the Company established the voluntary nomination and compensation committee. This committee deliberates and resolves the drafts of candidates for Members of the Board (including Members of Audit & Supervisory Committee) and matters related to compensation amounts of individual Members of the Board (excluding Members of Audit & Supervisory Committee).
 3. Hidehiko Aoki, Hayuru Tsutsumi, and Ryo Oishi are candidates for outside directors as defined in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
 4. The Company has entered into limited liability agreements with Hidehiko Aoki, Hayuru Tsutsumi, and Ryo Oishi pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation. If their reelection is approved, the Company plans to renew the aforementioned agreements with them. The summary of the limited liability agreement is as follows:

Limited liability agreement for Members of the Board

The conclusion of the agreement shall limit the liabilities of Members of the Board for damages under Article 423, paragraph (1) of the Companies Act to the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act if the damages are attributable to their performance of duties in good faith and without gross negligence.
 5. There is no special interest between any of the candidates and the Company.
 6. The Company registered Hidehiko Aoki, Hayuru Tsutsumi, and Ryo Oishi as independent officers with the financial instrument exchange. If their reelection is approved, the Company plans to continue their designation as independent officers.
 7. The number of shares of the Company owned by each candidate includes the shares he/she owns through the World Group Officers' Shareholding Association.
(A fraction of less than one stock is rounded off to 0.)
 8. The Company conducted a share split at a ratio of two shares for every one ordinary share, with an effective date of March 1, 2026. The number of shares of the Company owned by each candidate represents the number of shares after the said share split.
 9. The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance agreement covers compensation for damages, etc., attributable to a Member of the Board's or an officer's execution of his/her duties (excluding a case that applies to the disclaimer under the insurance agreement). The full amount of the premiums, including the portion for riders, is borne by the Company. If the candidates are elected and assume office of Members of the Board, each of them

will be covered under the insurance agreement. The agreement will be renewed with the same coverage and conditions at the next renewal date.

Proposal No. 5 Election of One Substitute Member of the Board Who Is a Member of Audit & Supervisory Committee

The Company proposes the election of one substitute Member of the Board who is a Member of Audit & Supervisory Committee to prepare for the situation where the number of Members of the Board who are Members of Audit & Supervisory Committee falls below the number specified by laws and regulations. The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidate for substitute Member of the Board who is a Member of Audit & Supervisory Committee is as follows:

| Name (Date of birth) | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company |
|--|--|
| <p style="text-align: center;">Outside Independent</p> <p style="text-align: center;">Hayuru Tsutsumi (February 25, 1962)</p> <p>Number of the Company's shares owned 1,050 shares</p> <p>Tenure as outside Member of the Board 2 years</p> | <p>Jan. 1987 Joined BRITISH CALEDONIAN AIRWAYS LIMITED</p> <p>Apr. 1988 Joined BRITISH AIRWAYS PLC</p> <p>Sept. 1997 Joined Skymark Airlines Inc.</p> <p>Sept. 1998 Joined ALC EDUCATION INC.</p> <p>Sept. 2002 Joined NIHON L'ORÉAL K.K.</p> <p>Mar. 2007 Joined Recruit Executive Agent Co., Ltd.</p> <p>Nov. 2012 Representative Director of Hayuru Corporation Co., Ltd.</p> <p>May 2014 Outside Director of LIFE CORPORATION</p> <p>Aug. 2020 Representative of OFFICE HAYURU (current position)</p> <p>May 2021 Auditor of Incorporated Educational Institutions, Osaka Jogakuin (current position)</p> <p>May 2024 Outside Member of the Board of the Company (current position)</p> |
| <p>Reasons for nomination as candidate for substitute outside Member of the Board who is a Member of Audit & Supervisory Committee and expected roles</p> <p>Besides her experience in organization and talent development and organizational management in various industries, Hayuru Tsutsumi has a proven track record in corporate management and previous role as outside director for a listed company. We expect Ms. Tsutsumi to play an adequate role in providing appropriate advice to the Company's management, supervising business execution, and more. Therefore, we request her election as a substitute outside Member of the Board of the Company who is a Member of Audit & Supervisory Committee.</p> | |

- (Notes)
1. Hayuru Tsutsumi is a candidate for substitute outside director as defined in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
 2. If the election of Members of the Board (excluding Members of Audit & Supervisory Committee) is approved at this meeting, Hayuru Tsutsumi will be appointed as a Member of the Board (excluding Member of Audit & Supervisory Committee). Should the number of Members of the Board who are Members of Audit & Supervisory Committee fall below the number required by laws and regulations, she will resign from the position of Member of the Board (excluding Member of Audit & Supervisory Committee) and assume the position of a Member of the Board who is a Member of Audit & Supervisory Committee.
 3. The Company has entered into a limited liability agreement with Hayuru Tsutsumi pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation. If Proposal No. 4 is approved at this meeting and Ms. Tsutsumi is reelected, the Company plans to renew the aforementioned agreement with her. In the event she assumes office of Member of the Board who is a Member of Audit & Supervisory Committee, the Company also plans to renew the aforementioned agreement with her. The summary of the limited liability agreement is as follows:

Limited liability agreement for Members of the Board

The conclusion of the agreement shall limit the liabilities of Members of the Board for damages under Article 423, paragraph (1) of the Companies Act to the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act if the damages are attributable to their performance of duties in good faith and without gross negligence.
 4. There is no special interest between Hayuru Tsutsumi and the Company.
 5. The Company registered Hayuru Tsutsumi as an independent officer with the financial instrument exchange, and if her reelection is approved, the Company plans to continue her designation as an independent officer. In the event she assumes office of Member of the Board who is a Member of Audit & Supervisory Committee, the Company also plans to continue her designation as an independent officer.

6. The number of shares of the Company owned by the candidate includes the shares she owns through the World Group Officers' Shareholding Association.
(A fraction of less than one stock is rounded off to 0.)
7. The Company conducted a share split at a ratio of two shares for every one ordinary share, with an effective date of March 1, 2026. The number of shares of the Company owned by the candidate represents the number of shares after the said share split.
8. The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance agreement covers compensation for damages, etc., attributable to a Member of the Board's or an officer's execution of his/her duties (excluding a case that applies to the disclaimer under the insurance agreement). The full amount of the premiums, including the portion for riders, is borne by the Company. If the candidate is elected and assumes office of Member of the Board, she will be covered under the insurance agreement. The agreement will be renewed with the same coverage and conditions at the next renewal date.

Proposal No. 6 Revision of Compensation in Connection With the Introduction of Performance Restricted Share Unit Plan for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and Outside Members of the Board)

At the 57th Ordinary General Meeting of Shareholders held on June 9, 2015, the amount of compensation, etc. for the Company's Members of the Board (excluding Members of the Board who are Members of Audit & Supervisory Committee) was approved as ¥400 million or less per year (of which the amount for outside Members of the Board is ¥30 million or less per year. However, it does not include employees' compensation for director-employees). In addition, for Members of the Board (excluding Members of Audit & Supervisory Committee and outside Members of the Board), it was approved at the 60th Ordinary General Meeting of Shareholders held on June 15, 2018, that the amount of compensation for granting restricted shares be ¥40 million or less per year within the range of aforementioned ¥400 million per year.

The Company proposes to introduce, as described below, the Performance Restricted Share Unit Plan (the "PSU Plan") for its Members of the Board (excluding Members of the Board who are Members of Audit & Supervisory Committee and outside Members of the Board; hereinafter referred to as the "Eligible Members of the Board") in order to strengthen the structure in which the executive officers and senior management responsible for business execution work together to achieve the Medium-Term Management Plan "VISION-W" publicly disclosed on April 3, 2026. Through the introduction of the PSU plan, the Company aims to pursue further value sharing (alignment) with its shareholders by granting the Eligible Members of the Board attractive incentives contributing to the sustainable enhancement of the Company's corporate value and shareholder value, as well as making the commitment toward the achievement of performance targets stronger.

If this proposal is approved at this meeting, the Company also plans to include senior management employees of the Company and the Company's subsidiaries (collectively referred to as the "Group") such as the Company's Group Executive Officers in the PSU Plan, and to allot performance restricted share units under the PSU Plan to them.

The Company, therefore, requests your approval for the following: by introducing the PSU Plan as shown below, setting the total amount of the monetary compensation claims provided to grant the Company's ordinary shares and the payment to secure tax payment funds for the Eligible Members of the Board at ¥450 million or less per year (excluding employees' compensation for director-employees), as a compensation framework for the PSU Plan, apart from the aforementioned compensation framework of the Company.

As for such compensation, in principle, by setting the 3 fiscal years in the Medium-Term Management Plan "VISION-W" as the period subject to performance appraisal (the "Performance Appraisal Period"), the Company assumes that it is to pay the amount corresponding to the execution of duties during the Performance Appraisal Period in a lump sum after the closing of the final fiscal year of such Performance Appraisal Period, and as the above-mentioned compensation of ¥450 million or less (excluding employees' compensation for director-employees) corresponds to the compensation for the 3 fiscal years, the Company assumes that the compensation, in practice, is ¥150 million or less per each fiscal year.

In addition, the policy for determining the details of compensation, etc. for individual Members of the Board of the Company is as stated in the Business Report "2. Current Status of the Company, (3) Officers of the Company, (5) Policy for Determining the Details of Compensation, Etc. for Members of the Board (Excluding Members of Audit & Supervisory Committee)" (in Japanese), but subject to approval of this proposal, the Company plans to change the details to that stated on pages 20 to 21 of the Notice of General Shareholders Meeting. Details of this proposal are considered to be reasonable because they are consistent with the policy after said change, and furthermore, they have also undergone deliberations and report by the voluntary nomination and compensation committee.

Moreover, this proposal was reviewed by the Audit & Supervisory Committee and received an opinion to the effect that it is reasonable.

The current Board of Directors comprises six Members of the Board (excluding Members of Audit & Supervisory Committee), including three outside Members of the Board. If Proposal No. 4 is approved as originally proposed, the composition will remain the same, with six Members of the Board (excluding Members of Audit & Supervisory

Committee), including three outside Members of the Board, and the number of Members of the Board eligible for the PSU Plan (Eligible Members of the Board) will be three.

In addition, if approval by shareholders on the introduction of the PSU Plan is obtained, the Company plans to have a request for waiver of the 4th series of share acquisition rights, which were issued as share options to Members of the Board, Group Executive Officers, and directors of the Company (excluding outside Members of the Board and Members of the Board who are Members of Audit & Supervisory Committee for any of the above; hereinafter collectively referred to as the “Eligible Members of the Board, Etc.”), from the said Eligible Members of the Board, Etc.

1. Overview of the PSU Plan

The PSU Plan is a plan under which the Company grants its ordinary shares and monetary compensation to the Eligible Members of the Board after the closing of the Performance Appraisal Period, in accordance with the performance achievement level based on the Company’s Medium-Term Management Plan “VISION-W.” The Company’s Board of Directors decides the number of shares to be delivered to the Eligible Members of the Board in accordance with the degree of achievement level (refer to 3. mentioned later) of the performance KPIs (the “Performance Appraisal KPIs”) pre-determined by the Company’s Board of Directors for the Performance Appraisal Period, and the Eligible Members of the Board shall receive issuance or disposal of the Company’s ordinary shares by paying all of the monetary compensation claims provided to them, the amount of which is determined according to such number of shares, as properties contributed in kind. In addition, the Company shall provide the above-mentioned monetary compensation claims on the condition that the Eligible Members of the Board consent to the above-mentioned contribution in kind and that the Eligible Members of the Board (who are required to hold the positions of Member of the Board or Group Executive Officer of the Company, or such other positions as selected by the nomination and compensation committee of the Company at the time of receiving the provision of the monetary compensation claims) have concluded a share allotment agreement including the contents defined in 5. below.

The specific Performance Appraisal Period shall be three fiscal years, which is the applicable period of the Medium-Term Management Plan, and the Performance Appraisal KPIs shall be one or more performance indicators adopted in the Medium-Term Management Plan, “VISION-W,” as well as other KPIs pre-determined by the Company’s Board of Directors.

The Company plans to apply the initial Performance Appraisal Period and the Performance Appraisal KPIs as per the following table; however, even after the initial Performance Appraisal Period ends, the Company may continue implementing the PSU Plan within the scope approved at this meeting regarding the proposal related to the PSU Plan.

<Reference: Initial Performance Appraisal Period and Performance Appraisal KPIs>

| | |
|------------------------------|---|
| Performance Appraisal Period | Three years from FY02/27 to FY02/29 |
| Performance Appraisal KPIs | Consolidated ROE, business segment ROIC, TSR and performance of divisions in charge |

2. The total number of performance restricted share units

The total number of the Company’s ordinary shares to be delivered by the Company to the Eligible Members of the Board through contribution in kind based on the PSU Plan shall be 300,000 shares or less per year.

However, if, on or after the day on which the proposal related to the PSU Plan is approved and adopted at this meeting, there is a share split (including allotment of the Company’s ordinary shares without consideration) or a share consolidation of the Company’s ordinary shares, or any other circumstances where it is necessary to adjust the total number of the Company’s ordinary shares to be issued or disposed of based on the PSU Plan, the Company shall adjust such total number within a reasonable range and hereinafter the same. However, as stated above, the Company assumes that, in principle, the monetary compensation claims related to the PSU Plan will be paid in a lump sum after the closing of the final fiscal year of the three fiscal years of the Performance Appraisal Period, in an amount corresponding to the execution of duties during the Performance Appraisal Period. Since the total number of the above-mentioned shares is also determined assuming such a case, the Company considers that this effectively corresponds to a delivery of no more than 100,000 shares per fiscal year.

3. Calculation method for the amount of monetary compensation claims

The Company calculates the number of the Company's ordinary shares to be delivered to each of the Eligible Members of the Board based on the following calculation formula (1), and calculates the amount of monetary compensation claims to be paid to each of the Eligible Members of the Board for contribution in kind based on the following calculation formula (2).

- (1) The number of the Company's ordinary shares to be delivered to each of the Eligible Members of the Board (*1)

Standard number of delivered shares (*2) × Performance target achievement level (*3) × Adjustment ratio by position (*4) × Share delivery ratio (*5)

- (2) The amount of monetary compensation claims to be paid to each of the Eligible Members of the Board for contribution in kind

The number of the Company's ordinary shares to be issued or disposed of to each of the Eligible Members of the Board × Share price at the time of delivery (*6)

(*1) In case there is a fractional share smaller than one share as a result of the calculation, such a fractional share shall be rounded down. However, in the event that the Company intends to pay the monetary compensation claims to each of the Eligible Members of the Board based on the results calculated by the calculation formulas (1) and (2), and if there is a risk of exceeding the upper limit for the amount of the monetary compensation claims granted under the PSU Plan, the Company shall proportionally adjust the number of shares to be issued or disposed of to each of the Eligible Members of the Board by proportional distribution method within a range not exceeding such upper limit.

(*2) It shall be pre-determined by the Company's Board of Directors.

(*3) It shall be pre-determined by the Company's Board of Directors in the range of 50% to 150% in accordance with the achievement level of each Performance Appraisal KPI during the Performance Appraisal Period.

(*4) In case there is a change in positions, it shall be pre-determined by the Company's Board of Directors to adjust the number of shares to be delivered to the number of shares corresponding to such changed position.

(*5) The proportion of compensation under the PSU Plan to be delivered in shares of the Company shall be 50%.

(*6) Based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution at the Company's Board of Directors meeting relating to the issuance or disposal of the Company's ordinary shares made after the closing of the Performance Appraisal Period (the "Resolution for Delivery at the Meeting of Board of Directors") (if there is no closing price on such date, the closing price on the closest preceding trading day), it shall be determined by the Resolution for Delivery at the Meeting of Board of Directors within a range that the amount is not particularly advantageous to the Eligible Members of the Board who subscribe the Company's ordinary shares.

4. Delivery conditions for the Eligible Members of the Board

In principle, the Company shall issue or dispose of the number of the Company's ordinary shares calculated based on 1. above to the Eligible Members of the Board after the closing of the Performance Appraisal Period in case the Eligible Members of the Board fulfill the following requirements.

- (1) The Eligible Members of the Board have continuously held the positions of Member of the Board or Group Executive Officer of the Company, or positions selected by the Company's nomination and compensation committee during the Performance Appraisal Period.

- (2) No misconduct as defined by the Company's Board of Directors has occurred.

- (3) The Eligible Members of the Board fulfill other requirements as the Company's Board of Directors deems necessary to achieve the purpose of the PSU Plan.
5. Details of the share allotment agreement for performance restricted share units

For the allotment of the Company's ordinary shares based on the PSU Plan, the share allotment agreement (the "Allotment Agreement") concluded between the Company and the Eligible Members of the Board who receive the allotment of such ordinary shares shall include the following details based on a resolution of the Company's Board of Directors.

 - (1) The details of restriction on transfer

The Eligible Members of the Board shall not transfer, create a security interest on, or otherwise dispose of the Company's ordinary shares subject to allotment based on the Allotment Agreement (the "Allotted Shares") during the period from the payment date of the Allotted Shares up to such a date just after they retire from such positions pre-determined by the Company's Board of Directors among the Group's executive positions, inclusive of such moments, or such a date when the securities report for the Company's fiscal year including the day they receive such allotments (in case such allotment date falls on any day within six months after the start of the fiscal year, it shall be the semi-annual report for the applicable fiscal year) is submitted, whichever is the latter, (the "Transfer Restriction Period").
 - (2) Conditions for lifting of transfer restriction

The Company shall cancel restriction on transfer for the Eligible Members of the Board for the whole of the Allotted Shares at the time of expiration of the Transfer Restriction Period.
 - (3) Reason for acquisition of the Allotted Shares without consideration

In case the Eligible Members of the Board retire from positions pre-determined by the Company's Board of Directors among the Group's executive positions not due to such reasons as expiration of the term of office, death or other justifiable reasons, the Company shall acquire the Allotted Shares, by rights, without consideration.
 - (4) Treatment relating to reorganization, etc.

Notwithstanding (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the whole of the Allotted Shares prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company.
 - (5) Other matters

Other matters relating to the Allotment Agreement shall be determined by the Company's Board of Directors.
6. Treatment relating to reorganization, etc.

In case, during the Performance Appraisal Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.) (however, it shall be only for such a case that the effective date of such reorganization, etc. is scheduled to fall on any day preceding the date of issuance or disposal of the Company's ordinary shares based on the PSU Plan), the Company shall pay the amount of money obtained by multiplying the standard number of delivered shares rationally adjusted according to the period, etc. from the starting date of the Performance Appraisal Period to the approval date of such reorganization, etc. by the closing price of the Company's ordinary shares at the

Tokyo Stock Exchange on the business day preceding the approval date of such reorganization, etc., instead of the Company's ordinary shares.

[Reference: Policy on Determining the Details of Compensation, Etc. for Individual Directors after Introduction of the PSU Plan and Revision of the Restricted-Share Compensation Plan]

If this proposal and the proposal No. 7 "Revision of the Details of Compensation for Granting Restricted Shares for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and outside Members of the Board)" are approved and adopted as originally proposed at this meeting, the policy for determining the details of compensation, etc. for Members of the Board as stated in the Business Report "2. Current Status of the Company, (3) Officers of the Company, (5) Policy for Determining the Details of Compensation, Etc. for Members of the Board (Excluding Members of Audit & Supervisory Committee)" (in Japanese), is scheduled to be changed as follows by resolution at a Board of Directors meeting to be held after the conclusion of this meeting.

(5) Policy for Determining the Details of Compensation, Etc. for Members of the Board (Excluding Members of Audit & Supervisory Committee)

The Company's policy on the determination of compensation, etc. for individual Members of the Board is resolved by the Board of Directors after obtaining approval from the voluntary nomination and compensation committee, the majority of whose members are outside Members of the Board. In determining the compensation, etc. for individual Members of the Board, since the voluntary nomination and compensation committee performs a comprehensive review, including consideration of consistency with the determination policy, the Board of Directors basically respects the details of the deliberations and judges it to be in line with the determination policy.

A. Policy on the determination of executive compensation, etc.

Compensation, etc. for Members of the Board is divided into Members of the Board (excluding Members of Audit & Supervisory Committee) and Members of the Board who are Members of Audit & Supervisory Committee, and is allocated to each Member of the Board within the range of the total compensation determined at the General Meeting of Shareholders. The allocation is resolved by the Board of Directors after obtaining approval from the voluntary nomination and compensation committee, the majority of whose members are outside Members of the Board. However, compensation for Members of the Board who are Members of Audit & Supervisory Committee is determined through discussion among the Members of the Board who are Members of Audit & Supervisory Committee.

The types of compensation include the following four categories: (1) base compensation, (2) bonuses as performance-linked compensation, (3) restricted shares as non-monetary share compensation, and (4) performance restricted share units. However, for Members of Audit & Supervisory Committee and outside Members of the Board, in consideration of the nature of their roles, which do not directly aim to improve profits per se, the policy is only (1) base compensation will be provided, and none of the compensation described in (2) to (4) will be paid.

The details of each of the compensation categories (1) to (4) are approved by the voluntary nomination and compensation committee, and the proportion (composition ratio) of these compensation categories is also approved by the nomination and compensation committee and resolved by the Board of Directors.

The policy for determining the compensation, etc., of individual Members of the Board is as follows:

a. Policy on base compensation

Fixed compensation is paid monthly in accordance with the amount determined for each position as base compensation.

b. Policy on bonuses as performance-linked compensation

Bonuses as performance-linked compensation are calculated by applying a coefficient based on the consolidated core operating profit, profit attributable to owners of parent, and the achievement rate of ESG indicators to the standard amount of bonuses as performance-linked compensation determined for each position. These bonuses are paid in May of the following fiscal year.

- c. Policy on restricted share compensation
Regarding restricted shares (RS), share compensation is granted at a fixed amount determined for each position at a specified time during each fiscal year. In principle, the transfer restrictions are lifted at the time immediately after they retire from a position among the executive positions of the Company pre-determined by the Company's Board of Directors.
- d. Policy on performance restricted share units
Regarding performance restricted share units (PSU), share compensation in an amount calculated based on a prescribed calculation method after the closing of the Performance Appraisal Period shall be granted to Eligible Members of the Board who held a position pre-determined by the Company's Board of Directors during the Performance Appraisal Period. As a rule, the transfer restrictions are lifted at the time immediately after they retire from positions among the Group's executive positions pre-determined by the Company's Board of Directors.
- e. Policy on the composition ratios of compensation, etc.
The details of base compensation, bonuses as performance-linked compensation, restricted shares (RS), and performance restricted share units (PSU) are all approved by the voluntary nomination and compensation committee, and the proportions (composition ratios) of these compensation amounts are also approved by the voluntary nomination and compensation committee and resolved by the Board of Directors in accordance with the basic policy in the table below.

| Categories | Basic policy | | | |
|--|-------------------|---------|------------------------|--|
| | Base compensation | Bonuses | Restricted shares (RS) | Performance restricted share units (PSU) |
| Members of the Board (excluding Members of Audit & Supervisory Committee and outside Members of the Board) | 33% | 10% | 7% | 50% |
| Members of the Board (Members of Audit & Supervisory Committee) (excluding outside Members of the Board) | 100% | 0% | 0% | 0% |
| Outside Members of the Board | 100% | 0% | 0% | 0% |

(Note) Based on the ratios applied in the basic policy, the ratios of compensation, etc. are adjusted in consideration of the economic situation, and the resolution is passed by the Board of Directors after obtaining approval from the voluntary nomination and compensation committee.

Proposal No. 7 Revision of the Details of Compensation for Granting Restricted Shares for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and Outside Members of the Board)

At the 60th Ordinary General Meeting of Shareholders held on June 15, 2018, the Company received approval for the amount and contents of compensation for the granting of restricted shares to the Members of the Board of the Company (excluding Members of the Board who are Audit and Supervisory Committee Members and outside Members of the Board; hereinafter referred to as the “Eligible Members of the Board”), and introduced a restricted-share compensation plan as share-based compensation (hereinafter referred to as the “RS Plan”) for the purpose of providing the Eligible Members of the Board with incentives to achieve the sustainable enhancement of the corporate value of the Group, and further promoting shared value between the Eligible Members of the Board and the shareholders of the Company.

If Proposal No. 6 “Revision of Compensation in Connection With the Introduction of Performance Restricted Share Unit Plan for Members of the Board (Excluding Members of the Board Who Are Members of Audit & Supervisory Committee and outside Members of the Board)” is approved, the Company will introduce the Performance Restricted Share Unit Plan. In connection with this introduction, the Company requests approval for the partial revision of the contents of the RS Plan as follows, for purposes such as ensuring the uniform operation of the transfer restriction period and clarifying the timing for lifting transfer restrictions, and to allow the Eligible Members of the Board to share the benefits and risks of the Company’s stock price fluctuations with shareholders over the medium to long term.

Specifically, the transfer restriction period will be changed from “a period between three and five years as determined by the Company’s Board of Directors” to “the period up to such a date just after they retire from such positions pre-determined by the Company’s Board of Directors among the Company’s executive positions, inclusive of such moments, or such a date when the securities report for the Company’s fiscal year including the day they receive such allotments of such restricted shares (in case such allotment date falls on any day within six months after the start of the fiscal year, it shall be the semi-annual report for the applicable fiscal year) is submitted, whichever is the latter.”

Furthermore, regarding the condition of service for Eligible Members of the Board related to the lifting of transfer restrictions (the “Service Condition”), it will be changed from “a position as Member of the Board of the Company” to “a position among the executive positions of the Company pre-determined by the Company’s Board of Directors.” In addition, along with the changes to the transfer restriction period and the Service Condition, the Company will also make necessary changes to the treatment regarding the lifting of transfer restrictions and the treatment at the time of retirement or resignation.

Additionally, if the above matters are approved as originally proposed, the transfer restriction period and the Service Condition for the restricted shares already granted to the Eligible Members of the Board under the RS plan before the revision (limited to shares for which transfer restrictions have not been lifted as of May 28, 2026) will also be changed in the same manner, subject to the consent of the Eligible Members of the Board.

Furthermore, the amount of compensation for the granting of restricted shares, as approved at the 60th Ordinary General Meeting of Shareholders held on June 15, 2018, shall be up to ¥40 million per year. This amount, together with other compensation, shall be provided within the limit of the annual compensation amount of ¥400 million (including ¥30 million for outside Members of the Board; however, excluding employees’ compensation for director-employees) approved at the Ordinary General Meeting of Shareholders held on June 9, 2015.

In addition, the policy for determining the details of compensation, etc. for individual Members of the Board of the Company is as stated in the Business Report “2. Current Status of the Company, (3) Officers of the Company, (5) Policy for Determining the Details of Compensation, Etc. for Members of the Board (Excluding Members of Audit & Supervisory Committee)” (in Japanese), but subject to approval of this proposal, the Company plans to change the details to that stated on pages 20 to 21 of the Notice of General Shareholders Meeting. Details of this proposal are considered to be reasonable because they are consistent with the policy after said change, and furthermore, they have also undergone deliberations and report by the voluntary nomination and compensation committee.

Furthermore, this proposal was reviewed by the Audit & Supervisory Committee and received an opinion to the effect that it is reasonable.

The current Board of Directors comprises six Members of the Board (excluding Members of Audit & Supervisory Committee), including three outside Members of the Board. If Proposal No. 4 is approved as originally proposed, the composition will remain the same, with six Members of the Board (excluding Members of Audit & Supervisory Committee), including three outside Members of the Board, and the number of Members of the Board eligible for the revised RS plan will be three.

Other than the above revisions, there are no changes to the contents of the RS plan.

Overview of the RS plan after the above revision

The total amount of monetary compensation to be paid to the Eligible Members of the Board for the granting of restricted shares shall be no more than ¥40 million per year, and shall be paid within the annual compensation limit of ¥400 million together with other compensation. Furthermore, the specific allocation to each Member of the Board shall be deliberated by the nomination and compensation committee, and the Board of Directors shall make the decision, giving due respect to the opinion of the committee.

Based on a resolution of the Company's Board of Directors, Eligible Members of the Board shall provide all monetary compensation claims provided by the Company under the RS plan, as property contributed in kind, and shall receive the issuance or disposal of the Company's ordinary shares. The total number of the Company's ordinary shares to be issued or disposed of through this process shall be at most 80,000 shares per year (in the event of a share split (including allotment of the Company's ordinary shares without consideration) or a share consolidation of the Company's ordinary shares, or any other circumstances that require adjustment, the number of shares shall be adjusted within a reasonable range). In addition, the amount to be paid in per share shall be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Members of the Board who subscribe such ordinary shares, based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day).

For the issuance or disposal of ordinary shares of the Company through this process, an agreement on allotment of shares with transfer restrictions that includes the provisions as summarized below (the "Allotment Agreement") shall be entered into between the Company and the Eligible Members of the Board.

(1) Transfer restriction period

The Eligible Members of the Board who receive allotments of restricted shares shall not transfer, create a security interest on, or otherwise dispose of (the "Transfer Restriction") the Company's ordinary shares subject to allotment based on the Allotment Agreement (the "Allotted Shares") during the period up to such a date just after they retire from such positions pre-determined by the Company's Board of Directors among the executive positions of the Company, inclusive of such moments, or such a date when the securities report for the Company's fiscal year including the day they receive such allotments (in case such allotment date falls on any day within six months after the start of the fiscal year, it shall be the semi-annual report for the applicable fiscal year) is submitted, whichever is the latter (the "Transfer Restriction Period").

(2) Treatment on retirement from the position

If Eligible Members of the Board retire from a position among the executive positions of the Company pre-determined by the Company's Board of Directors before the expiration of the one-year period from the date on which they received the allotment under the Allotment Agreement (the "Service Period"), the Company shall acquire the Allotted Shares, by rights, without consideration, unless such retirement is due to the expiration of the term of office, death, or any other reason that the Company's Board of Directors deems justifiable.

(3) Conditions for lifting of transfer restriction

The Company shall lift transfer restrictions for all of the Allotted Shares at the time of expiration of the Transfer Restriction Period, on the condition that the eligible Member of the Board has remained in a position among the executive positions of the Company pre-determined by the Company's Board of Directors continuously during the Service Period. However, if the relevant Member of the Board retires from the position among the executive positions of the Company pre-determined by the Company's Board

of Directors before the expiration of the Service Period due to the expiration of the term of office, death, or any other reason that the Company's Board of Directors deems justifiable as set forth in (2) above, the Company shall rationally adjust the number of the Allotted Shares on which the transfer restrictions are to be lifted and the timing of lifting as needed.

(4) Acquisition without consideration

The Company shall acquire, by rights, the Allotted Shares without consideration on which the transfer restrictions have not been lifted at the time of expiration of the Transfer Restriction Period in accordance with the provisions of (3) above.

(5) Treatment relating to reorganization, etc.

If, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the Allotted Shares with the number of shares that is rationally determined considering the period from the start date of the Service Period to the date of approval of such reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In such case, the Company shall acquire, by rights, the Allotted Shares without consideration on which the transfer restrictions have not yet been lifted as of the time immediately after the transfer restrictions were lifted.

(Reference) Roles particularly expected of the candidates subject to Proposal No. 4 and Members of the Board who are Members of Audit & Supervisory Committee

| | Name | Reelection/ New election | Tenure | Inside/ Outside | Independent officer registered with the financial instru- ments exchange | Gender | Current position, etc. | Corporate manage- ment | Insights into industries | Human resources/ Talent develop- ment | Finance/ Account- ing | Legal affairs/ Risk manage- ment | Digital/ Innova- tion | Diversity/ Inter- national experi- ence |
|---|----------------------------|--------------------------------|-----------------------|--------------------|---|--------|--|------------------------------|--------------------------------|---|-----------------------------|--|-----------------------------|---|
| Proposal No. 4 | Nobuteru Suzuki | Reelection | 5 years and 11 months | Inside | – | Male | Representative Director of the Board President and Executive Officer Senior Manager of the Corporate Strategy Division | ○ | ○ | ○ | | | ○ | ○ |
| | Keiichi Nakabayashi | Reelection | 2 years | Inside | – | Male | Member of the Board Executive Vice President and Executive Officer | ○ | ○ | | ○ | ○ | | |
| | Mitsuyoshi Hatasaki | Reelection | 8 years and 11 months | Inside | – | Male | Member of the Board | ○ | ○ | | | | | |
| | Hidehiko Aoki | Reelection | 2 years and 11 months | Outside | Independent | Male | Member of the Board Chairman of the Board of Directors | | ○ | | ○ | | | ○ |
| | Hayuru Tsutsumi | Reelection | 2 years | Outside | Independent | Female | Member of the Board | ○ | | ○ | | | | ○ |
| | Ryo Oishi | Reelection | 1 year | Outside | Independent | Male | Member of the Board | ○ | | | | | ○ | ○ |
| Member of Audit & Supervisory Committee | Naoteru Matsuzawa | – | 2 years and 11 months | Inside | – | Male | Member of the Board (Full-time Member of Audit & Supervisory Committee) | | ○ | ○ | | ○ | | |
| | Kanae Fukushima | – | 2 years and 11 months | Outside | Independent | Female | Member of the Board (Member of Audit & Supervisory Committee) | | | ○ | | ○ | | ○ |
| | Naoko Tomita | – | 2 years | Outside | Independent | Female | Member of the Board (Member of Audit & Supervisory Committee) | ○ | | | ○ | | | ○ |