

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 1976

June 5, 2025

To our shareholders:

Tetsuji Yanase,  
President and Representative Director  
**MEISEI INDUSTRIAL CO., LTD.**  
1-8-5 Kyomachibori, Nishi-ku, Osaka

## Notice of the 83rd Annual General Meeting of Shareholders

The 83rd Annual General Meeting of Shareholders of MEISEI INDUSTRIAL CO., LTD. (the “Company”) is to be held as described below.

Note that you may exercise your voting rights via the Internet and other means or in writing. In this case, please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 25, 2025.

Please see pages 3 to 4 for a guide to exercising voting rights (in Japanese only).

- 1 Date and Time:** Thursday, June 26, 2025, at 10:00 a.m. (JST)  
**2 Venue:** ABC Room, Kitahama Forum (3rd floor of Osaka Securities Exchange Building)  
1-8-16 Kitahama, Chuo-ku, Osaka, Japan

### 3 Purpose of the Meeting

#### Matters to be reported:

1. The Business Report, the Consolidated Financial Statements, and report on the result of the audit by the Financial Auditor and Audit and Supervisory Committee on the Consolidated Financial Statements for the 83rd term (April 1, 2024 to March 31, 2025)
2. Report on the Non-consolidated Financial Statements for the 83rd term (April 1, 2024 to March 31, 2025)

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus  |
| <b>Proposal No. 2</b> | Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)  |
| <b>Proposal No. 3</b> | Election of Three Directors Who Are Audit and Supervisory Committee Members   |
| <b>Proposal No. 4</b> | Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors) |

If you are attending the meeting in person, please submit the voting form to the receptionist at the meeting.

### **Matters concerning measures for electronic provision**

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

<The Company's website>

<https://www.meisei-kogyo.co.jp/ir/library/meeting/> (in Japanese)

<Website for informational materials for the general meeting of shareholders>

<https://d.sokai.jp/1976/teiji/> (in Japanese)

<TSE website (Listed Company Search)>

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

Access the TSE website by using the internet address shown above, enter “MEISEI INDUSTRIAL CO., LTD.” in “Issue name (company name)” or the Company’s securities code “1976” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

● If there are revisions to the matters subject to measures for electronic provision, the Company will post a notice of the revisions and the details of the matters before and after the revisions on each website where the information is posted.

● For this general meeting of shareholders, we have delivered paper-based documents stating matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the matters subject to measures for electronic provision, in accordance with the provisions of relevant laws and regulations and Article 18 of the Company’s Articles of Incorporation, the following matters are posted on the above websites and therefore are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Financial Auditor and the Audit and Supervisory Committee have audited the documents subject to audit, including the following matters.

- 1) “Systems to Secure the Properness of Business Activities of the Company and the Status of Implementation of the Systems” and “Basic Policy Concerning the Persons Who Control Decisions on the Company’s Financial and Business Policies” in the Business Report
- 2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
- 3) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company regards the return of profit to its shareholders as one of the important management policies, and makes a comprehensive judgment as to the appropriation of surplus by taking into consideration, its business performance, financial condition and other data, and based on the dividend policy.

In light of the aforementioned policies, the Company proposes the year-end dividends for the 83rd fiscal year, as follows:

1. Type of dividend property  
Cash
2. Allotment of dividend property and their aggregate amount  
¥39 per common share of the Company, totaling ¥1,861,698,267  
As the Company has already paid the interim dividend of ¥21 per share, the annual dividend for the current fiscal year will be ¥60 per share.
3. Effective date of dividends of surplus  
June 27, 2025

### Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of four Directors (excluding Directors who are Audit and Supervisory Committee Members, the same applies hereinafter in this proposal), namely Tetsuji Yanase, Motoshi Shinohara, Keizo Fujino, and Yutaka Toki, will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

Moreover, this proposal has been considered by the Nomination and Compensation Committee, but they have expressed no opinion.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	Attendance at Board meetings
1	Tetsuji Yanase Reelection	President and Representative Director	15/15
2	Motoshi Shinohara Reelection	Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department and Osaka Procurement Department and Tokyo Procurement Department	15/15
3	Keizo Fujino Reelection	Director, Executive Officer, Division Manager of Sales Division, Division Manager of Construction Division, General Manager of Nagasaki Sales Department, Project Director of Tangguh Project, and in charge of Hamamatsu Factory	15/15
4	Yutaka Toki Reelection	Director, Executive Officer, Division Manager of Administration Division, and in charge of Affiliated Companies	11/11

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses that may arise from liability borne by the Directors who are insured persons in their execution of their duties, or from claims brought against them in pursuit of that liability. In addition, if each candidate is appointed as Director, the Company plans to include each of them as an insured in the insurance policy and renew said policy during their terms of office.
  3. Yutaka Toki's attendance at the Board meetings covers the meetings held after his election as a director at the 82nd Annual General Meeting of Shareholders held on June 20, 2024.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Tetsuji Yanase (January 24, 1961)  Reelection	Mar. 1983	Joined the Company	11,400 shares
		Apr. 2008	General Manager of 1st Tokyo Sales Department of Sales Division	
		June 2018	Executive Officer, General Manager of Overseas Sales Promotion Department of Sales Division, and Project Manager of Ichthys Project	
		Apr. 2019	Executive Officer, General Manager of Overseas Sales Promotion Department of Sales Division	
		June 2020	Director, Executive Officer, Deputy Division Manager of Sales Division, and General Manager of Overseas Sales Promotion Department	
		June 2021	Director, Executive Officer, Division Manager of Construction Division, and General Manager of Overseas Sales Promotion Department	
		June 2022	Director, Senior Executive Officer, Division Manager of Branch Management Division, and in charge of Procurement Department	
		July 2023	President and Representative Director (current position)	
		<Significant concurrent positions outside the Company> —		

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Motoshi Shinohara (July 24, 1963)  Reelection	<p>Mar. 1986      Joined the Company</p> <p>July 2007      Regional Branch Manager of Chugoku &amp; Shikoku Regional Branch</p> <p>Apr. 2011      General Manager of Environmental Operation Division and General Manager of Environment Department</p> <p>June 2013      Executive Officer, Division Manager of Environment Operations Division, and General Manager of Environment Department</p> <p>June 2017      Director, Executive Officer, Deputy Division Manager of Branch Management Division</p> <p>June 2019      Director, Executive Officer, Deputy Division Manager of Branch Management Division, and General Manager of Environment Department</p> <p>June 2021      Director, Executive Officer, and Division Manager of Sales Division</p> <p>June 2022      Director, Executive Officer, Division Manager of Sales Division, and Division Manager of Construction Division</p> <p>July 2023      Director, Executive Officer, Division Manager of Construction Division, Division Manager of Engineering Division, and in charge of Quality &amp; Safety Control Department and Hamamatsu Factory</p> <p>June 2024      Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality &amp; Safety Control Department and Procurement Department</p> <p>Apr. 2025      Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality &amp; Safety Control Department, Osaka Procurement Department and Tokyo Procurement Department (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt; Director of Nippon Keical Limited</p>	14,000 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Keizo Fujino (March 11, 1960)  Reelection	<p>Mar. 1983      Joined the Company</p> <p>Apr. 2008      General Manager of 2nd Tokyo Sales Department of Sales Division, and Assistant Sales Manager of Tangguh Project</p> <p>May 2008      General Manager of 2nd Tokyo Sales Department of Sales Division, Assistant Sales Manager of Tangguh Project, and Sub Manager of Nigeria Project</p> <p>June 2017      Executive Officer, General Manager of Tokyo Sales Department of Sales Division, and Assistant Project Director of Ichthys Project</p> <p>June 2019      Director, Executive Officer, General Manager of Sales Business Department and Tokyo Sales Department of Sales Division, and Project Director of Tangguh Project</p> <p>June 2020      Director, Executive Officer, Division Manager of Sales Division, General Manager of Tokyo Sales Department, and Project Director of Tangguh Project</p> <p>June 2021      Director, Executive Officer, Deputy Division Manager of Sales Division, General Manager of Tokyo Sales Department, and Project Director of Tangguh Project</p> <p>June 2022      Director, Executive Officer, Deputy Division Manager of Sales Division, General Manager of Tokyo Sales Department, General Manager of Overseas Sales Promotion Department, and Project Director of Tangguh Project</p> <p>July 2023      Director, Executive Officer, Division Manager of Sales Division, and Project Director of Tangguh Project</p> <p>June 2024      Director, Executive Officer, Division Manager of Sales Division, Project Director of Tangguh Project, and in charge of Hamamatsu Factory</p> <p>Apr. 2025      Director, Executive Officer, Division Manager of Sales Division, Division Manager of Construction Division, General Manager of Nagasaki Sales Department, Project Director of Tangguh Project and in charge of Hamamatsu Factory (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt;  Director of Meisei Kenko Co., Ltd.  Representative Director of Meisei Nigeria Ltd.</p>	12,800 shares
4	Yutaka Toki (October 11, 1960)  Reelection	<p>Mar. 1985      Joined the Company</p> <p>May 2016      General Manager of General Administration Department</p> <p>June 2020      Executive Officer and General Manager of General Administration Department</p> <p>June 2024      Director, Executive Officer, Division Manager of Administration Division, and in charge of Affiliated Companies (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt;  Director of Meisei Kenko Co., Ltd.  Representative Director of Meisei Koji Co., Ltd.  Representative Director of Meisei Create Co., Ltd.</p>	10,700 shares

### Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

The term of office of each of the three Directors who are Audit and Supervisory Committee Members, namely, Eiji Sakamoto, Kyoichi Uemura, and Mitsumasa Kishida will expire at the conclusion of this meeting, and Eiji Sakamoto will retire. Therefore, the Company proposes the reelection of two Directors and an election of one new Director, totaling three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position and responsibility in the Company	Attendance at Board meetings Attendance at Audit and Supervisory Committee meetings
1	Yoshihisa Takase New election	Executive Officer and General Manager of Sales Division	-/- -/-
2	Kyoichi Uemura Reelection	Outside Director, Audit and Supervisory Committee Member	15/15 15/15
3	Mitsumasa Kishida Reelection	Outside Director, Audit and Supervisory Committee Member	15/15 15/15

- Notes:
1. There is no special interest between the candidate and the Company.
  2. New candidate Yoshihisa Takase has many years of experience at the Company as a general manager of sales department and a regional branch manager, and has considerable knowledge of practical accounting and cost control measures.
  3. Kyoichi Uemura and Mitsumasa Kishida are candidates for Outside Director.
  4. Kyoichi Uemura and Mitsumasa Kishida are currently Outside Directors who are Audit and Supervisory Committee Members of the Company, and at the conclusion of this meeting, tenures of Kyoichi Uemura and Mitsumasa Kishida will have been ten years and six years, respectively.
  5. Reasons why they are candidates for Outside Director and overview of expected roles  
Kyoichi Uemura and Mitsumasa Kishida have been chosen as candidates for Outside Director because although both of them have not been involved in management of the company directly, Kyoichi Uemura has worked as a certified public accountant and tax accountant and Mitsumasa Kishida as a tax accountant, indicating they have extensive knowledge of finance and accounting, and we expect they will be able to supervise and advise Directors on the execution of duties from a professional perspective and independent standpoint. If they are elected, they will be involved in the selection of candidates for officers of the Company and the determination of Directors' compensation from an objective and neutral standpoint as Nomination and Compensation Committee members.
  6. Summary of details of limited liability agreement  
Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Kyoichi Uemura and Mitsumasa Kishida to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act.  
If their election is approved, the Company plans to continue the aforementioned agreement with them.
  7. Summary of details of a directors and officers liability insurance policy  
The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses of liability for damages of all Directors who are Audit and Supervisory Committee Members to the Company or a third party. If each candidate is elected as a Director who is an Audit and Supervisory Committee Member, they will become insureds under the policy.  
In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  8. The Company has submitted notification to the Financial Instruments Exchange that Kyoichi Uemura and Mitsumasa Kishida have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans to submit notification of their designation as independent officers to continue.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yoshihisa Takase (August 7, 1962)  New election	<p>Mar. 1985      Joined the Company</p> <p>Apr. 2012      General Manager of Osaka Sales Department of Sales Division</p> <p>June 2020      Executive Officer, General Manager of Osaka Sales Department of Sales Division, and General Manager of Nagasaki Sales Department of Sales Division</p> <p>June 2021      Executive Officer, and Regional Branch Manager of Kinki &amp; Chubu Regional Branch</p> <p>Apr. 2024      Executive Officer, General Manager of Osaka Sales Department of Sales Division, and General Manager of Nagasaki Sales Department of Sales Division</p> <p>Apr. 2025      Executive Officer and General Manager of Sales Division (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt; Director of Nippon Keical Limited</p>	5,100 shares
2	Kyoichi Uemura (March 29, 1940)  Reelection Outside Independent officer	<p>Apr. 1970      Registered and commencement of Certified Public Accountant Business</p> <p>Aug. 1970      Registered and commencement of Certified Tax Accountant Business</p> <p>                    Opened and Director of Certified Public Accountant, Certified Tax Accountant Kyoichi Uemura Office (current position)</p> <p>June 1995      Audit &amp; Supervisory Board Member of the Company</p> <p>July 2007      Representative of Osaka Audit Corporation</p> <p>July 2009      Representative of Seiko Audit Corporation (current position)</p> <p>June 2015      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt; Director of Certified Public Accountant, Certified Tax Accountant Kyoichi Uemura Office Representative of Seiko Audit Corporation Outside Audit &amp; Supervisory Board Member of Asakawagumi Co., Ltd.</p>	0 shares
3	Mitsumasa Kishida (February 18, 1955)  Reelection Outside Independent officer	<p>Apr. 1978      Joined Osaka National Taxation Bureau</p> <p>July 1998      Retired from Osaka National Taxation Bureau</p> <p>Aug. 1998      Registered and commencement of Certified Tax Accountant Business</p> <p>                    Opened and Director of Mitsumasa Kishida Tax Accounting Office (current position)</p> <p>June 2019      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>&lt;Significant concurrent positions outside the Company&gt; Director of Mitsumasa Kishida Tax Accounting Office</p>	0 shares



Reference

[Skill matrix for each Director after the conclusion of this meeting]

	Name	Outside Independent	Chair-person of the Board of Directors	Corporate Management	Sales & Business Strategy	Construction, Engineering, Research & Development	Personnel affairs & Labor Relations & Diversity	Finance & Accounting	Legal & Compliance	ESG & Risk management
Directors	Tetsuji Yanase		○	○	○	○				○
	Motoshi Shinohara			○	○	○				○
	Keizo Fujino			○	○	○				○
	Yutaka Toki			○			○	○	○	○
Directors (Audit and Supervisory Committee Members)	Yoshihisa Takase			○	○	○				○
	Kyoichi Uemura	○						○		○
	Mitsumasa Kishida	○						○		○
	Tsuyoki Nishimura	○						○		○
	Rieko Takahashi	○					○		○	○

**Proposal No. 4**      Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

With regard to the amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company, it was approved at the 73rd Annual General Meeting of Shareholders held on June 25, 2015, that the annual remuneration, etc. shall be not more than ¥330 million (excluding employee salaries of Directors who concurrently serve as employees). In addition, separate from the above remuneration framework, the Company received approval at the 76th Annual General Meeting of Shareholders held on June 28, 2018 that the maximum amount of money to be contributed by the Company to fund the acquisition of the Company's shares during the initial trust period for the stock remuneration plan using a trust for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) is ¥156 million and the maximum number of shares per business year to be delivered is 104,000 shares.

The Company hereby proposes newly providing remuneration for granting restricted shares to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter the "Eligible Directors") of the Company in an amount separate from the above remuneration, in order to provide them an incentive to sustainably increase the Company's corporate value and to further promote value sharing with shareholders, as part of the revision to its remuneration system for Directors.

The remuneration to be paid to the Eligible Directors for the grant of the restricted shares pursuant to this proposal shall be monetary claims, the total amount of which shall be no more than ¥50 million a year [(excluding employee salaries of Directors who concurrently serve as employees)]. The Board of Directors will determine the specific timing and allocation of payments to each Eligible Director.

The current number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is 4 (including 0 Outside Directors). Even if Proposal No. 2 "Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as proposed, the number of Eligible Directors will not change.

Furthermore, based on a resolution of the Board of Directors of the Company, Eligible Directors shall pay all monetary claims provided to them under this proposal, as property contributed in kind, and in return, shall receive the issuance or disposal of common shares of the Company. The total number of common shares of the Company to be issued or disposed of through this process shall be at most 30,000 shares per year (however, if, on or after the date of approval and resolution of this proposal, the Company conducts share splits of common shares of the Company (including allotment of common shares of the Company without contribution), consolidation of such shares, or in any other event in which the total number of common shares of the Company to be issued or disposed of as restricted shares requires adjustment, said total number shall be adjusted within a reasonable range).

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) within the extent that the amount will not be particularly advantageous to Eligible Directors who subscribe the Company's common shares. For the issuance or disposal of the common shares of the Company or the payment of monetary claims as property contributed in kind, an agreement on allotment of shares with transfer restrictions that includes the following terms and conditions (the "Allotment Agreement") shall be entered into between the Company and each Eligible Director. In addition, the maximum amount of remuneration, the total number of the Company's common shares to be issued or disposed of, and other terms and conditions of the grant of restricted shares to the Eligible Directors under this proposal shall be determined in accordance with the above purposes, the Company's business conditions, the Company's policy regarding the determination of remuneration and other details for each individual Director and in consideration of various other circumstances. The Company believes that the decision is appropriate.

[Summary of the Allotment Agreement]

(1) Restriction Period

The Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Company ("Transfer Restriction") allotted under the Allotment Agreement (the "Allotted Shares") for the period between the date of allotment and the point of time immediately after resigning or retiring from the position specified in advance by the Company's Board of Directors among the positions of the officers and employees of the Company or its subsidiaries (the "Restriction Period").

(2) Treatment at the time of retirement or resignation

If the Eligible Director resigns or retires from the position specified in advance by the Company's Board of Directors among the positions of officer or employee of the Company or its subsidiary before the expiration of the period specified in advance by the Company's Board of Directors (the "Service Provision Period"), the Company will automatically acquire the Allotted Shares upon said resignation or retirement by rights without contribution, unless there is a justifiable reason for such resignation or retirement, including expiration of the term of office, death, or the like.

(3) Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions on all of the Allotted Shares upon expiration of the Restriction Period, on the condition that the Eligible Director has remained in the position specified in advance by the Company's Board of Directors among the positions of officer or employee of the Company or its subsidiary throughout the Service Provision Period. However, (i) when the relevant Eligible Director resigns or retires from the position specified in advance by the Company's Board of Directors among the positions of officer or employee of the Company or its subsidiary before expiration of the Service Provision Period due to justifiable reasons, or (ii) when the relevant Eligible Director resigns or retires from the position specified in advance by the Company's Board of Directors among the positions of officer or employee of the Company or its subsidiary even after expiration of the Service Provision Period, but before expiration of the Restriction Period due to reasons other than justifiable reasons, the Company shall adjust the number of the Allotted Shares for which the Transfer Restriction will be lifted, and the timing of lifting of the Transfer Restriction within reason, as necessary. In accordance with the provisions above, the Company shall automatically acquire without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(4) Treatment during reorganization, etc.

Notwithstanding the provisions of (1) above, if, during the 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, the number of which is reasonably determined considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc., prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In cases specified above, the Company shall automatically acquire without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(5) Other matters

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

[[Reference] Policy for determining the details of remuneration, etc., for individual Directors]

[NSC: If any changes are planned to be made to the remuneration policy for individual Directors in connection with the approval of this proposal, they may be included as a reference in the relevant section.]