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(Securities code: 2742)

May 13, 2025

(Start date of measures for electronic provision: May 2, 2025)

To Shareholders with Voting Rights:

Toshiyuki Sato
President and Chief Executive Officer,
Halows Co., Ltd.
6-26-7, Minamizao-cho, Fukuyama-shi, Hiroshima, Japan
(Headquarters: 3270-1, Hayashima, Hayashima-cho,
Tsukubo-gun, Okayama, Japan)

Notice of the 67th Annual General Meeting of Shareholders

We are pleased to inform you that the 67th Annual General Meeting of Shareholders (the “Meeting”) of Halows Co., Ltd. (the “Company”) will be held for the purposes described below.

In convening the Meeting, the Company has taken measures to electronically provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically), and has posted on the Company’s website on the Internet the matters to be provided electronically as the “Notice of the 67th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.halows.com/en/>

The matters to be provided electronically are posted not only on the Company’s website but also on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below, enter the issue name (company name) or the code, and select “Basic information,” then “Documents for public inspection/PR information” to view the matters.

TSE website (Listed Company Search)

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

If you are unable to attend the Meeting, you may exercise your voting rights in advance by either of the following methods. Accordingly, please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 6:30 p.m. Japan time on Wednesday, May 28, 2025.

[When exercising your voting rights via the Internet]

Please access the Company’s designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) using the “Login ID” and “Password” shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and indicate your approval or disapproval for the proposals by the aforementioned deadline.

[When exercising your voting rights in writing (by mail)]

Please indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the aforementioned deadline.

Please refer to the “Guidance on Methods for Exercise of Voting Rights” on pages 3 to 4 (Japanese only) when exercising your voting rights.

1. **Date and time:** Thursday, May 29, 2025 at 10 a.m. Japan time
2. **Venue:** Large conference room, 2F, the Company's Headquarters
3270-1, Hayashima, Hayashima-cho, Tsukubo-gun, Okayama
3. **Meeting Agenda:**
 - Matters to be reported:** Business report and non-consolidated financial statements for the 67th fiscal year (March 1, 2024 to February 28, 2025)
 - Matters to be resolved:**
 - Proposal 1:** Election of Eleven (11) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
 - Proposal 2:** Election of Four (4) Directors Serving as Audit and Supervisory Committee Members
 - Proposal 3:** Determination of Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members, Outside Directors and Part-time Directors) for Granting Restricted Stock

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- If you attend the Meeting, please hand in the enclosed Voting Rights Exercise Form at the reception of the Meeting.
 - Any modifications to the matters to be provided electronically will be posted on the websites where they are posted.
 - The Amended Companies Act, which took effect on September 1, 2022, has initiated a system for electronic provision of materials for general meetings of shareholders*. The general rule under this system is that shareholders access the website and view the materials for the General Meeting of Shareholders via the Internet. As an exception, only those shareholders who have made a request for delivery of written documents by the record date of the General Meeting of Shareholders in accordance with the prescribed method will receive the materials for the General Meeting of Shareholders in writing.
*This refers to the Reference Documents for the General Meeting of Shareholders, business report, audit report, and non-consolidated financial statements.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Eleven (11) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all of the eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, the Company proposes to elect eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) are shown on pages 5 to 11.

No.	Name	Positions and responsibilities at the Company
1	<u>Reappointment</u> Toshiyuki Sato	President and Chief Executive Officer, <u>Nomination and Compensation Committee Member</u>
2	<u>Reappointment</u> Taishi Sato	Executive Vice President, in charge of sales, responsible for Development Div. and in charge of corporate branding
3	<u>Reappointment</u> Hidenori Hanaoka	Senior Managing Director, General Manager, Administrative Groups and in charge of BCP
4	<u>Reappointment</u> Masana Takahashi	Senior Managing Director, General Manager, Merchandise Groups, General Manager, Merchandise Div. and responsible for Sales Planning Div.
5	<u>Reappointment</u> Kenji Suemitsu	Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept.
6	<u>Reappointment</u> Kenji Sunada	Director and General Manager, Personnel and Education Div., Administrative Groups
7	<u>Reappointment</u> Shinzo Sato	Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div.
8	<u>Reappointment</u> Takanori Ohara	Director and General Manager, General Planning Dept.
9	<u>New Appointment</u> Mizue Uehara	

10	Reappointment	Outside Independent	Yoshinori Fujii	Outside Director Nomination and Compensation Committee Member
11	Reappointment	Outside Independent	Chiaki Ikeda	Outside Director Nomination and Compensation Committee Member

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<div>Reappointment</div> Toshiyuki Sato (January 27, 1949)	October 1971 Joined the Company July 1991 President and Chief Executive Officer (to present) October 2012 Director, General incorporated foundation HALOWS Foundation (presently, Public-interest incorporated foundation HALOWS Foundation) (to present) September 2016 President and Representative Director, Saijo Plaza K.K. (to present) December 2020 Nomination and Compensation Committee Member, the Company (to present) December 2022 Representative Director, Sun Rose Co., Ltd. (to present) December 2022 Representative Director, Sun Rose Kosan Co., Ltd. (to present) [Significant concurrent positions] <ul style="list-style-type: none"> • Director, Public-interest incorporated foundation HALOWS Foundation • President and Representative Director, Saijo Plaza K.K. • Representative Director, Sun Rose Co., Ltd. • Representative Director, Sun Rose Kosan Co., Ltd. 	2,488,010 shares
[Reasons for candidacy as Director] He has taken charge of management of the Company as President and Chief Executive Officer. His track record of driving the whole Company with strong leadership, abundant insight into management in general, and strong sense of duty will contribute to growing the Company and further strengthening of the functions of the Board of Directors. Therefore, the Company deems he is suitable as Director and has nominated him.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<div>Reappointment</div> Taishi Sato (September 2, 1952)	September 1975 Joined the Company June 1990 General Manager, Business Administration Div. July 1995 Director and General Manager, Merchandise Div. July 1999 Executive Managing Director and General Manager, Merchandise Groups March 2007 Executive Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div. May 2009 Executive Vice President and responsible for Corporate Planning Div. and Merchandise Groups May 2011 Executive Vice President and General Manager, Administrative Groups October 2012 Executive Vice President, General Manager, Corporate Planning Dept. and General Manager, Administrative Groups March 2019 Executive Vice President and General Manager, Corporate Planning Dept. September 2019 Executive Vice President, in charge of sales and responsible for Corporate Planning Dept. May 2022 Executive Vice President, in charge of sales, and responsible for Corporate Planning Dept. and Development Div. May 2023 Executive Vice President, in charge of sales, responsible for Development Div. and in charge of corporate branding (to present) June 2023 Representative Director, Sun Mirrors Co., Ltd. (to present) [Significant concurrent positions] • Representative Director, Sun Mirrors Co., Ltd.	400,000 shares
[Reasons for candidacy as Director] He has taken charge of management of the Company as Executive Vice President. Based on his track record of holding positions such as General Manager of Merchandise Div., Administrative Groups, and Corporate Planning Dept. as well as his abundant professional experience in management in general, the Company deems he is suitable as Director and has nominated him.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<div>Reappointment</div> <div>Hidenori Hanaoka (July 2, 1956)</div>	<p>April 1979 Joined OKANO FOOD K.K.</p> <p>February 1981 Joined the Company</p> <p>November 1998 General Manager, Merchandise Div.</p> <p>September 2001 General Manager, Store Operation Div.</p> <p>June 2002 Executive Officer and General Manager, Store Operation Div.</p> <p>November 2006 Executive Officer, General Manager, Store Operation Div. and Area Manager, Fukuyama Area</p> <p>March 2007 Executive Officer and General Manager, SV Div.</p> <p>May 2009 Director, General Manager, Merchandise Groups and General Manager, Merchandise Div.</p> <p>October 2012 Director and General Manager, Merchandise Groups</p> <p>June 2013 Director and General Manager, Merchandise Div., Merchandise Groups</p> <p>April 2014 Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Perishables Div.</p> <p>March 2019 Executive Managing Director and General Manager, Administrative Groups</p> <p>September 2019 Executive Managing Director, General Manager, Administrative Groups and General Manager, General Affairs Div.</p> <p>May 2021 Senior Managing Director, General Manager, Administrative Groups and General Manager, General Affairs Div.</p> <p>July 2023 Representative Director, Sun Polaris Co., Ltd. (to present)</p> <p>April 2024 Senior Managing Director, General Manager, Administrative Groups and in charge of BCP (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director, Sun Polaris Co., Ltd. 	10,000 shares
<p>[Reasons for candidacy as Director]</p> <p>Based on his practical experience as the head of the Company's store operation, merchandise divisions, and Administrative Groups and his track record of performing duties such as making decisions on important managerial matters and supervising his responsible divisions, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<u>Reappointment</u> Masana Takahashi (March 14, 1959)	March 1981 Joined the Company November 1998 General Manager, Merchandise Div. June 2002 Executive Officer and General Manager, Merchandise Div. November 2006 Executive Officer and General Manager, Perishable Merchandise Div. March 2007 Executive Officer and General Manager, Distribution Planning Div. May 2009 Director and General Manager, Distribution Planning Div. March 2011 Director, General Manager, Distribution Div. and General Manager, Distribution Center June 2013 Director and General Manager, Logistics Div., Merchandise Groups April 2014 Executive Managing Director, Deputy General Manager, Merchandise Groups, General Manager, Dry Div. and responsible for Logistics Div. March 2019 Executive Managing Director, Deputy General Manager, Merchandise Groups, General Manager, Merchandise Div. and responsible for Logistics Div. May 2021 Senior Managing Director, General Manager, Merchandise Groups, General Manager, Merchandise Div. and responsible for Sales Planning Div. (to present) June 2024 Director, Fuziya Co., Ltd. (to present) [Significant concurrent positions] • Director, Fuziya Co., Ltd.	45,000 shares
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the procurement of merchandise and the creation of distribution systems as the head of the Company's merchandise and distribution divisions, the Company deems he is suitable as Director and has nominated him.			
5	<u>Reappointment</u> Kenji Suemitsu (August 28, 1961)	March 1984 Joined the Company November 2007 General Manager, Store Operation Div., Store Operation Groups May 2011 Director and General Manager, Store Operation Div. June 2013 Director, Deputy General Manager, Store Operation Groups and Area Manager, Shikoku Area May 2021 Executive Managing Director, General Manager, Store Operation Groups, General Manager, Back Office Dept. and Area Manager, Okayama Area May 2022 Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept. (to present)	9,300 shares
[Reasons for candidacy as Director] Based on his track record of driving the front lines of sales and taking charge of entering and expanding in new markets as the head of the Company's store operation division, the Company deems he is suitable as Director and has nominated him.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	<u>Reappointment</u> Kenji Sunada (January 1, 1972)	April 1996 April 2014 March 2016 May 2021	Joined the Company General Manager, Personnel and Education Div., Administrative Groups Executive Officer and General Manager, Personnel and Education Div., Administrative Groups Director and General Manager, Personnel and Education Div., Administrative Groups (to present)	19,500 shares
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the management of the Company through managing store operations as a store manager and engaging in personnel and education affairs in general of the Company as General Manager of Personnel and Education Div., the Company deems he is suitable as Director and has nominated him.				
7	<u>Reappointment</u> Shinzo Sato (March 23, 1979)	April 2011 May 2021 February 2023 May 2023 June 2024 [Significant concurrent positions]	Joined the Company Executive Officer, Deputy General Manager, Store Operation Groups and Area Manager, Kurashiki Area Executive Officer, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div. Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div. (to present) President and Representative Director, Fuziya Co., Ltd. (to present)	211,000 shares
[Reasons for candidacy as Director] He has been involved in the management of a wide range of company divisions, including the store operation division, President's Office, and the merchandise divisions. Based on his abundant professional experience and the comprehensive knowledge he has cultivated through such experience, the Company deems he is suitable as Director and has nominated him.				
8	<u>Reappointment</u> Takanori Ohara (March 8, 1974)	April 1999 September 2019 May 2021 May 2023 June 2024 [Significant concurrent positions]	Joined the Company General Manager, Corporate Planning Dept. Executive Officer and General Manager, Corporate Planning Dept. Director and General Manager, General Planning Dept. (to present) Director, Fuziya Co., Ltd. (to present)	10,600 shares
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the management of the Company through managing store operations as a store manager and engaging in strategic corporate planning, etc. as General Manager of General Planning Dept., the Company deems he is suitable as Director and has nominated him.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	<u>New Appointment</u> Mizue Uehara (December 22, 1974)	January 2001 Joined TREND-PRO Inc. November 2022 Project Director (to present)	-
9	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Yoshinori Fujii (October 2, 1970)		
		October 1994 Joined Hiroshima Office, Asahi Audit Corp. (presently KPMG AZSA LLC) April 1998 Registered as a certified public accountant July 2006 Established Fujii Yoshinori CPA Office (presently BIZLINK CPA Joint Office) (to present) November 2006 Established BIZLINK ADVISORY CO., LTD., Director July 2008 Representative Director (to present) April 2011 Established Ibuki Tax Accountant Office, Representative Partner (to present) June 2011 Auditor, Ryoubi Shinyo Kumiai (to present) October 2012 Auditor, Public-interest incorporated foundation HALOWS Foundation (to present) May 2015 Director, the Company (to present) June 2016 Director, PhoenixBio Co., Ltd. (to present) September 2018 Auditor, KAAZ CORPORATION (to present) December 2020 Nomination and Compensation Committee Member, the Company (to present)	-
10	[Reasons for candidacy as Director] Expecting that her experience cultivated over many years in the publishing industry will contribute to further enhancement of the Company's corporate value, the Company deems she is suitable as Director and has nominated her.		
	[Reasons for candidacy as Outside Director and roles he is expected to assume] Expecting that his superior insight based on the expertise and experience he cultivated as a certified public accountant will contribute to further strengthening internal control and other functions of the Board of Directors of the Company, the Company deems he is suitable as Outside Director and has nominated him.		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	<div>Reappointment</div> <div>Outside</div> <div>Independent</div> Chiaki Ikeda (July 26, 1978)	April 2006 Legal apprentice, the Supreme Court October 2007 Registered as an attorney-at-law (joined Okayama Bar Association and Itano Law Office) (to present) May 2015 Director, the Company (to present) December 2020 Nomination and Compensation Committee Member (to present)	-
	[Reasons for candidacy as Outside Director, why the Company deems that the candidate can perform duties as such appropriately, and roles she is expected to assume] Expecting that her superior insight based on the expertise and experience she cultivated as an attorney-at-law will contribute to further strengthening compliance systems and other functions of the Board of Directors of the Company, the Company deems she is suitable as Outside Director and has nominated her.		

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Yoshinori Fujii and Chiaki Ikeda are candidates for Outside Directors.
3. Yoshinori Fujii and Chiaki Ikeda will have served as Outside Directors for ten (10) years at the close of the Meeting.
4. The Company has filed Yoshinori Fujii and Chiaki Ikeda with the Tokyo Stock Exchange as independent directors stipulated by the Exchange. If they are reelected, they will continue to be independent directors.
5. The Company has entered into liability limitation agreements with Yoshinori Fujii and Chiaki Ikeda pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability under Article 423, Paragraph 1 of the Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Act, provided that they have performed their duties in good faith and without gross negligence. If they are reelected, the Company intends to extend the agreements with them.
6. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance agreement shall compensate for legal damages and litigation expenses to be borne by the insureds. As a measure to prevent the appropriateness of the professional conducts of the insureds from being impaired, damages, etc. caused by criminal acts by the insureds will not be covered by the insurance. Each candidate for Director is included in the insureds of the said insurance contract as Director of the Company, and will continue to be included in the insureds if reelected. If the candidate for a new Director is elected, he or she will be included in the insureds of the said contract. In addition, the Company plans to renew the said insurance contract during the terms of office of the Directors regarding this Proposal.

Proposal 2: Election of Four (4) Directors Serving as Audit and Supervisory Committee Members

Keiko Fujiwara, a Director Serving as Audit and Supervisory Committee Member, resigned from her position as of June 12, 2024, and the terms of office of all of the three (3) Directors Serving as Audit and Supervisory Committee Members will expire at the conclusion of the Meeting. Accordingly, the Company proposes to elect four (4) Directors Serving as Audit and Supervisory Committee Members.

This proposal has been approved by the Audit and Supervisory Committee.

The candidates for Directors Serving as Audit and Supervisory Committee Members are shown on pages 13 to 16.

No.	Name	Positions and responsibilities at the Company
1	<div><div>Reappointment</div><div>Outside Independent</div></div> Kazumasa Ozaki	Audit and Supervisory Committee Member, Nomination and Compensation Committee Member
2	<div><div>Reappointment</div><div>Outside Independent</div></div> Hitoshi Okamoto	Audit and Supervisory Committee Member
3	<div><div>New Appointment</div><div>Outside Independent</div></div> Shinsaku Sugiyama	
4	<div><div>New Appointment</div><div>Outside Independent</div></div> Eiko Tomiyama	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	<div> <div>Reappointment</div> <div>Outside</div> <div>Independent</div> </div> Kazumasa Ozaki (January 5, 1958)	July 2006 July 2008 July 2010 June 2015 June 2019 May 2021 February 2022	Financial Securities Inspector, Planning and Management Division, Inspection Bureau, Financial Services Agency General Manager, Financial Supervision Section II, Finance Department, Chugoku Local Finance Bureau, Ministry of Finance General Manager, Personnel Section, Planning and Management Department, Chugoku Local Finance Bureau Corporate Auditor (full-time), TOMATO BANK, LTD. President and Director, TOMATO BUSINESS, LTD. Director (Audit and Supervisory Committee Member), the Company (to present) Nomination and Compensation Committee Member (to present)	-
[Reasons for candidacy as Outside Director Serving as Audit and Supervisory Committee Member and roles he is expected to assume] He has a broad range of insight and considerable knowledge on finance and accounting cultivated at the Financial Services Agency and financial institutions. The Company deems that he will utilize them in auditing at the Company and strengthening supervision of the management from an independent standpoint, and thus requests his election.				
2	<div> <div>Reappointment</div> <div>Outside</div> <div>Independent</div> </div> Hitoshi Okamoto (February 13, 1956)	February 2012 May 2013 May 2021	Director, General Manager, General Affairs Div., TOMATO BANK, LTD. Audit & Supervisory Board Member, the Company Director (Audit and Supervisory Committee Member) (to present)	2,000 shares
[Reasons for candidacy as Outside Director Serving as Audit and Supervisory Committee Member and roles he is expected to assume] He has abundant experience and a broad range of insight cultivated at a financial institution, and has audited as Audit and Supervisory Committee Member of the Company from a wide and professional perspective. The Company deems that he will contribute to ensuring soundness and transparency of the management, and thus requests his election.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<div> <div>New Appointment</div> <div>Outside</div> <div>Independent</div> </div> Shinsaku Sugiyama (January 18, 1949)	April 1971 Assistant, School of Law and Letters, Okayama University April 1973 Joined Shiseido Company, Limited April 1995 Director, Lever Japan Co., Ltd. March 1999 President and Representative Director, Mattel Japan January 2001 Vice President and Director, NIHON L'ORÉAL K.K. August 2001 Company Auditor, EIS Co., Ltd. (to present) January 2005 Visiting Professor, Tokyo University of Marine Science and Technology April 2006 Professor, Graduate School of Management, Ritsumeikan University Graduate School April 2011 Professor, Career Development Center, Okayama University November 2012 Director, WATER Co., Ltd. (to present) April 2013 Professor, Faculty of Human Studies, Shujitsu University October 2013 Director, The Nakashima Memorial Foundation (to present) April 2014 Dean and Professor, Faculty of Business Administration, Shujitsu University November 2014 Member of Basic Policy Council, Okayama City April 2015 Vice President, Shujitsu University / Shujitsu Junior College April 2019 Professor Emeritus, Shujitsu University November 2019 Vice President and Director, Chugoku Gakuen University & Chugoku Junior College April 2020 Dean, Department of International Liberal Arts, Chugoku Gakuen University April 2020 Part-time Lecturer, Okayama Prefectural University Graduate School (to present) May 2020 President of International School and Director, Interkids (to present) January 2022 President, Okayama Community Cultural College (to present) October 2023 Vice Chairperson, Okayama Prefectural Small and Medium Enterprise Promotion Council (to present) June 2024 Director, Okayama Prefectural International Exchange Foundation (to present) November 2024 Vice Chairperson, Basic Policy Council, Okayama City (to present)	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<div> <div>New Appointment</div> <div>Outside</div> <div>Independent</div> </div> Shinsaku Sugiyama (January 18, 1949)	[Significant concurrent positions] <ul style="list-style-type: none"> • Company Auditor, EIS Co., Ltd. • Director, WATER Co., Ltd. • Director, The Nakashima Memorial Foundation • Part-time Lecturer, Okayama Prefectural University Graduate School • President of International School and Director, Interkids • President, Okayama Community Cultural College • Vice Chairperson, Okayama Prefectural Small and Medium Enterprise Promotion Council • Director, Okayama Prefectural International Exchange Foundation • Vice Chairperson, Basic Policy Council, Okayama City 	-
[Reasons for candidacy as Outside Director Serving as Audit and Supervisory Committee Member and roles he is expected to assume] Based on his extensive experience and broad insight cultivated as a corporate manager and academic, the Company deems he will conduct audits to ensure its soundness of management from a neutral and objective standpoint, and thus requests his election.			
4	<div> <div>New Appointment</div> <div>Outside</div> <div>Independent</div> </div> Eiko Tomiyama (October 31, 1963)	April 2010 Professor, Graduate School of Business Creation, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen Educational Corporation (to present) April 2014 Vice President (Regional and International Affairs) June 2018 Outside Director, NIPPON SEIKI CO., LTD. June 2019 Outside Director (Auditor), NIPPON SEIKI CO., LTD. (to present) April 2025 Vice President (Regional Affairs, Industry-Government-Academia Collaboration, International Affairs), Graduate School of Business Creation, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen Educational Corporation (to present) [Significant concurrent positions] <ul style="list-style-type: none"> • Professor, Graduate School of Business Creation, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen Educational Corporation • Outside Director (Auditor), NIPPON SEIKI CO., LTD. • Vice President (Regional Affairs, Industry-Government-Academia Collaboration, International Affairs), Graduate School of Business Creation, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen Educational Corporation 	-
[Reasons for candidacy as Outside Director Serving as Audit and Supervisory Committee Member and roles she is expected to assume] She has professional expertise and experience in management and economics cultivated through many years of research. The Company deems that she will execute the duties of Audit and Supervisory Committee Member appropriately, and thus requests her election.			

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Kazumasa Ozaki, Hitoshi Okamoto, Shinsaku Sugiyama and Eiko Tomiyama are candidates for Outside Directors Serving as Audit and Supervisory Committee Members.
3. Kazumasa Ozaki and Hitoshi Okamoto will have served as Outside Director Serving as Audit and Supervisory Committee Member for four (4) years at the close of the Meeting.
4. The Company has filed Kazumasa Ozaki and Hitoshi Okamoto with the Tokyo Stock Exchange as independent directors stipulated by the Exchange. If they are reelected, they will continue to be independent directors.
5. If Shinsaku Sugiyama and Eiko Tomiyama are elected, the Company will file them with the Tokyo Stock Exchange as independent directors stipulated by the Exchange.
6. The Company has entered into liability limitation agreements with Kazumasa Ozaki and Hitoshi Okamoto pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability under Article 423, Paragraph 1 of the Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Act, provided that they have performed their duties in good faith and without gross negligence. If they are reelected, the Company intends to extend the agreements with them.
7. If Shinsaku Sugiyama and Eiko Tomiyama are elected, the Company will enter into a liability limitation agreement with them pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability under Article 423, Paragraph 1 of the Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Act, provided that they have performed their duties in good faith and without gross negligence.
8. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance agreement shall compensate for legal damages and litigation expenses to be borne by the insureds. As a measure to prevent the appropriateness of the professional conducts of the insureds from being impaired, damages, etc. caused by criminal acts by the insureds will not be covered by the insurance. Each candidate for Director is included in the insureds of the said insurance contract as Director of the Company, and will continue to be included in the insureds if reelected. If the candidate for a new Director is elected, he or she will be included in the insureds of the said contract. In addition, the Company plans to renew the said insurance contract during the terms of office of the Directors regarding this Proposal.

Proposal 3 Determination of Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members, Outside Directors and Part-time Directors) for Granting Restricted Stock

The 63rd Annual General Meeting of Shareholders held on May 27, 2021 approved that the amount of compensation, etc. for Directors (excluding Directors serving as Audit and Supervisory Committee Members) shall not be more than 300 million yen per year (without including a salary portion of the compensation payable to Directors concurrently serving as employees), and the amount of compensation, etc. pertaining to stock compensation-type stock options for Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors) shall not be more than 70 million yen per year.

As part of revisions to the officer compensation plan, the Company proposes to pay new compensation for granting restricted stock to Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members, Outside Directors and Part-time Directors; hereinafter “Eligible Directors”), separately from the above compensation amount, in order to provide Eligible Directors with incentives to continually enhance the corporate value of the Company and promote further value sharing between Directors and shareholders.

The compensation awarded to Eligible Directors under this proposal shall be shares of common stock of the Company of which total amount shall not exceed 100 million yen per year (without including a salary portion of the compensation payable to Directors concurrently serving as employees).

The common stock of the Company to be granted under this proposal will be shares issued or disposed of as compensation for Eligible Directors, without requiring payment of monetary claims as property contributed in kind in exchange of the shares of common stock. The amount per share of the common stock of the Company to be granted to Eligible Directors shall be calculated based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day before the date of each resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent preceding trading day), as the amount per share of the common stock of the Company issued or disposed of for the purpose.

In addition, the total number of shares of common stock of the Company to be issued or disposed of for Eligible Directors shall not exceed 50,000 shares per year (provided that, in the event of a stock split of the Company’s common stock (including a gratis allotment of common stock of the Company), a reverse stock split of the Company’s common stock, or any other circumstances that necessitate an adjustment to the total number of shares of common stock of the Company to be issued or disposed of as restricted stock arising on or after the date of approval of this proposal, the Company may adjust the total number of shares within a reasonable range).

The specific timing of delivery and allocation to each Eligible Director shall be determined by the Board of Directors after deliberation by the Nomination and Compensation Committee.

The number of Directors is currently nine (9) (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors). If Proposal 1 “Election of Eleven (11) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)” is approved as originally proposed, the number of Directors (excluding Directors serving as Audit and Supervisory Committee Members, Outside Directors and Part-time Directors) will be eight (8).

In addition, the issuance or disposal of common stock of the Company under this proposal is subject to the conclusion of a restricted stock allotment agreement (hereinafter the “Allotment Agreement”) between the Company and Eligible Directors including the following provisions. The upper limit of compensation, the total number of shares of common stock of the Company to be issued or disposed of, and other conditions for granting restricted stock to Eligible Directors under this proposal have been determined taking into account the above objective, the Company’s business conditions, and other various circumstances, and are therefore considered reasonable.

[Overview of the Allotment Agreement]

(1) Transfer restriction period

Eligible Directors shall not transfer, create security interests on, or otherwise dispose of the shares of common stock of the Company allotted under the Allotment Agreement (hereinafter the “Allotted Shares”), for a period prescribed by the Board of Directors of the Company (hereafter the “transfer

restriction period”) between three (3) and fifty (50) years from the date of allotment under the Allotment Agreement (hereafter “transfer restrictions”).

(2) Treatment upon retirement or resignation

If an Eligible Director retires or resigns from a position prescribed by the Board of Directors of the Company among the positions of executives and employees of the Company and its subsidiaries prior to the end of the transfer restriction period, the Company shall automatically acquire the Allotted Shares without consideration, unless the retirement or resignation is due to the end of his or her term, death, or any other justifiable reason.

(3) Removal of transfer restrictions

Notwithstanding the provision of item (1) above, on the condition that the Eligible Director has continuously served throughout the transfer restriction period in a position prescribed by the Board of Directors of the Company among the positions of executives and employees of the Company and its subsidiaries, the Company shall remove transfer restrictions on all of the Allotted Shares upon the expiration of the transfer restriction period. However, if the Eligible Director retires or resigns from the position stipulated in item (2) above before the end of the transfer restriction period due to the end of his or her term, death, or other justifiable reason as stipulated in item (2) above, the Company may reasonably adjust the number of Allotted Shares from which to remove transfer restrictions and the timing of the removal of transfer restrictions, as necessary. In addition, the Company shall automatically acquire without consideration any Allotted Shares whose transfer restrictions have not been removed immediately after the removal of transfer restrictions in accordance with the above provisions.

(4) Treatment in case of organizational restructuring, etc.

Notwithstanding the provision of item (1) above, if, a merger agreement through which the Company will be the merged company, share exchange agreement or share transfer plan through which the Company will become a wholly owned subsidiary, or other matter related to organizational restructuring, etc. is approved during the transfer restriction period by the general meeting of shareholders of the Company (or by the Board of Directors of the Company if the organizational restructuring, etc. does not require approval by the general meeting of shareholders of the Company), the Company shall, by a resolution of the Board of Directors of the Company, remove transfer restrictions ahead of the effective date of the organizational restructuring, etc. on a reasonably determined number of Allotted Shares, taking into consideration the period from the start date of the transfer restriction period to the date of approval of the organizational restructuring, etc. In cases provided for above, the Company shall also automatically acquire without consideration any Allotted Shares whose transfer restrictions have not been removed immediately after the removal of transfer restrictions.

(5) Other matters

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