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Securities Code: 3839

Date of sending by postal mail: June 6, 2025

Start date of measures for electronic provision: June 2, 2025

To our shareholders:

Katsune Hidekazu  
Representative Director and President  
**ODK Solutions Company, Ltd.**  
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

### Notice of the 62nd Annual Shareholders' Meeting

We are pleased to announce the 62nd Annual Shareholders' Meeting of ODK Solutions Company, Ltd. (the "Company"), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information on the Company's website. Please access the websites shown below to view the information.

The Company's website: <https://www.odk.co.jp> (in Japanese)

(From the above website, select "For Investors," and then "IR Library," "Other IR Materials," "Annual Shareholders' Meeting.")

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3839/teiji/> (in Japanese)

In addition to posting the measures for electronic provision on the Company's website, the information is also posted on the website of the Tokyo Stock Exchange, Inc. (TSE).

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 "ODK Solutions" in "Issue name (company name)" or the Company's securities code "3839" 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 you are unable to attend the meeting, you can exercise your voting rights by any of the following methods. Please examine the Reference Documents for the Shareholders' Meeting and exercise your voting rights.

[Exercising your voting rights via the Internet, etc.]

Please access the Company's designated website for exercising voting rights (<https://evote.tr.mufig.jp/>) (in Japanese only) and follow the on-screen guidance to enter your approval or disapproval for the proposals by Monday, June 23, 2025 at 5:00 p.m. (JST).

[Exercising your voting rights in writing]

Please indicate your approval or disapproval for each of the proposals on the voting form, and return the form to us no later than 5:00 p.m. on Monday, June 23, 2025 (JST).

The Company will send a QUO gift card worth ¥500 at a later date to each shareholder who exercised their voting rights if their vote is valid, regardless of their approval or disapproval for the proposals. The monetary value of each QUO gift card will be ¥500 regardless of the shareholder's number of voting rights.

- 1. Date and Time:** Tuesday, June 24, 2025, at 10:00 a.m. (JST)  
**2. Venue:** Conference Room, 17th floor, JMF-Bldg. Kitahama 01  
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

**3. Purpose of the Meeting**

**Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 62nd fiscal year (from April 1, 2024 to March 31, 2025), and the audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 62nd fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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

**Proposal No. 4:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

**Proposal No. 5:** Election of Financial Auditor

**4. Matters Relating to the Convocation (Information on Exercise of Voting Rights)**

- (1) If you have exercised your voting rights in writing (by post) and have indicated neither approval nor disapproval of a proposal, it will be treated as an indication of approval.
  - (2) If you have exercised your voting rights via the Internet multiple times, the last time will be treated as valid.
  - (3) If you have exercised your voting rights both via the Internet and in writing (by post), regardless of when the votes are received, the vote via the Internet will be treated as valid.
  - (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the Shareholders' Meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.
- For those attending the meeting in person, please submit the voting form at the reception desk.
  - The Company has sent paper-based documents stating the items subject to measures for electronic provision to shareholders who have made a request for delivery of such documents. However, pursuant to laws and regulations, as well as Article 16 of the Articles of Incorporation of the Company, the following items are posted on the Company's website and are not included in the paper-based documents to be delivered. Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in the paper-based documents constitute a part of the documents audited by the Financial Auditor in preparing the financial audit report and the Audit and Supervisory Committee in preparing the audit report.
    - (i) "Principal Lines of Business," "Main Offices," "Status of Shares," "Status of Stock Acquisition Rights," "Overview of Limited Liability Agreement," "Overview of Directors and Officers Liability Insurance Policy," "Matters Related to Outside Directors," "Matters Related to the Financial Auditor" and "System to Ensure That the Execution of the Duties of Directors Complies With Laws and Regulations, and the Articles of Incorporation, Other Systems to Ensure the Appropriateness of Business Operations and the Operational Status of the Systems" in the Business Report
    - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
    - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
  - If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.
  - Please note that the Company will not provide commemorative gifts.
  - We will attend the meeting in business casual attire. The Company asks our shareholders to attend the meeting in informal clothing as well.

The Company's website (<https://www.odk.co.jp/>) (in Japanese)

## Reference Documents for the Shareholders' Meeting

### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

While keeping in mind the continuous return of profit to shareholders and based on the basic policy of maintaining a stable dividend payment of ¥10 per year, the Company proposes to pay a year-end dividend for the 62nd fiscal year as follows:

- (i) Type of dividend property  
Cash
- (ii) Allotment of dividend property and their aggregate amount  
¥5 per common share of the Company  
Total payment: ¥40,885,440  
The dividends for the fiscal year, including the interim dividend of ¥5 already paid, will be ¥10 per share.
- (iii) Effective date of dividends of surplus  
June 25, 2025

**Proposal No. 2:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of five Directors, lowering the number of Directors by one to enhance the efficiency of management.

With regard to this proposal, the Nomination and Compensation Committee, which consists of a majority of independent outside directors, was consulted and provided a report, and the Audit and Supervisory Committee subsequently examined the matter, including the details of deliberations by the Nomination and Compensation Committee. As a result, the Company has determined that all candidates are qualified.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Katsune Hidekazu	Representative Director and President	Reelection
2	Moriwaki Hirofumi	Managing Director	Reelection
3	Sakumoto Yoshiyuki	Managing Director	Reelection
4	Otsuka Hiroshi	Director	Reelection
5	Kawaguchi Shinya	Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

(Reference) Skills Matrix

Position in the Company		Name	Experience and expertise							
			Corporate management	Technology/ industry knowledge	Governance	Legal & Compliance	Accounting & tax matters	Finance/ M&A*	Marketing	Digital transformation (DX)
Representative Director and President	–	Katsune Hidekazu	•	• Technology/ education					•	
Managing Director	–	Moriwaki Hirofumi	•	• Technology/ securities & finance, healthcare and HR					•	•
Managing Director	–	Sakumoto Yoshiyuki	•	• HR	•			•	•	
Director	–	Otsuka Hiroshi	•		•	•	•			
Director	Outside	Kawaguchi Shinya		• Securities & finance	•	•		•		
Director (Audit and Supervisory Committee Member)	–	Yoshimura Mikio	•	• Technology/ education	• Information security				•	
Director (Audit and Supervisory Committee Member)	Outside	Fujioka Hiroshi			•		•	•		
Director (Audit and Supervisory Committee Member)	Outside	Hiramatsu Ayako			•	•	•	•		

\* Organized as skills that include “Engagement with capital markets.”

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company’s shares owned
1	Katsune Hidekazu (September 14, 1962) Reelection  Number of years in office 13 years Attendance at Board of Directors meetings 13/13	Apr. 1987	Joined the Company	82,800 shares
		July 2009	Department Manager of Educational System Department	
		June 2011	Department Manager of General Affairs Department	
		June 2012	Director, and Department Manager of General Affairs Department	
		July 2014	Director	
		June 2015	Managing Director	
		June 2018	Representative Director and Executive Managing Director	
		June 2020	Representative Director and President (current position)	
Reasons for nomination as a candidate for Director Since joining the Company, Katsune Hidekazu has been responsible for a wide range of practical business, mainly in the educational departments. After assuming the position of Director, in the administrative departments, he has forged many business and capital alliances with GAKKEN HOLDINGS CO., LTD. and other companies, and in the educational business, he has played a central role in efforts to expand the sales of “University Entrance Examination Web Application Service” and launch “UCARO®.” He currently serves as the Representative Director and President of the Company. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term, and he serves as the core of the Company’s management. Accordingly, the Company proposes his reelection as a Director.				
2	Moriwaki Hirofumi (January 18, 1966) Reelection  Number of years in office 9 years Attendance at Board of Directors meetings 13/13	Apr. 1989	Joined the Company	44,600 shares
		July 2012	Department Manager of General Affairs Department	
		Apr. 2013	Department Manager of Business Development and Sales Promotion Department	
		Apr. 2015	Department Manager of Business Development Department	
		June 2016	Director	
		June 2018	Managing Director (current position)	
		June 2021	In charge of Network Systems and Information Management Department, Business Solutions Department and Securities Finance Solutions Department (current position)	
		Reasons for nomination as a candidate for Director Since joining the Company, Moriwaki Hirofumi has experience in the business of many departments and was deeply involved in launching the medical-related business. After assuming the position of Director, in addition to medical-related work, various application development, and securities work, he has been in charge of network systems and information management utilizing his wealth of knowledge about IT. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
3	Sakumoto Yoshiyuki (March 16, 1970) Reelection  Number of years in office 7 years Attendance at Board of Directors meetings 13/13	Apr. 1992	Joined Takashimaya Company, Limited	42,600 shares
		Mar. 2006	Joined the Company	
		Apr. 2013	Department Manager of General Affairs Department	
		July 2014	Department Manager of General Affairs Department, and Department Manager of Business Development Department	
		July 2016	Department Manager of Planning and General Affairs Department	
		June 2018	Director, and Department Manager of Planning and General Affairs Department	
		June 2021	Managing Director (current position) In charge of Corporate Strategy Department, Pottos Product Marketing Department, Overall Management Administration of the ODK Group (current position)	
		Apr. 2023	In charge of New Business Promotion Department (current name: New Business Development Department) (current position)	
			Significant concurrent positions outside the Company Representative Director of Pottos, Inc. and Representative Director of NINJAPAN Inc.	
Reasons for nomination as a candidate for Director Since before joining the Company, Sakumoto Yoshiyuki has had knowledge and experience in human resources, business control, etc. After joining the Company, he has been involved in newly listing the Company and almost all collaborations and business and capital alliances, and has also been in charge of establishing the management foundation, including management strategies and corporate governance. In addition, with his experience as an outside director at a startup company, he is well versed in the management of primarily early to mid-stage companies. His broad business experience and insight from his master's degree will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
4	Otsuka Hiroshi (September 9, 1968) Reelection  Number of years in office 5 years Attendance at Board of Directors meetings 13/13	Apr. 1991	Joined the Company	28,300 shares
		July 2014	Department Manager of General Affairs Department, and Department Manager of Business Development Department	
		Apr. 2015	Department Manager of General Affairs Department	
		July 2016	Department Manager of Planning and General Affairs Department, and Department Manager of Securities Finance System Department	
		July 2019	Department Manager of Planning and General Affairs Department	
		June 2020	Director, and Department Manager of Planning and General Affairs Department	
		July 2020	Director, and Department Manager of Human Resource and Finance Department	
		Apr. 2023	Director, and General Manager of Human Resource and Finance Department (current position)	
Reasons for nomination as a candidate for Director Since joining the Company, Otsuka Hiroshi has been responsible for supporting various corporate actions of the Company in the administrative departments, mainly in accounting and finance, and he has played a central role in the development and strengthening of corporate governance. In addition, he has experience concurrently serving as Department Manager of Business Development Department and Department Manager of Securities Finance System Department. His wealth of business experience as Department Manager and considerable insight that goes beyond human resource and finance will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.				
5	Kawaguchi Shinya (September 10, 1964) Reelection Outside Independent  Number of years in office 12 years Attendance at Board of Directors meetings 13/13	Apr. 1995	Registered as attorney-at-law (Osaka Bar Association)	—
		Sept. 2005	Established Ace Law Office Partner (current position)	
		June 2013	Director of the Company (current position)	
		Significant concurrent positions outside the Company Partner of Ace Law Office		
Reasons for nomination as a candidate for outside Director and overview of the role expected Although Kawaguchi Shinya has no experience participating in corporate management other than serving as an outside director, he is well versed in corporate legal affairs based on his track record as an attorney-at-law. In addition, the Company expects him to contribute to securing soundness of decision-making by the Board of Directors in light of his experience of proactively making statements, etc. based on an objective and fair perspective from his consistently independent standpoint as an outside Director of the Company. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as an outside Director.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Kawaguchi Shinya is a candidate for outside Director.
  3. At the conclusion of this meeting, Kawaguchi Shinya's tenure as outside Director of the Company will have been twelve years.
  4. The Company has concluded a limited liability agreement with Kawaguchi Shinya pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of his liability for damages to the amount stipulated in Article 425, paragraph (1) of the same Act. If the election of Mr. Kawaguchi is approved, the Company plans to renew the aforementioned agreement with him.
  5. 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, and the Company bears the total amount of premiums. Under this policy, the insurance company covers damages that may arise when the officers of the Company, who are the insured persons, assume responsibility for the performance of their duties or receive claims related to the pursuit of such



responsibility. The policy is renewed annually. The policy contains the coverage exclusion in cases of acts that violate public order and morals, and measures have been taken to ensure that the proper performance of the duties of the insured officers of the Company is not impaired. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured person.

When the policy is renewed, the Company plans to renew the policy with the same details.

6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.

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

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of 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.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position in the Company	
1	Yoshimura Mikio	Director	New election
2	Fujioka Hiroshi	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent
3	Hiramatsu Ayako	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	Yoshimura Mikio (May 2, 1965) New election  Number of years in office 7 years Attendance at Board of Directors meetings 13/13	<p>Apr. 1984      Joined MC-kikaku Co., Ltd.</p> <p>June 1988      Joined the Company</p> <p>July 2016      Department Manager of Educational System Department</p> <p>June 2018      Director, and Department Manager of Educational System Department</p> <p>July 2021      Director in charge of Educational Solutions Department (current position)</p> <p>Apr. 2023      Chairperson of the Audit Committee (currently Chairperson of the Group Audit Committee) (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Audit and Supervisory Board Member of Fplus, Inc. (scheduled to assume the office in June 2025),</p> <p>Audit and Supervisory Board Member of Pottos, Inc. (scheduled to assume the office in June 2025) and</p> <p>Audit and Supervisory Board Member of NINJAPAN Inc. (scheduled to assume the office in June 2025),</p>	30,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Yoshimura Mikio has been in charge of sales and the practical business of development and operations of services for universities and general business companies. After assuming the position of Director, he has been involved in expanding the sales and services of "UCARO®" and providing education-related services. He was appointed Chairperson of the Audit Committee (currently Chairperson of the Group Audit Committee) in April 2023, and is responsible for auditing the status of security and personal information protection operations within the Group and providing guidance for improvements. He has an understanding of the education business as well as the business situation inside the Group, enabling him to conduct effective internal audit activities. As a valuable human resource who can share information appropriately with outside Directors and Financial Auditor, the Company proposes his election as a Director who is an Audit and Supervisory Committee Member. In conjunction with assuming the office as Director who is an Audit and Supervisory Committee Member, he is scheduled to step down from the position of Chairperson of the Group Audit Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
2	Fujioka Hiroshi (August 7, 1951) Reelection Outside Independent  Number of years in office 6 years Attendance at Board of Directors meetings 13/13	Sept. 1985 July 1997  June 2013  June 2019  Significant concurrent positions outside the Company Representative Partner of Solcio Audit Firm	Registered as certified public accountant Established Solcio Audit Firm Representative Partner (current position) Audit and Supervisory Board Member of the Company Director (Audit and Supervisory Committee Member) (current position)	—
	Reasons for nomination as a candidate for outside Director and overview of the role expected Although Fujioka Hiroshi no experience participating in corporate management, the Company expects him to contribute to securing appropriateness of decision-making by the Board of Directors and to the corporate governance system of the Company by utilizing his wealth of knowledge as a certified public accountant and his superior audit ability. The Company also expects him to contribute to securing suitability and appropriateness of auditing by the Audit and Supervisory Committee. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as an outside Director.			
3	Hiramatsu Ayako (October 23, 1974) Reelection Outside Independent  Number of years in office 2 years Attendance at Board of Directors meetings 13/13	Oct. 2002  July 2014 Aug. 2018  Aug. 2020 June 2021  June 2023 June 2025  Significant concurrent positions outside the Company Partner of Kyoei Law Office, Outside Director (Audit and Supervisory Committee Member) of Techno Smart Corp. and Outside Director of KOBELCO WIRE COMPANY, LTD. (schedule to assume the office in June 2025)	Registered as attorney-at-law (Osaka Bar Association) Joined Kyoei Law Office Appeals Judge of Osaka National Tax Tribunal Registered as certified public tax accountant (Kinzei Certified Public Tax Accountants' Association) Partner of Kyoei Law Office (current position) Outside Director (Audit and Supervisory Committee Member) of Techno Smart Corp. (current position) Director (Audit and Supervisory Committee Member) of the Company (current position) Outside Director of KOBELCO WIRE COMPANY, LTD. (schedule to assume the office)	—
	Reasons for nomination as a candidate for outside Director and overview of the role expected Although Ayako Hiramatsu has no experience participating in corporate management other than serving as an outside director she is well versed in corporate legal affairs as an attorney-at-law and the Company expects her to contribute to securing fairness and legality of decision-making by the Board of Directors. In addition, she has experience as an audit committee member of a local government entity and the Company also expects her to contribute to securing suitability and appropriateness of auditing by the Audit and Supervisory Committee. The Company has determined that she will be able to perform her duties appropriately and effectively in corporate governance. Accordingly, the Company proposes her election as an outside Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yoshimura Mikio will be newly elected as a Director who is an Audit and Supervisory Committee Member.
  3. Fujioka Hiroshi and Hiramatsu Ayako are candidates for outside Director.
  4. Fujioka Hiroshi has served as the Company's officer who was not an executive (Audit and Supervisory Board Member) in the past.
  5. The Company has concluded a limited liability agreement with Fujioka Hiroshi and Hiramatsu Ayako pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of their liability for damages to the amount stipulated in Article 425, paragraph (1) of the same Act. If the election of each candidate is approved, the Company plans to renew the aforementioned agreements with them.
  6. 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, and the Company bears the total amount of premiums. Under this policy, the insurance company covers damages that may arise when the officers of the Company, who are the insured persons, assume responsibility for the performance of their duties or receive claims related to the pursuit of such responsibility. The policy is renewed annually. The policy contains the coverage exclusion in cases of acts that violate public order and morals, and measures have been taken to ensure that the proper performance of the duties of the insured officers of the Company is not impaired. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured person.  
When the policy is renewed, the Company plans to renew the policy with the same details.
  7. The Company has submitted notification to the Tokyo Stock Exchange that Fujioka Hiroshi and Hiramatsu Ayako have been designated as independent officers as provided for by the aforementioned exchange.

**Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member**

The current substitute Director's appointment as substitute Director who is an Audit and Supervisory Committee Member is valid until the start of this meeting.

Therefore, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

Note that this appointment can be canceled by a resolution of the Board of Directors with the approval of the Audit and Supervisory Committee, provided that the cancellation is made prior to the assumption of office by the candidate. In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
Kawaguchi Shinya (September 10, 1964) Outside Independent  Number of years in office 12 years Attendance at Board of Directors meetings 13/13	Apr. 1995 Registered as attorney-at-law (Osaka Bar Association) Sept. 2005 Established Ace Law Office Partner (current position) June 2013 Director of the Company (current position) Significant concurrent positions outside the Company Partner of Ace Law Office	—
<p>Reasons for nomination and overview of the role expected</p> <p>Although Kawaguchi Shinya has no experience participating in corporate management other than serving as an outside director, he is well versed in corporate legal affairs based on his track record as an attorney-at-law. In addition, the Company expects him to contribute to securing soundness of decision-making by the Board of Directors in light of his experience of proactively making statements, etc. based on an objective and fair perspective from his consistently independent standpoint as an outside Director of the Company. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as an outside Director.</p> <p>Furthermore, if Proposal No. 2 "Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, Kawaguchi Shinya will be appointed as a Director (excluding Director who is an Audit and Supervisory Committee Member). Should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations, he will resign from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) and assume the position of a substitute Director who is an Audit and Supervisory Committee Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Kawaguchi Shinya is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
  3. At the conclusion of this meeting, Kawaguchi Shinya's tenure as outside Director of the Company will have been twelve years.
  4. The Company has concluded a limited liability agreement with Kawaguchi Shinya pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of his liability for damages to the amount stipulated in Article 425, paragraph (1) of the same Act. Should Mr. Kawaguchi assume the position of Director who is an Audit and Supervisory Committee Member, the Company plans to renew such limited liability agreement with him.
  5. 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, and the Company bears the total amount of premiums. Under this policy, the insurance company covers damages that may arise when the officers of the Company, who are the insured persons, assume responsibility for the performance of their duties or receive claims related to the pursuit of such responsibility. The policy is renewed annually. The policy contains the coverage exclusion in cases of acts that violate public order and morals, and measures have been taken to ensure that the proper performance of the duties of the insured officers of the Company is not impaired. If the candidate assumes the office as Director who is an Audit and Supervisory Committee Member, the candidate will be included in the policy as an insured person. When the policy is renewed, the Company plans to renew the policy with the same details.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.

**Proposal No. 5: Election of Financial Auditor**

The Company's Financial Auditor, Ernst & Young ShinNihon LLC, will step down due to the expiration of its term of office at the conclusion of this meeting, and the Company therefore would like to request the election of a new Financial Auditor.

This proposal is based on the decision of the Audit and Supervisory Committee.

Furthermore, the Audit and Supervisory Committee selected Grant Thornton Taiyo LLC as the candidate for Financial Auditor because it can expect audits conducted from a new perspective, taking into consideration the number of continuous years of audits by the current Financial Auditor. In addition, after considering the audit firm's expertise, independence, quality control system, audit fees, etc. as Financial Auditor, and based on the results of a comprehensive review in light of the Company's business environment and other factors, the Audit and Supervisory Committee concluded that the audit firm is suitable as the Company's Financial Auditor.

The candidate for financial auditor is as follows:

(As of March 31, 2025)

Name	Grant Thornton Taiyo LLC		
Headquarters	1-2-7 Motoakasaka, Minato-ku, Tokyo		
History	Sept. 1971	Founded Taiyo Audit Corporation	
	Jan. 2006	Taiyo Audit Corporation and ASG Audit Corporation merged to become Grant Thornton Taiyo ASG	
	July 2008	Transferred to Limited Liability Organization Structure, to become Grant Thornton Taiyo ASG LLC	
	July 2012	Merged with Eisho Audit Corporation	
	Oct. 2013	Merged with Kasumigaseki Audit Corporation	
	Oct. 2014	Changed corporate name to Grant Thornton Taiyo LLC	
	July 2018	Merged with Yusei Audit Corporation	
Summary	Capital	¥530 million	
	Constituent member	Senior Partner and partner	95
		Specified partner	5
		Certified public accountant	376
		Persons who passed the CPA Tests, etc.	253
		Other	594
	Total		1,323
	Number of audited firms		1,120

Note: Grant Thornton Taiyo LLC received an order from the Financial Services Agency to suspend some of its operations from January 1 to March 31, 2024. However, on January 31, 2024, the audit firm submitted a business improvement plan to the Financial Services Agency and implemented measures to improve audit quality and fundamentally resolve such issues as strengthening governance functions to ensure transparency, changing organizational structure, reforming organizational culture, reviewing personnel systems, and reforming audit sites.

The Financial Services Agency has determined that a certain degree of improvement has been achieved in terms of business improvements, and the audit firm has completed its business improvement report to the Financial Services Agency.

The Audit and Supervisory Committee commends the audit firm's efforts to make improvements to prevent recurrence and has determined that the audit firm's audit work is being carried out appropriately and rigorously.