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Securities code: 1780

June 10, 2025

(Commencement date of measures for electronic provision: June 4, 2025)

To Shareholders with Voting Rights:

Masaki Yamaura
Representative Director and
President
YAMAURA CORPORATION
22-1 Kitamachi, Komagane-shi,
Nagano, Japan

**NOTICE OF
THE 66th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 66th Annual General Meeting of Shareholders of YAMAURA CORPORATION (the "Company") will be held as described below. In the convocation of this General Meeting of Shareholders, the Company takes measures for providing information in an electronic format and has posted this information as the "NOTICE OF THE 66th ANNUAL GENERAL MEETING OF SHAREHOLDERS" on the following website on the Internet.

[The YAMAURA CORPORATION website]

<https://yamaura.co.jp/ir/material/>

In addition to the above, this information has also been posted on the following website on the Internet:

[Tokyo Stock Exchange's website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter the Company's issue name (company name) or securities code and click "Search," then select "Basic information" and "Documents for public inspection/PR information" to access the available information.

In lieu of attending the meeting in person, you may exercise your voting rights in writing (by post) or via the Internet, etc. Please review the "Guide to the Exercise of Voting Rights" on pages 3 and 4 (Japanese version only) and exercise your voting rights by 5:00 p.m. on Wednesday, June 25, 2025.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time
- 2. Place:** 6F Conference Room, YAMAURA CORPORATION Head Office
22-1 Kitamachi, Komagane-shi, Nagano, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 66th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 66th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of One (1) Director who is Audit and Supervisory Committee Member
- Proposal 4:** Determination of the Amount and Content of Performance-Linked Stock-Based Remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 5:** Introduction of Countermeasures for Large - Scale Acquisitions of the Company's Shares, etc. (The Policy of Responding to Acquisitions)

4. Other Matters Determined for Convocation

Exercise of voting rights by proxy

If you are unable to attend the General Meeting of Shareholders, one other shareholder with voting rights may attend the meeting as your proxy. However, please note that this will require the submission of a document certifying the right of proxy.

If no indication of approval or disapproval is provided for each proposal on the Voting Rights Exercise Form, it will be treated as an indication of approval for the proposal.

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1. If attending the meeting in person, we ask that you submit the enclosed Voting Rights Exercise Form at the reception desk.
 2. In the event of any revisions being made to matters subject to the measures for electronic provision, the revised contents will be posted on the websites where the original contents are available.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

With regard to the year-end dividend for the fiscal year under review, the Company has taken its business performance into consideration and paid due attention to internal reserves, and proposes the appropriation of surplus as follows:

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
¥16.50 per share of common stock of the Company
Total amount: ¥ 312,299,245
- (3) Effective date of distribution of surplus
June 27, 2025

Proposal 2: Election of Five (5) Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) current Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members). The selection of candidates for Directors is determined by the Board of Directors after consultation with the Nomination and Compensation Committee, a voluntary committee chaired by an Outside Director who is an independent Director and an Audit and Supervisory Committee Member, and of which the majority of members are independent Directors. The Audit and Supervisory Committee also deliberated on this proposal and concluded that there were no special matters to note.

The candidates for Directors, excluding Directors who are Audit and Supervisory Committee Members, are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masaki Yamaura (May 28, 1971)	<p>November 2000 Joined the Company</p> <p>May 2005 Manager, Saku Branch</p> <p>July 2011 Manager, Komagane Branch</p> <p>December 2011 Director and Manager, Komagane Branch</p> <p>December 2013 Managing Director and Deputy General Manager, Management Division</p> <p>December 2014 Director and Vice President</p> <p>April 2016 Representative Director and Vice President</p> <p>June 2019 Representative Director and President (to present)</p> <p>June 2022 Representative Director and President of Yamaura Planning & Development Corp. (to present)</p>	100,800
2	Shigeo Hoshina (September 9, 1956)	<p>March 1982 Joined the Company</p> <p>April 1989 Manager, Ina Branch</p> <p>February 1998 General Manager, Construction Sales Department</p> <p>December 1998 Director and General Manager, Construction Sales Department</p> <p>December 2002 Managing Director and General Manager, Sales Division</p> <p>December 2004 Senior Managing Director and General Manager, Sales Division</p> <p>October 2006 Director and General Manager, Construction Business Division; General Manager, Sales Division</p> <p>December 2006 Senior Managing Executive Officer and General Manager, Construction Business Division</p> <p>December 2007 Senior Managing Director and General Manager, Construction Business Division; General Manager, Sales Division</p> <p>December 2011 Director and Vice President; General Manager, Construction Business Department; Manager, Komagane Branch</p> <p>April 2021 Director and Vice President; General Manager, Construction Business Department (to present)</p>	15,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Kimiaki Fujiki (August 22, 1958)	March 1977 April 1995 December 2002 December 2009 December 2011 June 2019	Joined the Company Manager, Matsumoto Branch Managing Executive Officer and Manager, Nagano Branch Director and Deputy General Manager, Sales Division; Manager, Nagano Branch Managing Director and General Manager, Sales Division Senior Managing Director and General Manager, Sales Division (to present)	8,500
4	Kazunari Akahane (January 17, 1957)	August 2003 December 2011 December 2014 April 2020 October 2024	Joined the Company Executive Officer and Deputy General Manager, Sales Division; Manager, Saku Branch Director and Deputy General Manager, Sales Division; Manager, Saku Branch Director and Deputy General Manager, Sales Division Director and Head of Management strategy Office (to present)	17,435
5	Wataru Nakaya (January 17, 1957)	April 1994 September 2006 October 2013 December 2013 April 2025	Joined the Company Manager, Tatsuno Branch Deputy General Manager, Technology Division Executive Officer and Deputy General Manager, Technology Division Executive Officer and General Manager, Technology Division (to present)	—

- Notes:
1. There are no special interests between each candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance contract to insure all Directors. The contract will cover damages that may arise due to insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates are appointed as Director, each of them will be insured under the insurance contract, which is to be renewed during their terms of office.

Proposal 3: Election of one (1) Director who is Audit and Supervisory Committee Member

The terms of office of the current Director who is Audit and Supervisory Committee Member, Mika Godo will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Director who is Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has given its consent to this proposal.

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

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Mika Godo (May 7, 1967)	October 2004 Registered with Nagano Prefecture Bar Association October 2004 Joined Kubota Law Office April 2008 Director of Godo Law Office (to present) June 2011 Outside Auditor of THE NAGANO BANK, LTD. (to present) June 2023 Audit and Supervisory Committee Member and Outside Director of the Company (to present)	—

- Notes:
1. Ms. Mika Godo is a candidate for Outside Directors who are Audit and Supervisory Committee Members.
 2. Ms. Mika Godo is the current outside Director who is Audit and Supervisory Committee Member of the Company, and her term as an outside Director who is Audit and Supervisory Committee Member will be two years as of the conclusion of this General Meeting of Shareholders. There are no special interests between the candidate and the Company.
 3. Ms. Mika Godo possesses qualifications as an attorney and has extensive knowledge in corporate legal affairs and other general legal matters based on a wealth of practical experience. The Company has determined that she is capable of providing advice to the management and the company's Board of Directors from an objective and impartial standpoint as an expert in legal affairs, and has therefore nominated her as a Director who is an Audit and Supervisory Committee Member. Although she has no experience being involved in corporate management directly, the Company expects that she will be able to utilize her insight and experience in the supervision of the management of the Company from a standpoint independent from the management team responsible for conducting the business of the Company.
 4. Ms. Mika Godo is a candidate for independent Directors based on the regulations of the Tokyo Stock Exchange, Inc.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Mika Godo to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The liability shall not exceed the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Ms. Mika Godo is reappointed, the Company plans to continue the aforementioned agreement with her.
 6. The Company has entered into a directors and officers liability insurance contract to insure all Directors who are Audit and Supervisory Committee Members. The contract will cover damages that may arise due to insured Directors who are Audit and Supervisory Committee Members assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If Mika Godo is appointed as Directors who are Audit and Supervisory Committee Members, she will be insured under the insurance contract, which is to be renewed during their terms of office.

(Reference) Expertise and experience possessed by each candidate in Proposal 2 and Proposal 3 (Skills Matrix)

Name			Corporate management	Technology production/ quality management	Sales/ marketing	ESG	Finance/ accounting	Legal affairs/ risk management	Personnel affairs/ human resource development
Masaki Yamaura			○	○	○			○	○
Shigeo Hoshina			○		○	○		○	○
Kimiaki Fujiki			○	○	○			○	○
Kazunari Akahane			○		○	○	○	○	○
Wataru Nakaya				○	○			○	○
Mika Godo	Audit and Supervisory Committee Member	Outside				○		○	○

(Note) The above table does not indicate all of the expertise and experience possessed by each candidate.

Proposal 4: Determination of the amount and content of performance-linked stock based compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members)

1. Reason for the proposal and the justification for the compensation

The compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) is comprised of “Base Compensation (Fixed Monetary Compensation)” and “Performance-Based Monetary Compensation”. The Company had reviewed the compensation system in order to enhance sustainable corporate value and provide Directors with incentives for medium – to long – term activities as well as enable them to share interests with stakeholders. As a result, the Company proposes the newly stock compensation plan (hereinafter “this Plan”) where shares of the Company will be granted as compensation to Directors (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and Non-Resident Directors; the same shall apply hereinafter in this proposal), according to their positions. This proposal concerns the provision of stock – based compensation to directors, separate from the existing compensation limit of ¥300 million per year for directors (excluding Directors who are Audit and Supervisory Committee Members) which are approved at the 57th Annual General Meeting of Shareholders held on December 16, 2016.

This proposal aims to clear the link between the compensation of Directors and the company’s stock value, and increase their awareness of contributing to medium-to-long-term performance improvement and corporate value enhancement by allowing Directors to share both the returns and risks associated with stock price fluctuations with the Company’s shareholders. The Company believes that the content of this proposal is reasonable.

Furthermore, The number of directors subject to this Plan will be five, if Proposal No. 2, "Election of Five Directors (excluding Directors who are Audit and Supervisory Committee Members)," is approved as originally proposed. If this proposal is approved, the Company intend to amend the policy for determining the details of individual compensation for directors (excluding Directors who are Audit and Supervisory Committee Members).

2. The amount and content of this Plan

(1) Summary of this Plan

This stock-based compensation plan uses funds equivalent to the remuneration paid to the Company’s directors contributed by the Company as its source. Under this plan, a trust acquires the Company’s shares, and through this trust, the shares of the Company and cash equivalent to the proceeds from the sale of the Company’s shares (hereinafter “Company Shares”) are delivered and provided (hereinafter referred to as “Delivery, etc.”) to the directors in accordance with their position, etc. (Details are as described in (2) and subsequent sections below.)

① Those eligible to receive the Delivery of the Company shares under this Proposal	Directors (excluding Directors who are Audit and Supervisory Committee Members, Outside Directors, and Directors who are Non-Resident in Japan)
② Impact of the Company shares covered by this Proposal on the total number of issued shares	
Maximum amount of Funds to be contributed by the Company (As described in (3) below)	Up to 87 million yen, applicable for three fiscal years
Ceiling on number of the Company’s shares to be granted to Directors (As described in (4) below)	<ul style="list-style-type: none"> • The maximum total number of the Company’s shares to be delivered to Directors over a three – fiscal-year period shall be 90,000 shares. • The maximum number of points to be granted to Directors per fiscal-year shall be 30,000 points. • The equivalent number of shares, calculated by converting the maximum total points granted to Directors per fiscal year at a conversion rate of one point per one common share, accounts for approximately 0.5% of the Company’s issued and outstanding shares (as of March 31, 2025, after deducting treasury share).

The method of acquiring the Company's shares (As described in (3) below)	The Company's shares related to this Plan will be acquired from the stock market or through the Company (treasury stock disposal)
③ Timing of the Delivery of the Company's shares to Directors (As described in (5) below)	In principle, upon the resignation of a Director of the Company

(2) Trust period

The initial trust period will be approximately three years, from August 2025 (planned) to August 2028 (planned). However, the trust period may be extended as described in (3) below at the time of expiration.

(3) Maximum amount of funds that the Company will contribute

This Plan covers three consecutive fiscal years (hereinafter "Target Period"), and the initial Target Period will be from the fiscal year ending March 31, 2026, to the fiscal year ending March 31, 2028.

The Company will establish a trust (hereinafter the "Trust") with a three-year trust period which the directors are the beneficiaries, after setting a maximum of 87million yen to the trust for each Target Period. The Trust will acquire the Company's shares from the stock market or from the Company (treasury stock disposal) using the trust funds as a source, in accordance with the instructions of the trust administrator. During the Target Period, the Company will award points to the directors (as described in (4) below) and upon their retirement, the Trust will deliver the Company's shares equivalent to the number of points to the directors.

Furthermore, the Trust may be continued by amending the trust agreement and making additional contributions at the expiration of the trust period. In such cases, the trust period will be extended for three years. For each extended period, the Company will make additional contributions within the scope of the maximum amount of the trust fund approved by the General Meeting of Shareholders, and will continue to award points to directors during the extended trust period, and the Trust continues to deliver the Company's shares. However, in the event of such additional contribution, if there are any of the Company's shares (excluding shares equivalent to the points awarded to directors that have not yet been delivered) and cash (hereinafter the "Remaining Shares") remaining within the trust funds at the end of the trust period before the extension, the total amount of the Remaining Shares and the additional trust funds contributed by the Company shall be within the scope approved by the General Meeting of Shareholders. This extension of the trust period is not limited to only once but may be implemented similarly thereafter.

In addition, if the trust agreement is not amended and additional contributions are not made at the expiration of the trust period (or at the expiration of the extended trust period if the trust period has been extended as described above) no new points will be awarded to directors thereafter. However, trust period may be extended for a certain period of time until the delivery of the Company's shares to directors who may meet the beneficiary requirements is completed.

(4) Method of calculating the number of the Company's shares to be delivered to directors and ceiling

The number of the Company's shares to be delivered to directors is determined by the number of points awarded at a certain time each year according to their position, and the Company's share will be delivered according to the cumulative value of points (hereinafter "Cumulative Number of Point") at the time of the director's retirement.

One point corresponds to one common share of the Company, and if a stock split, reverse stock split, or similar event occurs with the respect to the Company's shares during the trust period, the number of the Company's shares per point and the ceiling on the number of the Company's shares to be delivered from the Trust will be adjusted according to the stock split ratio and reverse stock split ratio of the Company's shares. The maximum number of points granted to a director per period during the trust period shall be 90,000 points, and the maximum number of the Company's shares that a director can receive from the Trust during the trust period shall be 90,000 shares, which is equivalent to the maximum number of points (hereinafter the "Maximum Number of Shares to be Delivered")

The Maximum Number of Shares to be Delivered is set with the reference to the past stock price levels and trend of the Company, taking into consideration the upper limit of the trust funds described in (3) above. The Company considers this to be reasonable based on the current level of compensation paid to the Company's directors, the trends and future outlook for the number of the Company's directors, and the Company's stock price levels.

(5) Method and timing of delivery of the Company's shares to directors

Upon their retirement as a director, directors who satisfy the beneficiary requirements will receive a delivery of the Company's shares from the Trust in a number equivalent to their cumulative points, calculated as described (4) below. At this time, by completing the prescribed procedures for determining the beneficial interest, the relevant director will receive a delivery of the Company's shares (with fractional shares rounded up) equivalent to a certain percentage of the cumulative points. The Company's shares, equivalent to the remaining points, will be converted within the Trust, then the directors will receive payment in cash equivalent to the proceeds from the conversion.

In the event of director's death, all of the Company's shares equivalent to the cumulative points calculated after the death will be converted to cash within the Trust, and then, the director's heirs will receive payment from the Trust in an amount equivalent to the proceeds from the conversion. Furthermore, if a director becomes a Non-Resident of Japan, all of the Company's shares equivalent to the cumulative points accumulated up to that point will be converted to cash within the Trust, and then, the director will receive payment from the Trust in an amount equivalent to the proceeds from the conversion.

(6) Voting rights related to the Company's shares held within the Trust

Regarding the Company's shares held in the Trust, voting rights will not be exercised during the trust period to ensure neutrality in management.

(7) Dividends treatment for the Company's shares held within the Trust

Dividends relating to the Company's shares held within the Trust will be received by the Trust and will be used to cover the trust fees and trust expenses for the Trust.

(8) Other details of this Plan

Other matters relating to this Plan will be determined by the Board of Directors each time when the Trust is established, or the trust agreement is amended, and additional contributions are made.

Proposal 5: Introduction of Countermeasures for Large - Scale Acquisitions of the Company's Shares, etc. (The Policy of Responding to Acquisitions)

The Company will resolve to introduce Countermeasures for Large-Scale Acquisitions of the Company's Shares (hereinafter this "Plan") as follows at the General Meeting of Shareholders to be held in June 2025 (herein after the General Meeting of Shareholders"). This Plan is the Company's basic policies regarding the way a person is to control the determination of financial and business policies of the Company (Article 118, Paragraph 3 of Regulation for Enforcement of the Companies Act; hereinafter the "Basic Policy"), for the purposes of ensuring and enhancing the Company's corporate value and the shareholder's common interests, and one of the efforts to prevent the determination of financial and business policies of the Company from being controlled by an inappropriate person in light of the basic policies (Article 118, Paragraph 3 □(2) of Regulation for Enforcement of the Companies Act).

While this Plan will be introduced by the resolution of the Board of Directors, but as described below, the mechanism is in place to allow for its repeal by the shareholders' overall will, such as by a resolution of the shareholders' meeting or by a resolution of the Board of Directors, which consists of directors elected at the shareholders' meeting. Furthermore, from the perspective of better reflecting the shareholders' will, we intend to bring this matter up to consideration as a proposal (ordinary resolution) at the General Meeting of shareholders.

In addition, this Plan shall become effective as of June 26, 2025, however if the proposal is not approved by the shareholders at the General Meeting of shareholders, it shall be immediately repealed.

I . Basic policies regarding the way a person is to control the determination of financial and business policies of the Company

As a listed company on financial securities exchanges, the Company respects the free trading of the Company's stock in the market, and even in case of a large-scale acquisitions of the Company's shares by a specific party, do not necessarily deny it as long as it contributes to ensuring and enhancing the Group's corporate value and the shareholder's common interests. We believe that it should ultimately be up to shareholders to decide whether to accept any large-scale purchase proposal.

However, some of the large-scale stock purchases proposals may damage the Group's corporate value and the common shareholder's interests, such as the possibility that they cannot maintain positive relationships with stakeholders, or may not adequately reflect the value of the Group, or may not provide shareholders with enough information necessary to make the ultimate decision.

In response to such proposals, the Board of Directors, as fiduciaries entrusted by shareholders, believes it is necessary to ensure enough time and information and negotiate with the proposer of large-scale acquisition on behalf of shareholders.

II . Special initiatives contributing to the realization of the basic policies

1. Initiatives to enhance corporate value

(1) Management philosophy and management policies of the Company

Based in Minami-Shinshu, a region of abundant natural beauty, the Company has always valued this environment and prioritized co-existence with the local community as the core business principle. Through the construction of numerous structures vital to the daily lives of local residents- from social infrastructure such as roads, bridges, and dams to public facilities like schools, hospitals, and government offices, as well as shopping centers, office buildings, and factories-the Company has contributed to the local community. Rooted in this region, guided by strong technical skills and sound management principles, the Company continues to build a strong foundation of trust to enhance the Company's corporate value.

Since the Company founding, we have considered contributing to the safe, secure, and comfortable lives of the local community to be our corporate responsibility and have prioritized building a strong financial foundation to maintain and continue this long-standing relationship of trust. On the other hand, despite the high equity capital, we also have focused on enhancing profitability and the Company's ROE is standout in the industry. Going forward, based on this financial foundation, we will strive for further growth while strengthening shareholder returns and improving capital efficiency, thereby acknowledging and rewarding the support from the shareholders the Company received.

(2) Medium-Term Management Plan 2025 — for Vision 2030

We have launched a medium-term management plan with a three-year period from April 2025 to March 2028, with a view to achieving our goals for fiscal year 2030. This marks a restart for the next century, building on the foundation we established over the past one. Since going public, the Company has maintained stable performance for a long time, however, in Fiscal Year ending March 2021, focused on strengthening our branding and began shifting the trajectory towards growth (launching three brand — i-FAQT, Oishield, and @WORQX — increasing orders received from ¥11,000million in FY2021, to ¥18,600million by FY2024). To solidify this growth, a plan centers on the following pillars will be implemented. ①aggressive investment in future core businesses and review the business portfolio ②cash allocation, ③capital efficiency, ④shareholder returns. (Please refer to the Medium-Term Management Plan announced on May 14, 2025.)

2. Corporate Governance

(1) Basic approach to corporate governance

To continuously improve corporate value and meet the expectations of shareholders and other stakeholders of the Company, the Company recognizes that it is important management issues to respect the intent of the Corporate Governance Code and to realize effective corporate governance, and thinks the basis of this is “Prompt, efficient, Proactive business management” and “Ensuring sound and transparent management”. The Company recognizes its social responsibilities and will work together as a group to implement them in accordance with its corporate philosophy, management guidelines, and code of conduct.

(2) Overview of the Corporate Governance System and reasons for adopting the system

To further enhance the corporate governance system through strengthening the auditing and supervisory functions of the Board of Directors, the Company has adopted a company with an audit and supervisory committee as an organization design. For the Company’s corporate governance system, the Audit and Supervisory Committee, which is composed of multiple independent outside directors with diversity and expertise, conducts audits and supervises from an independent and objective standpoint, in addition, ensures effective corporate governance through cooperation with the Nomination and Remuneration Committee, which is voluntarily established. The Company believes that this is the most effective in the current situation.

III. Initiatives to prevent the determination of financial and business policies of the Company from being controlled by an inappropriate person in light of the basic policies

1. Purpose of this Plan

This Plan was introduced in accordance with the basic policy described in paragraph I above for the purpose of ensuring and enhancing the Company’s corporate value and the shareholder’s common interests. It clarifies the rules that parties intending to make large-scale stock purchases must observe, and it provide necessary and sufficient information and time for shareholders to make appropriate decisions, as well as secure opportunities for the Company to negotiate with parties intending to make large-scale stock purchases.

Even in case of a large-scale acquisitions proposal for the Company’s shares, the Company do not necessarily deny it as long as it contributes to ensuring and enhancing the Group’s corporate value and the shareholder’s common interests. We believe that it should ultimately be up to shareholders’ overall will to decide whether to accept any large-scale purchase proposal that could affect the Company’s management control. However, some of the large-scale stock purchases proposals or takeover bids, based on their objectives, may fail to provide shareholders and the Board of Directors with reasonably and necessary information or time to evaluate the content and make decisions, and the terms and conditions of the acquisitions are significantly inadequate or inappropriate in light of the target company’s corporate value and the shareholders’ common interest, or other proposals may be intended to damage relationships with stakeholders that are essential to generating the target company’s corporate value. Therefore, it cannot be denied that the large-scale acquisitions or takeover bids may potentially damage the Company’s corporate value and the shareholders’ common interest.

The status of the Company’s shares is shown in Attachment3. The Company holds 21.6% of the total number of issued shares (24.1% of voting rights) by the Company’s officers and their relatives within the third degree of kinship, but of these, only 0.9% (1.1% of voting rights) are held by the Company’s directors and related parties under their control. Furthermore, the exercise of rights related to the Company’s shares held by the founding family members who are not involved in company management is carried out based on the judgment of each individual and is not controlled by the Company.

Therefore, even in the event of an acquisition proposal for the purpose of acquiring the management rights of the Company, the judgment of individual shareholders regarding whether to entrust the Company's management to the acquirer may differ from the judgment of the Board of Directors. In addition, it is a significant option to procure the necessary funds from the capital markets through capital investment for expanding the Company's business base, then it is expected that the shareholding ratio of the Company's directors and officers will decline further, and the composition of the Company's shareholders will change significantly. Considering these circumstances, the Company has decided to implement this plan. This is because it is essential, in the event of large-scale acquisition proposals or takeover bids, to ensure necessary information and time for shareholders to make appropriate judgments on whether to accept the large-scale stock acquisition proposals or takeover bids, and enable the Company's Board of Directors to propose alternative strategies to shareholders

2. Overview of this Plan

This Plan formulates rules that parties intending to make large-scale stock purchases must observe, as described below. It also clarifies that, if certain conditions are met, the Company may take countermeasures that inflict damage to parties intending to make large-scale stock purchases and it warn against parties intending to make large-scale stock purchases that do not contribute to the Company's corporate value and the common shareholder's interests by appropriately disclosing this information.

3. Contents of this plan

(1) Procedures related to the Plan

① Eligible large-scale acquisitions, etc.

This Plan will apply to the acquisitions of the Company's shares, etc., that fall under (i.), (ii.), or (iii.) below, or any similar act takes place (excluding those approved by the Board of Directors; Such actions are hereinafter referred to the "large-scale Acquisitions, etc."). Any person who has made, or intends to make a large-scale Acquisitions, etc., (hereinafter the "Acquirer, etc.") shall follow the procedures set forth in this Plan in advance.

- (i) Acquisition in which the shareholder hold 20% or more of the Company's issued shares.
- (ii) A tender offer in which the total shareholding ratio that the shareholder and their special related parties hold pertaining to the tender offer becomes more than 20% of the Company's issued shares.
- (iii) Regardless of whether the any acts described in (i) or (ii) above have occurred, any agreements or other acts between a specific shareholders and other shareholders (including multiple shareholders; hereinafter the same shall apply in this (iii)) resulting in the other shareholders becoming joint holders with the specific shareholders, or any acts establishing a relationship that one party substantially controls the other or acts jointly or cooperatively (however, only if the shareholding ratio or the total shareholding ratio that the specific shareholders and other shareholders hold exceed 20% of the Company's issued shares)

② Prior submission of a "Letter of Intent" to the Company

Prior to the execution of the Large-Scale Acquisitions, etc., the Acquirer shall submit to the Board of Directors a document stating that the Acquirer will comply with the procedures set forth in the Plan in the event of large-scale Acquisitions, etc. (hereinafter the "Letter of Intent"). Please submit in Japanese in the format specified by the Company.

Specifically, the "Letter of Intent" should include the following items.

- (i) Outline of the Acquirers, etc
 - (a) Name and address or location
 - (b) Name and title of the Representative
 - (c) Corporate Purpose and business details of the company, etc
 - (d) Summary of principal shareholders or significant investors (top 10 by number of shares holding or ownership percentage)
 - (e) Domestic contact information
 - (f) Governing Law of Incorporation

- (ii) The number of the Company's shares, etc. currently held by the Acquirer, and the Acquirer's trading activity of the Company shares during the 60 days prior to the submission of the Letter of Intent.
- (iii) Summary of the Large-Scale Acquisitions, etc. proposed by the Acquirer, etc. (including Type and number of the Company's shares that the Acquirer intends to acquire through the Large-Scale Acquisitions, etc., and the purpose of the Large-Scale Acquisitions, etc. (acquisition of control or participation in management, net investment or policy investment, transfer of the Company's shares to a third party after the large-scale purchase, etc., or the act of making a significant proposal, etc., the fact and content if there is any other purpose. If you have more than one purpose, you will be asked to describe all of them.)).

③ Provision of "Required Information

If the Acquirer submits the "Letter of Intent" set forth in (2) above, the Acquirer shall provide the Company with necessary and sufficient information (hereinafter the "Required information") in Japanese in accordance with the following procedure, for the purpose of enabling shareholders to make informed judgement and for the evaluation and examination of the Company's Board of Directors regarding the Large-Scale Acquisitions, etc.

First of all, the Company will send an "Information List" containing the information to be initially submitted to the domestic contact information set forth in (2) (i)(e) above within 10 business days from the date of submission of "Letter of Intent" (excluding the day of submission). The Acquirer will be required to submit sufficient information to the Company in accordance with the "Information List".

Furthermore, if the Company's Board of Directors reasonably determines that the information provided by the Acquirer pursuant to the above "Information List" is insufficient for the judgment of shareholders and the evaluation and consideration of the company's Board of Directors in light of the details and manner of the Large-Scale Acquisitions, etc., the Acquirers will be required to provide additional information separately requested by the Company's Board of Directors.

Regardless of the content and mode of the Large-Scale Acquisitions, etc., information on each of the following items shall be included in the "Information List" in principle.

- (i) Details (including history, specific name, capital structure, business description, financial status, names and employment history of officers, etc.) of the Acquirers and their group (including joint holders, related parties, and, in case of funds, each partner and other constituent members).
- (ii) The purpose of the large-scale Acquisition, etc. (details of the purpose disclosed in the "Letter of Intent"), method, and content (including whether or not there is an intention to participate in management, the type and amount of consideration for the large-scale purchase, the timing of the large-scale Acquisition, etc., the mechanism of related transactions, the number of shares to be purchased, the percentage of shares owned after the Acquisition, etc., and the legality of the method of large-scale Acquisition, etc.).
- (iii) Basis for calculating the consideration for large-scale Acquisition, etc. (including the facts on which the calculation was made, the calculation method, the numerical information used in the calculation, the details of the synergies expected to arise from the series of transactions related to the large-scale acquisition, the name of the third party when the opinion of the third party was heard at the time of calculation, the summary of the opinion, and the circumstances that led to the determination of the amount based on the opinion).
- (iv) Funding sources for large-scale acquisitions, etc. (specific name of the funds providers (including substantial providers), procurement method, and details of related transactions are included).
- (v) Whether or not there was any intent communication with a third party at the time of the large-scale acquisitions, etc., and if so, the details of such communication and a summary of the third party
- (vi) If the Acquirers already have Lease agreements, collateral agreements, resale agreements, sales contract, and other significant contracts or arrangements (hereinafter the "collateral agreements, etc.") related to the Company's shares the Acquirers hold, the specific details of the collateral agreement, such as the type of contract, the counterparty to the contract, and the quantity of shares covered by the contract, etc.
- (vii) If the Acquirers intends to enter into any collateral agreements, etc. or other agreements with a third party regarding the Company's shares, etc., which the Acquirers intend to acquire in the

large-scale purchase, etc., the specific details of the agreement will be required such as the type of agreement scheduled, the counterparty to the contract, and the quantity of shares covered by the agreement, etc.

- (viii) Management policies, business plans, capital policies, and dividend policies of the Company and the Group after the large-scale acquisitions, etc.
- (ix) Policy on the treatment of the Company's employees, business partners, customers, local communities, and other stakeholders related to the Company after the large-scale acquisitions, etc.
- (x) Specific Measures to avoid conflicts of interest with other shareholders of the Company

the Company's Board of Directors will disclose the fact that the large-scale acquisition proposals have been received from the Acquirers and the outline of the proposal, as well as a summary of the Required Information and other information that is deemed necessary for the shareholder's judgment, at an appropriate time.

In addition, when the Acquirer, etc. has sufficiently provided the necessary information, the Company's Board of Directors shall notify the Acquirers, etc. to that effect (hereinafter the "Notice of Completion of Information Provision"), and will promptly disclose to that effect.

④ Establishment of the evaluation period for the Board of Directors.

After the notification of the completion of the provision of information, The Company's Board of Directors will set the following period (i) or (ii) below, for evaluation, examination, negotiation, forming the opinions, and alternative proposal formulation by the Company's Board of Directors (hereinafter the "Evaluation Period for the Board of Directors"), depending on the difficulty of evaluating the Large-Scale Acquisitions, etc., and will be promptly disclosed. The period begins the next day after notification.

- (i) Up to 60 days in the case of a tender offer for the Company's all shares for consideration only in cash (yen value)
- (ii) Up to 90 days for other Large-Scale Acquisitions

In any of the above (i) and (ii), the Evaluation Period for the Board of Directors may be extended only if the Board of Directors and the Independent Committee reasonably deem that it is insufficient for evaluation and consideration, but the extension period shall be up to thirty days. In that case, the Company's Board of Directors will notify the Acquirers the specific extension period and the specific reason why the extension period is necessary and also disclose it to the shareholders.

During the evaluation period for the Board of Directors, the Company's Board of Directors shall fully evaluate and examine the Required Information provided by the Acquirers, etc., with the advice of external experts as necessary, and consider the details of the large-scale acquisitions, etc., by the Acquirers, etc., in light of ensuring and enhancing the Company's corporate value and the common shareholder's interests. Through these considerations, The Company's Board of Directors carefully formulate the opinions of the Company's Board of Directors regarding the Large-Scale Acquisitions, etc., notify the Acquirers, etc., and disclose them to shareholders in a timely and appropriate manner. In addition, when required, the Company's Board of Directors will negotiate with the Acquirer regarding the terms and methods of the Large-Scale Acquisitions, etc., and will present alternative proposals to shareholders as the Company's Board of Directors

⑤ Recommendation on the Implementation of Countermeasures by the Independent Committee

In the event of the appearance of the Acquirer, etc., the Independent Committee shall make a recommendation to the Company's Board of Directors whether or not to implement countermeasures within the evaluation period for the Board of Directors, in accordance with the following procedures. In order to ensure that the decisions of the Independent Committee are made in a manner that contributes to securing and enhancing the Company's corporate value and the shareholders' common interests, the Independent Committee may, at the Company's expense, obtain advice from third parties (including investment banks, securities firms, financial advisors, certified public accountants, lawyers, consultants and other professionals) that are independent of the Company's management. In addition, in the event that the Independent Committee makes a recommendation or resolution to the Company's Board of Directors as set forth in (i) or (ii) below, the Company's Board of Directors shall promptly disclose the facts of such a recommendation or resolution, its summary, and any other matters that the Company's Board of Directors deems appropriate.

(i) In the event of the Acquirers fail to comply with the procedures stipulated in this Plan.
If the Acquirers fail to comply with the procedures stipulated in this Plan, the Independent Committee will consider the Large-Scale Acquisitions, etc. to significantly damage the Company's corporate value and the shareholders' common interests and will recommend that the Company's Board of Directors take countermeasures in principle.

(ii) In the event of the Acquirers complies with the procedures stipulated in this Plan.
If the Acquirers comply with the procedures stipulated in this Plan, the Independent Committee shall, in principle, recommend to the Company's Board of Directors that it not to take countermeasures.

However, even if the Acquirers comply with the procedures stipulated in this Plan, in case that it is recognized that the Large-Scale Acquisitions, etc. significantly impairs the Company's corporate value or the shareholders' common interests due to the reasons listed in Attachment4, in addition, it is judged that taking countermeasures is appropriate, the implementation of countermeasures will be recommend as an exceptional measure. Furthermore, the Independent Committee may make a reservation to the effect that it should obtain confirmation of the intention of shareholders in advance regarding the implementation of countermeasures.

⑥ The Board of Directors' resolution, confirmation of shareholders intentions

The Company's Board of Directors shall respect the recommendations of the Independent Committee as set forth in ⑤ to the fullest extent possible, and based on such recommendations, shall promptly adopt a resolution whether to implement countermeasures from the perspective of securing and enhancing the Company's corporate value and the shareholders' common interests.

In addition, if the Independent Committee, in recommending the implementation of countermeasures, reserves the intention of shareholders to be confirmed in advance regarding the implementation, the Company's Board of Directors shall hold a general meeting of shareholders to confirm the shareholders intention (hereinafter the "Shareholder Approval Meeting") in the shortest time practically possible, except in cases where it is practically extremely difficult to hold the "Shareholder Approval Meeting", and shall propose a resolution for the implementation of countermeasures. The Shareholder Approval Meeting may be held in conjunction with the Annual General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders.

If the Company's Board of Directors decides to hold a Shareholder Approval Meeting, the Evaluation Period for the Board of Directors will end at that time. When the proposal regarding the implementation of countermeasures is approved at the Shareholder Approval Meeting, the Company's Board of Directors shall make a resolution regarding the implementation of countermeasures in accordance with the decision of the Shareholder Approval Meeting and take the necessary procedures. On the other hand, if the proposal for the implementation of countermeasures is rejected at the Shareholder Approval Meeting, the Company's Board of Directors will pass a resolution regarding the non-implementation of countermeasures.

When the Board of Directors of the Company makes the resolution above, the Company's Board of Directors shall promptly disclose the summary of the resolution and other matters that the Board of Directors and the Independent Committee deem appropriate, and in the event of a Shareholder Approval Meeting, the results of the vote and other matters that the Board of Directors and the Independent Committee deem appropriate.

⑦ Suspending the Implementation of Countermeasures

In the event that (i) the Acquirers, etc. cancels the Large-Scale Acquisitions, etc., or (ii) there are changes in the factual circumstances which formed the basis for the decision on whether to implement countermeasures and the situation arises in which the implementation of the countermeasure is no longer deemed appropriate from the perspective of securing and improving the Company's corporate value and the shareholders' common interests, the Company's Board of Directors shall pass a resolution to suspend countermeasures even after the Company's Board of Directors has resolved to implementation of countermeasures in accordance with the procedures set forth in ⑥ above or after the activation of such countermeasures,

When the Company's Board of Directors makes the above resolution, it will promptly disclose the outline of the resolution and other matters that the Company's Board of Directors deems appropriate.

⑧ Commencement of Large-Scale Acquisitions, etc

The Acquirers shall comply with the procedures stipulated in this Plan and shall not be able to commence the Large-Scale Acquisitions, etc. until the Board of Directors has resolved to implement or not to implement countermeasures

(2) Specific details of countermeasures under this plan

The countermeasures taken by the Company's Board of Directors, based on the resolution described in (1) ⑥ above, are the Allotment of Share Warrant without contribution (hereinafter the "Share Warrant").

Details of the Allotment of Share Warrant without contribution is as described in Attachment5 "Summary of the Allotment of Share Warrant without contribution."

The Company's Board of Directors shall pass the resolution to suspend the implementation of countermeasures, as described in (1) ⑦ above, even after the Company's Board of Directors has resolved to implementation of countermeasures or after the activation of such countermeasures. For example, the countermeasures may be stopped by the following ways. When the Board of Directors of the Company resolves to implement the Allotment of Share Warrant without contribution as a countermeasure, and the Acquirers, etc. cancel the large-scale Purchase, etc., and the Company's Board of Directors makes the resolution described in (1) ⑦ above, the Allotment of Share Warrant without contribution shall be discontinued until the day before the ex-dividend date pertaining to the record date set for the Allotment of Share Warrant without contribution. After the effective date of the Allotment of Share Warrant without contribution, the Company may suspend the activation of countermeasures by acquiring the Stock Acquisition Rights free of charge or by other means until the day before the start of the exercise period of the Share Warrant.

(3) Validity period, abolition and amendment of this Plan

If this Plan is approved at this Annual General Meeting of Shareholders, validity period shall be from the time of approved resolution to the conclusion of the Annual General Meeting of Shareholders scheduled to be held in June 2028.

However, even before the expiration of such effective period, if a resolution is passed at the Company's General Meeting of Shareholders to change or abolish the Plan, the Plan shall be changed or abolished at that time in accordance with the resolution. In addition, if the Board of Directors, consisting of directors elected at the Company's General Meeting of Shareholders, resolves to abolish the Plan, the Plan shall be abolished at that time.

The Company's Board of Directors may amend or change the Plan with the approval of the Independent Committee at any time when it deems necessary to make formal changes due to changes in the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations, or the rules of financial instruments exchanges, and changes in the interpretation and operation thereof, or changes in the tax system, judicial precedents, etc. On the other hand, if the Company's Board of Directors makes changes to the contents of the Plan that will have a substantial impact on the Company's shareholders, it will be submitted to the most recent General Meeting of Shareholders for the approval of the shareholders.

When the Company abolishes the Plan or changes the contents of the Plan in a way that has a substantial impact on the Company's shareholders, the Company shall promptly disclose the fact of such abolition or change, the details of the change (in the case of a change), and other matters that the Company's Board of Directors deemed appropriate.

4. Rationality of the Plan

This plan satisfies the three principles set forth in the "Guidelines for Takeover Defense Measures to Secure or Enhance Corporate Value and the Shareholders' Common Interests" published by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice on May 27, 2005 (the principle of securing and enhancing corporate value and the shareholders' common interests, the principle of prior disclosure and the shareholders' intention, and the principle of securing necessity and appropriateness). In addition, this Plan is based on the content of the "Takeover Defense Measures in Light of Recent Changes in the Environment," the Corporate Value Study Group announced on June 30, 2008, and the Tokyo Stock Exchange, Inc.'s "Corporate Governance Code" revised on June 11, 2021, under "Principle 1-5: Takeover Defense Measures," and the "Action Guidelines for Corporate Takeovers." the Ministry of Economy, Trade and Industry (METI) announced on August 31, 2023.

(1) Principles of securing and enhancing corporate value and the shareholders' common interests

As described in Section 1 above, this plan is intended to secure and enhance the Company's corporate value and the shareholders' common interests. In the event of the Large-Scale Acquisitions, it will be achieved by securing the information and time necessary to enable shareholders to determine whether to accept the large-scale Acquisitions, or by enabling the Company's Board of Directors to present alternative proposals, and to negotiate with the Acquirers, etc. for the shareholders.

(2) Principle of Prior Disclosure and Shareholder Intention

This plan will be introduced with the approval of shareholders at the Company's Annual General Meeting of Shareholders. Even after approval at the Annual General Meeting of Shareholders, if a resolution to change or abolish this Plan is made at a subsequent General Meeting of Shareholders, this Plan will also be changed or abolished in accordance with the resolution, as described in 3 (3) above. Therefore, the introduction and abolition of this Plan are structured to fully reflect the shareholder's intention.

(3) Principle of Ensuring Necessity and Appropriateness

① Emphasis on the judgment of highly independent outsiders and thorough information disclosure

As described in Section 2 above, the Company has established an Independent Committee for the purpose of eliminating arbitrary decisions by the Board of Directors regarding the implementation of countermeasures against the Large-Scale Acquisitions, etc. based on this Plan, and ensuring the objectivity and rationality of the Board of Directors' decisions and responses. The Company's Board of Directors will fully respect the recommendations of the Independent Committee when resolving whether to implement the countermeasures.

In addition, the Company discloses information to shareholders and investors on the summary of the Independent Committee's decisions and ensures a way for transparent operation of this Plan to enhance the Company's corporate value and the shareholders' common interests.

② Establishment of reasonable and objective trigger conditions

As described in 3 above, this plan is designed such that it will not be activated unless reasonable and objective requirements are satisfied, and a mechanism has been secured to prevent arbitrary activation by the Company's Board of Directors.

③ Not a dead-hand or slow-hand takeover defense measure

As described in 3(3) above, this Plan can be abolished at any time by the Board of Directors, which consists of directors elected at the General Meeting of Shareholders of the Company. Therefore, this Plan is not a dead-hand takeover defense measure (a takeover defense measure that cannot be prevented from being activated even if the majority of the board of directors are replaced).

In addition, since the directors' term of office is one year, this plan is not also a slow-hand takeover defense measure (a takeover defense measure that requires time to prevent the activation because it is not possible to change the members of the board of directors at once).

5. Impact on Shareholders and Investors

(1) Impact on shareholders and investors at the time of the introduction of this Plan

At the time of the introduction of this Plan, the Share Warrant themselves will not be issued. Therefore, the Plan will not directly and materially affect the shareholders' legal rights and economic interests regarding the Company's shares at the time of introduction.

In addition, as described in 3 (1), the Company's response policy to the Acquirers differs depending on whether the Acquirers comply with this Plan or not, so shareholders and investors should pay attention to the trends of the Acquirers, etc.

(2) Impact on Shareholders and Investors at the Time of the Allotment of Share Warrant without contribution

If the Company's Board of Directors decides to implement countermeasures and issue the Allotment of Share Warrant without contribution, the Allotment of Share Warrant without contribution will be allocated to the shareholders recorded in the shareholder registry on the allotment date separately specified at a ratio of up to one Share Warrant for each share held by the Company. Under this mechanism, even at the time of the Allotment of Share Warrant without contribution, the value of each share of the Company held by shareholders will be diluted, but the value of the entire shares of the Company held by shareholders will not be diluted, and it is not expected that there will be a direct and concrete impact on the shareholders' legal rights and economic interests regarding the Company's shares.

However, for the Acquirers, the invocation of such countermeasures may result in some impact on the legal rights or economic interests of the Acquirers.

In addition, even if the Company's Board of Directors resolves to allot the Allotment of Share Warrant without contribution, if the Company's Board of Directors decides to suspend the implementation of countermeasures in accordance with the procedures described in 3 (1) ⑦ above, the Company's share price may fluctuate accordingly. For example, after the shareholders who are eligible to receive the Allotment of Share Warrant without contribution are determined, if the Company suspends the activation of countermeasures and acquires the Allotment of Share Warrant without contribution and does not issue the new shares, the per-share economic value held by the shareholders will not be diluted. Therefore, please be aware of the possibility that shareholders and investors who traded the stock on the assumption that the per-share economic value will be diluted may be subject to damage due to fluctuations in the stock price.

In addition, if discriminatory conditions are imposed on the exercise or acquisition of the Stock Acquisition Rights, it is expected that the legal rights and economic interests of the Purchaser, etc. will be affected by the exercise or acquisition, but even in this case, it is not expected to have a direct and concrete impact on the legal rights and economic interests of shareholders other than the Purchaser in relation to the Company's shares.

The Allotment of Share Warrant without contribution and the delivery of common shares do not intend to be made more than once.

(3) Procedures for Shareholders in Relation to the Allotment of Share Warrant without contribution

Shareholders who are recorded in the final register of shareholders on the date of the Allotment of Share Warrant without contribution will naturally become the Share Warrant holders on the effective date of the Allotment of Share Warrant without contribution, and therefore there is no need to apply for them.

In addition, in the event that the Company takes procedures for the acquisition of the Share Warrant with an acquisition clause, shareholders other than the Acquirers, etc., will receive the Company's shares by the Company in exchange for the acquisition of the Stock Warrant without paying the exercise price of the Share Warrant, and therefore there will be no need to carry out procedures such as payment for the Share Warrant.

In addition to the above, details regarding the allotment method, exercise method, the Company's acquisition method, and the method of share delivery, etc., will be disclosed or notified in a timely and appropriate manner after the resolution of the Company's Board of Directors concerning the gratuitous allotment of Share Warrant is made, in accordance with applicable laws and regulations and the rules of financial instruments exchanges regarding the details of the procedure. Please refer to the contents of such disclosure or notification.

That's about it.

Outline of the Independent Committee Regulations

1. The Independent Committee shall be established by resolution of the Company's Board of Directors as an advisory body to the Board of Directors for the purpose of eliminating arbitrary decisions by the Board of Directors regarding the issuance of countermeasures against Large-Scale Acquisitions, etc., and ensuring objective and rational decision-making and responses by the Board of Directors.
2. The Independent Committee shall consist of at least three members and shall be appointed based on a resolution of the Company's Board of Directors. The Independent Committee members shall be either (1) Outside Directors, (2) Outside Experts (experienced company managers, former government officials, lawyers, certified public accountants, academic experts, or equivalent people) and be independent of the Company's executive management. In addition, the Company shall enter into an agreement including regulations regarding the duty of care and the confidentiality obligations with the Independent Committee Members.
3. The term of office of each Independent Committee member shall be the date of the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within three years of their election, or until the date separately agreed between the Company and the Independent Committee Members. However, this shall not apply if otherwise determined by a resolution of the Company's Board of Directors.
4. The Independent Committee shall be convened by the Representative Director of the Company or by each Independent Committee Member.
5. The Chairperson of the Independent Committee shall be elected by each Independent Member's mutual election.
6. In principle, the Independent Committee's resolutions require all Independent Committee members present and a majority vote. However, if any member is absent due to an emergency or any other special reason, resolutions may be adopted with the presence of majority of the Independent Committee members and a majority vote of those present.
7. The Independent Committee, based on a consultation by the Company's Board of Directors, shall deliberate and resolve the matters described in each of the following items, and recommend its resolutions to the Company's Board of Directors concerning, with reasons stated.
 - (1) The advisability of taking countermeasures related to the Plan (including obtaining confirmation of shareholders' intentions in advance regarding the implementation)
 - (2) Call off the countermeasures related to this Plan and suspension of enforcement
 - (3) Abolition and modification of this Plan
 - (4) Other matters that the Company's Board of Directors voluntarily consults with the Independent Committee in relation to the Plan. Each Independent Committee member shall be required to conduct deliberations and resolutions at the Independent Committee solely from the perspective of whether or not it contributes to the Company's corporate value and the shareholders' common interests and must not aim for the personal benefit of themselves or the Company management.
8. The Independent Committee may, as necessary, require the attendance of the Company's directors, employees, and any other people it deems necessary, and may request their opinions or explanations regarding matters the Committee requires.
9. In performing its duties, the Independent Committee may, at the Company's expense, obtain advice from external experts (including investment banks, securities firms, financial advisors, certified public accountants, lawyers, consultants and other professionals) who are independent of the management team that executes the Company's business operations.

That's about it

Career Summary of the Independent Committee Members (alphabetical order)

Masaaki Abe (Date of birth: October 31, 1960)

October 1986 Joined Nagoya Office, Shinko Audit Corporation
 April 1992 Representative of Abe Masaaki Certified Public Accountant Office (to present)
 November 1992 Representative of Abe Masaaki Tax Accountant Office
 December 2011 Representative of Abe Tax Accountant Corporation (to present)
 June 2024 Outside director who is Audit and Supervisory Committee Member of the Company (to present).

※He is an outside director as defined under Article 2, Paragraph 15 of the Companies Act. The Company has reported him to the Tokyo Stock Exchange as an independent officer.

Mika Godo (Date of birth: May 7, 1967)

October 2004 Registered with Nagano Prefecture Bar Association
 October 2004 Joined Kubota Law Office
 April 2008 Director of Godo Law Office (to present)
 June 2011 Outside Auditor of THE NAGANO BANK, LTD. (to present)
 June 2023 Outside director who is Audit and Supervisory Committee Member of the Company (to present).

※She is an outside director as defined under Article 2, Paragraph 15 of the Companies Act. The Company has reported her to the Tokyo Stock Exchange as an independent officer

Shogo Miyashita (Date of birth: August 21, 1975)

December 2008 Registered with Nagano Prefecture Bar Association
 December 2008 Joined Takeda Law Office
 April 2012 Open Minami Shinshu Law Office (to present)
 April 2022 Incorporate to Minami Shinshu legal professional corporation (to present)

※There is no advisory or other contractual relationship between the three individuals mentioned above and our company

That's about it.

Shareholding Status of Major Shareholders (as of March 31, 2025)

Rank	Name	Number of shares	Shareholding ratio
1	Shinshu Enterprise Co., Ltd.	3,641,790	19.24
2	Yamaura Employee Stock Ownership Association	1,801,187	9.51
3	The Master Trust Bank of Japan, Ltd.	1,328,900	7.02
4	THE HACHIJUNI BANK, LTD.	668,100	3.53
5	Watahan & Co., Ltd.	429,000	2.26
6	Hayao Yamaura	359,024	1.89
7	THE NAGANO BANK, LTD.	277,000	1.46
8	KYOKUTO KAIHATSU KOGYO CO., LTD.	200,000	1.05
9	TAKANO Co., Ltd.	179,500	0.94
10	Yasuko Yamaura	179,400	0.94

(Note) In addition to the above, the Company holds 2,176,287 treasury shares.

That's about it.

Types of actions deemed to significantly impair the company's corporate value and shareholders' common interests

1. If it is determined that the Acquirer is acquiring the Company's shares for the purpose of artificially inflating the share price to force a buyback from company insiders, despite having no genuine intention to participate in the management of the company (so-called "green mailer")
2. If the acquisition of the Company's shares is determined to be for the purpose of temporarily controlling the company's management and thereafter transferring the Company or the Group company's assets which are essential to the business operations of the Company or the Group, including intellectual property rights, know-how, confidential information, major business partners, and customers, to the Acquirer or its affiliated entities or group companies.
3. When it is determined that the Acquirer is acquiring the Company's shares for the purpose of diverting the Company or the Group's assets as collateral or as a source of repayment for the debts of the Acquirer, etc. or its group companies, etc., after taking control of the Company's corporate management.
4. When it is determined that the Acquirer is acquiring the Company's shares with the purpose of temporarily controlling the Company's management and disposing of high-value assets, such as real estate and securities, etc., that are not currently related to the Company or the Group's business by selling, etc., and using the profits from such disposal to issue temporary high dividends, and taking advantage of the opportunity of a rapid increase in stock price due to such temporary high dividends in order to sell out the Company's shares at a high price.
5. If it is determined that the method of acquiring the Company's shares proposed by the Acquirer is so-called "Coercive two-stage acquisition (a tender offer or other acquisition of shares conducted without soliciting the acquisition of all of the Company's shares in the first step, and setting unfavorable terms for the second-step or without clarifying such terms)", and thereby having risks to restrict the shareholder's opportunity for decision making or their freedom and force shareholders to sell their shares of the Company.
6. If it is determined that the proposed acquisition terms for the Company's shares by the Acquirer (including, but not limited to, the type and amount of acquisition consideration, basis for calculating such amount, the specific details of other conditions (including the timing and method of such acquisition), the presence or absence of illegality, and the feasibility) are deemed to be significantly inadequate or inappropriate in light of the Company's corporate value.
7. If it is determined that the acquisition of control by the Acquirer would have a risk of significantly impeding the preservation or enhancement of the Company's corporate value and the shareholder's common interests such as destroying the relationship with the Company's shareholders, as well as customers, employees, and other stakeholders who are the source of the Company's corporate value, and as a result, the Company's corporate value and the shareholder's common interests are expected to be significantly damaged.
8. Compared to the Company's corporate value without the Acquirer obtaining control, if, in case where the Acquirer obtains control, the Company's corporate value, in comparison to its mid-to long-term future corporate value, is determined to be significantly inferior.
9. When it is determined that the Acquirer is significantly inappropriate as the Company's controlling shareholder from the perspective of public order and morals.
10. In other cases that are substantially similar to items 1 through 9, where it is determined that the Company's corporate value and the shareholder's common interests are significantly impaired.

That's about it.

Outline of the Free Allotment of Share Warrants

1. Total number of share warrants to be allotted

The total number of Share Warrants to be allotted shall be the number determined separately by the Board of Directors in the resolution regarding the Free Allotment of Share Warrants (hereinafter the “resolution for Free Allotment of Share Warrants”), up to a maximum equal to the Company’s final number of outstanding shares on a specific date (hereinafter the “Allocation Date”) separately determined by the Board of Directors in the resolution for Free Allotment of Share Warrants (excluding the number of Company shares held by the Company at that time).

2. Shareholders eligible for allotment

The Company shall allot the share warrants without contribution to the shareholders recorded in the final shareholder’s register as of the Allocation Date at a ratio determined separately by the Board of Directors in the resolution for the Free Allotment of Share Warrants, up to a maximum of one share warrant per one share of the Company’s common stock held by each shareholder (excluding the Company shares held by the Company at that time).

3. Effective date of the Free Allotment of Share Warrants

The date shall be determined separately by the Board of Directors in the resolution for the Free Allotment of Share Warrants

4. Type and number of shares subject to the Share Warrants

Type of shares subject to the Share Warrants shall be the Company’s common stock, and the number of shares subject to one Share Warrants (hereinafter the “Number of Eligible Shares”) shall be determined separately by the Board of Directors in the resolution for the Free Allotment of Share Warrants, up to a maximum of one share. However, in the event that the Company undertakes a stock split or stock consolidation, the necessary adjustments shall be made.

5. Description and price of the assets to be contributed upon exercise of the Share Warrants

The purpose of the contribution upon exercise of the Share Warrants shall be monetary, and the amount per share of the Company’s common stock to be contributed upon the Share Warrants shall be one yen or more, and as determined separately by the Board of Directors in the resolution for the Free of Share Warrants

6. Transfer restriction on the Share Warrant

The transfer of the Share Warrants shall require the approval of the Company’s Board of Directors.

7. Exercise conditions for the Share Warrants

(1) Specified Large Shareholders (2) Joint Holders of Specified Large Shareholders (3) Specified Large Acquirers (4) Special Related parties of Specified Large Acquirers, or (5) any person who has acquired or succeeded to the Share Warrants from persons described in (1) through (4) without the approval of the Company’s Board of Directors, or (6) any affiliates of the persons described in (1) through (5) (hereinafter, collectively “Non-Qualified Persons”) shall not be permitted to exercise the Share Warrant. Furthermore, the details of the exercise conditions for the Share Warrants interests shall be determined separately by the Board of Directors in the resolution for the Free Allotment of Share.

8. Acquisition of the share Warrants by the Company

The Company may acquire the Share Warrants owned by persons other than Non-Qualified Persons on a date determined separately by the Board of Directors, and in exchange therefor, the Company may deliver the Company’s common stock at a rate of one share of the Company’s common stock per one Share Warrant. In addition, the Company shall not provide economic benefits such as money as consideration for the acquisition of the Share Warrant held by Non-Qualified Persons. Details regarding the conditions of the acquisition of the Share Warrants shall be determined separately in the resolution for the Free Allotment of Share.

9. Free Acquisition in the event of suspension of the implementation of countermeasures

If the Board of Directors suspends the implementation of countermeasures, or other circumstances determined separately by the Board of Directors in the resolution for the Free Allotment of Share, the Company shall acquire all of the Share Warrants without payment.

10. Exercise period, etc. of the Share Warrants

The exercise period and other necessary matters concerning the Share Warrants shall be separately determined by the Company's Board of Directors in the resolution for the Free Allotment of Share.

That's about it.