Note: This document is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3992)
December 8, 2025
(Commencement date of measures for electronic provision: November 28, 2025)

To Shareholders with Voting Rights:

Hajime Matsuoka
President and CEO
Needs Well Inc.
4-1 Kioi-cho, Chiyoda-ku, Tokyo, Japan

NOTICE OF CONVOCATION OF THE 39TH ANNUAL SHAREHOLDERS MEETING

Dear Shareholders:
We would like to express our appreciation for your continued support and patronage.
You are hereby notified that the 39th Annual Shareholders Meeting of Needs Well Inc. (the "Company") will be held as described below.

In convening this Shareholders Meeting, the Company has taken measures for electronic provision of information contained in the Reference Documents for the Shareholders Meeting, etc. (the "matters subject to measures for electronic provision) and has posted the information on the Company's website on the Internet. Please access the following website and check it.

The Company's website: https://www.needswell.com/ir/library/english
(Please access the above website and check "The 39th Annual Shareholders Meeting.")

In addition to the Company's website, the matters subject to measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website. Please check them on the following website.

Tokyo Stock Exchange website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
(Please access the above website, enter "Needs Well" in the "Issue name (company name)" field or "3992" in the "Code" field, click "Search," select "Basic information" and "Documents for public inspection/PR information" in order, and check the "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" under the "Filed information available for public inspection.")

If you are not able to attend the meeting, you can exercise your voting rights by either of the following methods. We would like to ask our shareholders to exercise your voting rights after reviewing the attached Reference Documents for the Shareholders Meeting.

[If exercising voting rights in writing (by mail)]
Please indicate your votes for or against the proposals on the Voting Rights Exercise Form sent together with this Notice and return it such that it arrives by 5:30 p.m. on Monday, December 22, 2025, Japan time.

[If exercising voting rights via the Internet]
Please access the voting rights exercise website designated by the Company (https://evote.tr.mufg.jp/) and enter your approval or disapproval of the proposals in accordance with the instructions onscreen by 5:30 p.m. on Monday, December 22, 2025, Japan time.

1. **Date and Time:** Tuesday, December 23, 2025 at 10:00 a.m., Japan time
(Reception begins at 9:30 a.m.)
2. **Place:** 6F "Hall 6B," TKP Ichigaya Conference Center located at
8 Ichigayahachiman-cho, Shinjuku-ku, Tokyo, Japan
(Please refer to the map in the original Japanese document.)
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 39th Fiscal Year (October 1, 2024 – September 30, 2025) as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board
2. The Non-consolidated Financial Statements for the Company's 39th Fiscal Year (October 1, 2024 – September 30, 2025)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Four Directors (excluding Directors who serve as Audit and Supervisory Committee Members)
Proposal 4: Election of Four Directors who serve as Audit and Supervisory Committee Members
Proposal 5: Determination of the Amount of Remuneration for Directors (excluding Directors who serve as Audit and Supervisory Committee Members)
Proposal 6: Determination of the Amount of Remuneration for Directors who serve as Audit and Supervisory Committee Members
Proposal 7: Determination of the Amount and Content of Restricted Stock Compensation for Directors (excluding Outside Directors and Directors who serve as Audit and Supervisory Committee Members)

- If you exercise your voting rights in writing (by mail) without indicating a vote for or against any of the proposals on the Voting Rights Exercise Form, you will be deemed to have indicated your approval for the proposal.
- If you exercise your voting rights both in writing (by mail) and via the Internet, regardless of the time of arrival, the voting rights exercised via the Internet will be treated as valid.
- If you exercise your voting rights via the Internet multiple times, the last exercise of voting rights will be treated as valid.
- When attending the meeting, please submit the Voting Rights Exercise Form sent together with this Notice at the reception desk. Furthermore, please bring this Notice as reference materials for the proceedings.
- We kindly ask you to carefully consider the current status of the COVID-19 pandemic and your own health condition before deciding whether to attend the meeting. If attending the meeting, please pay attention to infection prevention measures.
- Should the matters subject to measures for electronic provision require revisions, the revised items will be provided on each website where these matters are posted.
- For this Annual Shareholders Meeting, we have decided to send paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether they have made a request for delivery of such documents. However, the following matters subject to measures for electronic provision are not included in the documents sent to shareholders in accordance with the stipulations of laws and regulations as well as Article 13 of the Company's Articles of Incorporation.
  (i) "Status of Stock Acquisition Rights," "Status of Accounting Auditor," and "System to Ensure the Appropriateness of Business Activities and the Status of Operation of the System" of Business Report
  (ii) "Consolidated Statement of Changes in Equity" "Notes on Consolidated Financial Statements" of Consolidated Financial Statements
  "Statement of Changes in Equity" "Notes on Non-consolidated Financial Statements" of Non-consolidated Financial Statements

  Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in the documents are a subset of the documents audited by the Accounting Auditor in preparing the accounting audit report and by the Audit and Supervisory Board (or Audit and Supervisory Committee or Audit Committee) in preparing the audit report.

The Company's website (https://www.needswell.com/ir/)

Reference Documents for the Shareholders Meeting

Proposal 1: Appropriation of Surplus

The Company believes returning profit to shareholders is one of the most important issues. Taking into consideration future business development while fundamentally maintaining stable dividends, year-end dividends for the 39th fiscal year are as follows.

Matters concerning the year-end dividend

In consideration of factors including business results for the current fiscal year and future business development, the Company proposes the following for year-end dividends for the current fiscal year.

Type of dividend property	Cash
Matters related to allocation of dividend property to shareholders and its total amount	**12.0 yen** per share of the Company's common stock Total dividends: **454,489,224 yen**
Effective date of distribution of surplus	December 24, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Purpose of the amendments to the Articles of Incorporation

The company will transition to a company with an Audit and Supervisory Committee in order to further enhance corporate governance.

Accordingly, necessary amendments will be made to establish provisions regarding the Audit and Supervisory Committee and its Members, and to delete provisions regarding Corporate Auditors and the Board of Corporate Auditors. In addition, supplementary provisions will be established as transitional measures following the deletion of provisions regarding the exemption of liability of Corporate Auditors.

For realizing prompt decision-making and flexible business execution, provisions will be newly established to allow delegation of important business execution decisions to directors.

This proposal will take effect upon the conclusion of this Ordinary General Shareholders' Meeting.

2. Details of amendments to the Articles of Incorporation

The details of the amendments to the Articles of Incorporation are as follows.

Current Articles of Incorporation	Proposed Amendments
(Administrator of Shareholders' Registry) Article 9. (Provisions omitted) 2 The administrator of shareholders' registry and the location for the handling of its business shall be designated by <u>resolution of the Board of Directors</u>. 3 (Provisions omitted)	(Administrator of Shareholders' Registry) Article 9. (Unchanged) 2 The administrator of shareholders' registry and the location for the handling of its business shall be designated by <u>the Board of Directors or a Director to whom such authority has been delegated by the Board of Directors</u>. 3 (Unchanged)
(Share Handling Regulations) Article 10. The entries and records on the shareholders' registry and registry of stock acquisition rights of the Company, other administration and handling charges relating to shares and stock acquisition rights, and a procedure when shareholders exercise their rights and so on shall be governed by the Share Handling Regulations established <u>by</u> the Board of Directors as well as laws and regulations or the Articles of Incorporation.	(Share Handling Regulations) Article 10. The entries and records on the shareholders' registry and registry of stock acquisition rights of the Company, other administration and handling charges relating to shares and stock acquisition rights, and a procedure when shareholders exercise their rights and so on of the Company shall be governed by the Share Handling Regulations established by the Board of Directors <u>or by a Director who has been delegated by the Board of Directors,</u> as well as laws and regulations or the Articles of Incorporation.
Chapter 4. Directors <u>and</u> Board of Directors	Chapter 4. Directors<u>,</u> Board of Directors<u>, and Audit and Supervisory Committee</u>
(Number of Directors) Article 19. (Provisions omitted) (Newly established)	(Number of Directors) Article 19. (Unchanged) 2 <u>Among the Directors provided for in the preceding paragraph, the Company shall have no more than five Directors who serve as Audit and Supervisory Committee Members.</u>

Current Articles of Incorporation	Proposed Amendments
(Election of Directors) Article 20. Directors shall be elected by resolution of a shareholders meeting. 2-3 (Provisions omitted)	(Election of Directors) Article 20. Directors shall be elected by resolution of a shareholders meeting<u>, distinguishing between Directors who serve as Audit and Supervisory Committee Members and other Directors</u>. 2-3 (Unchanged)
(Term of Office of Directors) Article 21. The term of office of Directors shall expire at the conclusion of the annual shareholders meeting held for the last business year ending within one year from the date of election. 2 The term of office of Directors elected to increase the number of Directors or fill a vacancy shall expire upon termination of the terms of office of the other Directors then in office. (Newly established) (Newly established)	(Term of Office of Directors) Article 21. The term of office of Directors <u>(excluding Directors who serve as Audit and Supervisory Committee Members)</u> shall expire at the conclusion of the annual shareholders meeting held for the last business year ending within one year from the date of election. 2 The term of office of Directors <u>(excluding Directors who serve as Audit and Supervisory Committee Members)</u> elected to increase the number of Directors or fill a vacancy shall expire upon termination of the terms of office of the other Directors then in office. <u>3 The term of office of Directors who serve as Audit and Supervisory Committee Members shall expire at the conclusion of the annual shareholders meeting held for the last business year ending within two years from the date of election.</u> <u>4 The term of office of Directors who serve as Audit and Supervisory Committee Members and who have been elected as substitutes for Directors who served as Audit and Supervisory Committee Members and retired from office before its expiration shall expire upon expiration of the term of the retired Directors.</u>

<table>
<tr><th>Current Articles of Incorporation</th><th>Proposed Amendments</th></tr>
<tr><td>(Representatives Directors and Executive Directors)
Article 22. The Company shall elect Representative Director(s) by resolution of the Board of Directors.
2 (Provisions omitted)
3 The Board of Directors may elect one president and CEO and, as necessary, one chairman of the Board, several director and vice presidents, senior managing directors and managing directors by means of resolution.</td><td>(Representatives Directors and Executive Directors)
Article 22. The Company shall elect Representative Director(s) <u>from among Directors (excluding Directors who serve as Audit and Supervisory Committee Members)</u> by resolution of the Board of Directors.
2 (Unchanged)
3 The Board of Directors may elect <u>from among Directors (excluding Directors who serve as Audit and Supervisory Committee Members)</u> one president and CEO and, as necessary, one chairman of the Board, several director and vice presidents, senior managing directors and managing directors <u>by means of resolution</u>.</td></tr>
<tr><td><u>(Convocation Notice of Meetings of Board of Directors)</u>
Article 24. A convocation notice of a meeting of the Board of Directors shall be given to each Director <u>and each Audit and Supervisory Board Member</u> at least three days prior to the date of such meeting; however, such period may be shortened in the case of emergency.</td><td><u>(Convocation Notice of Meetings of Board of Directors)</u>
Article 24. A convocation notice of a meeting of the Board of Directors shall be given to each Director at least three days prior to the date of such meeting; however, such period may be shortened in the case of emergency.</td></tr>
<tr><td>(Omission of Resolution of Board of Directors)
Article 26. The Company may deem that a resolution to adopt a matter has been passed by the Board of Directors in the case where all of the Directors consent in writing or by way of electromagnetic record; <u>provided, however, that this does not apply if an Audit and Supervisory Board Member makes an objection</u>.</td><td>(Omission of Resolution of Board of Directors)
Article 26. The Company may deem that a resolution to adopt a matter has been passed by the Board of Directors in the case where all of the Directors consent in writing or by way of electromagnetic record.</td></tr>
<tr><td>(Minutes of Meetings of Board of Directors)
Article 27. The substance and results of the proceedings of a meeting of the Board of Directors, as well as any matters provided for by laws and regulations, shall be stated or recorded in the minutes of the meeting, and the Directors <u>and Audit and Supervisory Board Members</u> present at such meeting shall affix their names and seals or sign electronically thereto.</td><td>(Minutes of Meetings of Board of Directors)
Article 27. The substance and results of the proceedings of a meeting of the Board of Directors, as well as any matters provided for by laws and regulations, shall be stated or recorded in the minutes of the meeting, and the Directors present at such meeting shall affix their names and seals or sign electronically thereto.</td></tr>
</table>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	(Delegation of Decisions on the Execution of Material Business) Article 28. The Board of Directors may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, delegate to Directors the power to make all or part of the decisions on the execution of material business (excluding matters listed under each item of Paragraph 5 of the same article), by means of resolution.
Article 28. (Provisions omitted)	Article 29. (Unchanged)
(Remuneration, etc., for Directors) Article 29. The remuneration, bonuses, and any other property benefit received from the Company in consideration of execution of the duties of the Directors shall be determined by resolution of a shareholders meeting.	(Remuneration, etc., for Directors) Article 30. The remuneration, bonuses, and any other property benefit received from the Company in consideration of execution of the duties of the Directors shall be determined by resolution of a shareholders meeting.; however, that the remuneration, etc. for Directors who serve as Audit and Supervisory Committee Members shall be determined by resolution of a shareholders meeting, distinguishing from the remuneration, etc. for other Directors.
Article 30. (Provisions omitted)	Article 31. (Unchanged)
(Newly established)	(Audit and Supervisory Committee) Article 32. The Company shall have an Audit and Supervisory Committee.
(Newly established)	(Full-time Audit and Supervisory Committee Members) Article 33. The Audit and Supervisory Committee may elect full-time Audit and Supervisory Committee Members by means of resolution.

Current Articles of Incorporation	Proposed Amendments
(Newly established)	(Convocation Notice of Meetings of Audit and Supervisory Committee) Article 34. A convocation notice of a meeting of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member at least three days prior to the date of such meeting; however, such period may be shortened in the case of emergency.
(Newly established)	(Method of Adopting Resolutions of Audit and Supervisory Committee) Article 35. A resolution of the Audit and Supervisory Committee shall be adopted by a majority vote of the Audit and Supervisory Committee Members who are present at the meeting at which a majority of the Audit and Supervisory Committee Members entitled to participate in the vote are present.
(Newly established)	(Minutes of Meetings of Audit and Supervisory Committee) Article 36. The substance and results of the proceedings of a meeting of the Audit and Supervisory Committee, as well as any matters provided for by laws and regulations, shall be stated or recorded in the minutes of the meeting, and the Audit and Supervisory Committee Members present at such meeting shall affix their names and seals or sign electronically thereto.
(Newly established)	(Regulations of Audit and Supervisory Committee) Article 37. Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, as well as by laws and regulations or the Articles of Incorporation.
Chapter 5. Audit and Supervisory Board Members and Audit and Supervisory Board	(Delete)
(Audit and Supervisory Board Members and Audit and Supervisory Board) Article 31. The Company shall have Audit and Supervisory Board Members and Audit and Supervisory Board.	(Delete)
(Number of Audit and Supervisory Board Members) Article 32. The Company shall have no more than five Audit and Supervisory Board Members.	(Delete)

Current Articles of Incorporation	Proposed Amendments
(Election of Audit and Supervisory Board Members) Article 33. Audit and Supervisory Board Members shall be elected by resolution of a shareholders meeting. 2 A resolution to elect Audit and Supervisory Board Members shall be adopted by a majority vote of the shareholders present at the shareholders meeting attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.	(Delete)
(Term of Office of Audit and Supervisory Board Members) Article 34. The term of office of Audit and Supervisory Board Members shall expire at the conclusion of the annual shareholders meeting held for the last business year ending within four years from the date of election. 2 The term of office of an Audit and Supervisory Board Member elected to fill a vacancy shall expire upon the end of the original term of office of the Audit and Supervisory Board Member who has retired.	(Delete)
(Full-time Audit and Supervisory Board Members) Article 35. The Audit and Supervisory Board shall elect Full-time Audit and Supervisory Board Members from among the Audit and Supervisory Board Members by means of resolution.	(Delete)
(Convocation Notice of Meetings of Audit and Supervisory Board) Article 36. A convocation notice of a meeting of the Audit and Supervisory Board shall be given to each Audit and Supervisory Board Member at least three days prior to the date of such meeting; however, such period may be shortened in the case of emergency.	(Delete)
(Method of Adopting Resolutions of Audit and Supervisory Board) Article 37. Unless otherwise provided by laws and regulations, resolutions of the meetings of the Audit and Supervisory Board shall be adopted by a majority vote of Audit and Supervisory Board Members.	(Delete)

Current Articles of Incorporation	Proposed Amendments
(Minutes of Meetings of Audit and Supervisory Board) Article 38. The substance and results of the proceedings of a meeting of the Audit and Supervisory Board, as well as any matters provided for by laws and regulations, shall be stated or recorded in the minutes of the meeting, and the Audit and Supervisory Board Members present at such meeting shall affix their names and seals or sign electronically thereto.	(Delete)
(Rules for Implementation of Audit and Supervisory Board) Article 39. Any matter relating to the Audit and Supervisory Board shall be governed by laws and regulations, the Articles of Incorporation as well as the Rules for Implementation of Audit and Supervisory Board established by the Audit and Supervisory Board.	(Delete)
(Remuneration, etc. for Audit and Supervisory Board Members) Article 40. The remuneration, bonuses, and any other property benefit received from the Company in consideration of execution of the duties of the Audit and Supervisory Board Members shall be determined by resolution of a shareholders meeting.	(Delete)
(Agreements for Limitation of Liability with Audit and Supervisory Board Members) Article 41. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit and Supervisory Board Members to limit their liability under Article 423, Paragraph 1 of the same Act; provided, however, that the maximum liability amount based on said agreements shall be limited to the amount stipulated by laws and regulations.	(Delete)
Chapter 6. Accounting Auditor	Chapter 5. Accounting Auditor
Article 42-44. (Provisions omitted)	Article 38-40. (Unchanged)
(Remuneration, etc., of Accounting Auditor) Article 45. The remuneration, etc., of an Accounting Auditor shall be determined by the Representative Director(s) with consent of the Audit and Supervisory Board.	(Remuneration, etc., of Accounting Auditor) Article 41. The remuneration, etc., of an Accounting Auditor shall be determined by the Representative Director(s) with consent of the Audit and Supervisory Committee.
Article 46. (Provisions omitted)	Article 42. (Unchanged)
Chapter 7. Accounts	Chapter 6. Accounts
Article 47-50. (Provisions omitted)	Article 43-46. (Unchanged)

Proposal 3: Election of Four Directors (excluding Directors who serve as Audit and Supervisory Committee Members)

If Proposal 2, "Partial Amendments to the Articles of Incorporation," is approved and passed as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee, and pursuant to the stipulations of Article 332, Paragraph 7, Item 1 of the Companies Act, the terms of office of all seven Directors will expire upon the effective date of the amendments to the Articles of Incorporation.

Accordingly, the Company proposes the election of four Directors (excluding Directors who serve as Audit and Supervisory Committee Members; the same applies in this proposal) after the transition to a Company with an Audit and Supervisory Committee.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation set forth in Proposal 2.

The candidates for Director were nominated based on the deliberation of the Nomination and Remuneration Committee of which the majority members are Outside Directors.

The candidates for Director are as follows.

Candidate No.	Name	Gender	Positions	Responsibilities	
1	Hajime Matsuoka	Male	President and CEO	-	Reappointment
2	Koji Tabata	Male	Director and Managing Executive Officer	In charge of Administrative Division; in charge of Sales Division; General Manager of Sales Department	Reappointment
3	Chinami Arai	Female	Director and Executive Officer	In charge of Affiliates; in charge of Finance and Accounting Department; General Manager of Management Planning Department	Reappointment
4	Tatsuya Ozama	Male	Managing Executive Officer	General Manager of System Business Unit II	New appointment

<Reference> Nomination Policies and Procedures for Candidates for Director

Directors of the Company are expected to perform decision making after evaluating risk from diverse viewpoints through concrete and lively discussions based on individual knowledge from being well versed in their areas of responsibility and knowledge of finance, legal affairs, labor, etc. When nominating candidates, emphasis is placed on work experience and leadership in software development, sales, planning, etc., having knowledge of finance, legal affairs, labor, etc., ability to appropriately manage risk and monitor business execution, and being thoroughly ethical. In addition, persons well versed in the Company's business and having excellent personality, views, and ability to execute and recognized by the Board of Directors as having the ability to fulfill duties are elected as senior management who execute business based on decisions of the Board of Directors.

The Board of Directors deliberates based on reports from the "Nomination and Remuneration Committee," comprised of several officers with the majority Independent Outside Officers, on nominations for candidates for Director based on the aforementioned policies.

Candidate No. 1	**Career summary and positions and responsibilities at the Company**
Hajime Matsuoka Reelection **Date of birth** August 3, 1979 **Number of shares of the Company held** 57,106 shares **Terms of office** 4 years **Attendance at meetings of the Board of Directors** 21 / 21	April 2002 — Joined COMSIS Co., Ltd. April 2006 — Joined the Company October 2019 — General Manager of System Department I, System Business Unit II June 2021 — Executive Officer and General Manager of System Business Unit II October 2021 — Managing Executive Officer and General Manager of System Business Unit II October 2021 — Senior Managing Director of Zeroichi Production Co., Ltd., a subsidiary of the Company (current position) December 2021 — Director and Executive Officer in charge of System Business Unit II; General Manager of System Business Unit II October 2022 — Director and Executive Officer in charge of Technology Division; General Manager of System Business Unit II October 2022 — Director of BO STUDIO Inc., a subsidiary of the Company (current position) December 2022 — Director and Managing Executive Officer in charge of Technology Division; General Manager of System Business Unit II January 2023 — Director and Managing Executive Officer in charge of Technology Division December 2023 — Director and Senior Managing Executive Officer in charge of Technology Division; General Manager of System Business Unit III April 2024 — Director and Senior Managing Executive Officer in charge of Technology Division; in charge of System Business Unit I June 2024 — Director and Senior Managing Executive Officer in charge of Technology Division; in charge of Sales Department; in charge of System Business Unit I September 2024 — Director and Senior Managing Executive Officer in charge of Technology Division; in charge of Sales Department; in charge of System Business Unit I; General Manager of Sales Department October 2024 — Director and Senior Managing Executive Officer; Assistant to President; in charge of Technology Division **January 2025 — Representative Director of BO STUDIO CO., LTD., a subsidiary of the Company (current position)** **July 2025 — President and CEO of the Company (current position)** **Significant concurrent positions** Representative Director of BO STUDIO CO., LTD., a subsidiary of the Company **Reasons for nomination as a candidate for Director** The candidate, possessing many years of work experience in the IT industry and an abundance of experience and accomplishments related to systems as General Manager of the Company’s System Division, is deemed able to appropriately monitor the Company as a whole together with making efforts to realize strategy aimed at business growth and improving company business results, and the Company therefore proposes his continued election as Director.

<table>
<tr>
<td>
Candidate No. 2

Koji Tabata

Reelection

Date of birth
August 31, 1975

Number of shares of the Company held
109,341 shares

Terms of office
3 years

Attendance at meetings of the Board of Directors
21 / 21
</td>
<td>
Career summary and positions and responsibilities at the Company

<table>
<tr><td>April 1999</td><td>Joined Atlux Inc. (current NOC Outsourcing & Consulting Inc.)</td></tr>
<tr><td>November 2005</td><td>Joined FFC Co., Ltd. (current Fujitsu Limited)</td></tr>
<tr><td>September 2006</td><td>Joined the Company</td></tr>
<tr><td>October 2018</td><td>General Manager of Human Resources Department</td></tr>
<tr><td>October 2019</td><td>General Manager of General Affairs Department</td></tr>
<tr><td>October 2021</td><td>Executive Officer and General Manager of General Affairs Department</td></tr>
<tr><td>April 2022</td><td>Executive Officer in charge of Business Promotion Management Department; General Manager of General Affairs Department</td></tr>
<tr><td>October 2022</td><td>Executive Officer in charge of Administrative Division; General Manager of Business Promotion Management Department; General Manager of General Affairs Department</td></tr>
<tr><td>December 2022</td><td>Director and Executive Officer in charge of Administrative Division; General Manager of Business Promotion Management Department; General Manager of General Affairs Department</td></tr>
<tr><td>April 2023</td><td>Director and Executive Officer in charge of Administrative Division; General Manager of General Affairs Department; General Manager of Partnership Promotion Division</td></tr>
<tr><td>December 2023</td><td>Director and Managing Executive Officer in charge of Administrative Division; General Manager of General Affairs Department; General Manager of Partnership Promotion Division</td></tr>
<tr><td>January 2024</td><td>Director and Managing Executive Officer in charge of Administrative Division; General Manager of Partnership Promotion Division</td></tr>
<tr><td>October 2024</td><td>Director and Managing Executive Officer in charge of Administrative Division; in charge of Sales Division; General Manager of Sales Department (current position)</td></tr>
</table>

Significant concurrent positions

Not applicable

Reasons for nomination as a candidate for Director

The candidate, involved in operations of the General Affairs and Human Resources Divisions since joining the Company and possessing specialized knowledge and an abundance of experience, is deemed able to apply said knowledge and experience to the Company’s Director system together with appropriately monitoring the Administrative Division as a whole, and the Company therefore proposes his continued election as Director.
</td>
</tr>
</table>

Candidate No. 3	**Career summary and positions and responsibilities at the Company**
Chinami Arai Reelection **Date of birth** July 25, 1967 **Number of shares of the Company held** 14,817 shares **Terms of office** 2 years **Attendance at meetings of the Board of Directors** 21 / 21	April 1990 — Joined The Hokkaido Bank, Ltd. May 2002 — Joined Neix Co., Ltd. October 2010 — Joined Double A Relations Co., Ltd. December 2013 — Joined TAKAGI SECURITIES Co., Ltd. September 2014 — Joined Watari Japan Co., Ltd. February 2016 — Joined Pacific Business Consulting, Inc. June 2017 — Joined the Company January 2020 — General Manager of Corporate Communication Division April 2022 — Executive Officer in charge of Finance and Accounting Department; General Manager of Corporate Communication Division May 2023 — Executive Officer in charge of Affiliates; in charge of Finance and Accounting Department; General Manager of Corporate Communication Division December 2023 — Director and Executive Officer in charge of Affiliates; in charge of Finance and Accounting Department; General Manager of Corporate Communication Division December 2023 — Director of Zeroichi Production Co., Ltd., a subsidiary of the Company April 2024 — Director and Executive Officer in charge of Affiliates; in charge of Management Planning Division; in charge of Finance and Accounting Department; General Manager of Corporate Communication Division **July 2024 — Director and Executive Officer in charge of Affiliates; in charge of Finance and Accounting Department; General Manager of Management Planning Department (current position)** **Significant concurrent positions** Not applicable **Reasons for nomination as a candidate for Director** The candidate, involved in operations of general affairs and management planning since joining the Company and possessing specialized knowledge and an abundance of experience, is in charge of the Finance and Accounting Department, leveraging her previous work experience. She is deemed able to apply said knowledge and experience to the Company’s Director system, and the Company therefore proposes her continued election as Director.

Candidate No. 4	**Career summary and positions and responsibilities at the Company**
Tatsuya Ozama New election **Date of birth** August 27, 1984 **Number of shares of the Company held** 19,363 shares	April 2007 — Joined the Company June 2021 — General Manager of System Department I, System Business Unit II October 2022 — Deputy General Manager of System Business Unit II January 2023 — General Manager of System Business Unit II **September 2023 — Director of KOMSOFT CO., LTD., a subsidiary of the Company (current position)** October 2023 — Executive Officer and General Manager of System Business Unit II **March 2024 — Director of Zeroichi Production CO., LTD., a subsidiary of the Company (current position)** **October 2024 — Managing Executive Officer and General Manager of System Business Unit II (current position)** **Significant concurrent positions** Director of KOMSOFT CO., LTD., a subsidiary of the Company Director of Zeroichi Production CO., LTD., a subsidiary of the Company **Reasons for nomination as a candidate for Director** The candidate, possessing an abundance of practical experience as an engineering professional and accomplishments as General Manager of the Company's System Division, is deemed able to appropriately monitor the System Division as well as making efforts to realize strategy aimed at business growth and improving company business results, and the Company therefore proposes his election as Director.

(Notes)
1. There are no special interests between each of the candidates and the Company.
2. Each candidate's number of shares of the Company held is as of the end of the current fiscal year (September 30, 2025). In addition, this includes the candidate's equity through the shareholder's association.
3. The Company has entered into a directors and officers liability insurance agreement to insure all officers with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them for actions taken to execute duties of the Company. The Company bears the full amount of all insurance premiums for the insured persons. If this proposal is approved, each candidate will be insured under the insurance agreement. The Company plans to renew the insurance agreement with the same content during their terms of office.

Proposal 4: Election of Four Directors who serve as Audit and Supervisory Committee Members

If Proposal 2, "Partial Amendments to the Articles of Incorporation," is approved and passed as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, the Company proposes the election of four Directors who serve as Audit and Supervisory Committee Members.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation set forth in Proposal 2.

The candidate for Audit and Supervisory Board Member was nominated based on the deliberation of the Nomination and Remuneration Committee of which the majority members are Outside Directors.

The candidates for Directors who serve as Audit and Supervisory Committee Members are as follows.

Candidate No.	Name	Gender	Positions	Responsibilities	
1	Kazuhiko Kato	Male	Audit and Supervisory Board Member (Full-time)	–	New appointment
2	Kotaro Niwa	Male	Audit and Supervisory Board Member (Outside)	–	New appointment Outside Independent
3	Mamoru Yasuoka	Male	Director (Outside)	–	New appointment Outside Independent
4	Shigeru Sato	Male	Audit and Supervisory Board Member (Outside)	–	New appointment Outside Independent

Candidate No. 1	**Career summary and positions at the Company**
Kazuhiko Kato New election **Date of birth** May 13, 1962 **Number of shares of the Company held** 5,834 shares **Terms of office** 12 years (including 6 years serving as a Director) **Attendance at meetings of the Board of Directors** 20 / 21 **Attendance at meetings of the Audit and Supervisory Board** 12 / 12	April 1983 — Joined Nippon System Development Co., Ltd. (current NSD Co., Ltd.) April 1989 — Joined ISP Information System Products Co., Ltd. January 1992 — Joined the Company October 2003 — General Manager of System Solution Department October 2005 — General Manager of Technology Management Department April 2007 — General Manager of General Affairs Department December 2013 — Director and General Manager of General Affairs Department October 2018 — Director and General Manager of General Affairs Department; in charge of Human Resources Department October 2019 — Director in charge of General Affairs Department **December 2019 — Full-time Audit and Supervisory Board Member (current position)** **Significant concurrent positions** Not applicable **Reasons for nomination as a candidate for Director who serve as Audit and Supervisory Committee Member** The candidate, possessing many years of work experience in the Company's General Affairs and Human Resources Divisions and an abundance of accomplishments, is deemed able to appropriately take a role as an Director who serve as Audit and Supervisory Committee Member, and the Company therefore proposes his election as Director who serve as Audit and Supervisory Committee Member.

Candidate No. 2	**Career summary and positions at the Company**
Kotaro Niwa New election **Date of birth** November 26, 1974 **Number of shares of the Company held** 21,497 shares **Terms of office** 9 years **Attendance at meetings of the Board of Directors** 21 / 21 **Attendance at meetings of the Audit and Supervisory Board** 12 / 12	October 2000 — Registered as an attorney at law October 2000 — Joined Oshima Sogo Law Office June 2004 — Auditor of TAC Co., Ltd. May 2006 — Established Niwa Sogo Law Office May 2010 — Partner of IPAX PARTNERS March 2011 — Director of ES-CON JAPAN Ltd. November 2015 — Director of TANKEN SEAL SEIKO CO., LTD. March 2016 — Director (Auditor) of ES-CON JAPAN Ltd. **August 2016 — Partner of Minatsuki Law Office (current position)** **December 2016 — Outside Audit and Supervisory Board Member of the Company (current position)** **June 2021 — Outside Director (Audit and Supervisory Committee) of TAC Co., Ltd. (current position)** **Significant concurrent positions** Partner of Minatsuki Law Office Outside Director (Audit and Supervisory Committee) of TAC Co., Ltd. **Reasons for nomination as a candidate for Outside Director who serves as Audit and Supervisory Committee Member and outline of expected roles** The candidate, possessing an abundance of experience and broad insight as an attorney at law, is deemed able to appropriately take a role as an Outside Director who serves as Audit and Supervisory Committee Member, and the Company therefore nominates him as a candidate for Outside Director who serves as Audit and Supervisory Committee Member. Although he has no prior experience in direct corporate management apart from serving as an Outside Director, based on the reasons mentioned above, The Company proposes the election of an Outside Director who is an Audit and Supervisory Committee Member. In addition, if elected, he will serve as Chairperson of the Nomination and Remuneration Committee, and we plan for him to be involved in nominating officer candidates of the Company and deciding officer remuneration, etc., from an objective and neutral standpoint.

Candidate No. 3	Career summary and positions and responsibilities at the Company
Mamoru Yasuoka New election **Date of birth** March 18, 1956 **Number of shares of the Company held** 6,437 shares **Terms of office** 5 years (including 1 year serving as an Audit and Supervisory Board Member) **Attendance at meetings of the Board of Directors** 21 / 21	April 1978 — Joined Fujitsu Limited December 2003 — General Manager of Financial System Department I, Financial Solution Division, Fujitsu Limited April 2004 — General Manager of Project Management Department, Financial Solution Division, Fujitsu Limited June 2007 — General Manager of Banking Solution Business Division I, Fujitsu Limited June 2007 — Director of The Japan Net Bank, Limited June 2009 — Director of FUJITSU ADVANCED SOLUTIONS LIMITED May 2011 — Assistant to Chief of Financial Solution Business Group, Fujitsu Limited April 2012 — Director and Managing Executive Officer of FUJITSU ADVANCED SOLUTIONS LIMITED June 2016 — Corporate Auditor of Nissay Information Technology Co., Ltd. July 2020 — Senior Advisor of Nissay Information Technology Co., Ltd. (current position) July 2020 — Senior Advisor of CLIMB CO., LTD. **July 2020 — Counselor of TRYSERVE Co., Ltd. (current position)** December 2020 — Outside Audit and Supervisory Board Member of the Company **December 2021 — Outside Director of the Company (current position)** **April 2022 — Outside Director (not full-time) of Mizuho Research & Technologies, Ltd. (current position)** **Significant concurrent positions** Counselor of TRYSERVE Co., Ltd. Outside Director (not full-time) of Mizuho Research & Technologies, Ltd. **Reasons for nomination as a candidate for Outside Director who serves as Audit and Supervisory Committee Member and outline of expected roles** The candidate, possessing specialized knowledge and experience related to the area of financial systems, is deemed able to apply said abundance of knowledge and experience to the Company's management, being well versed on the Company's business matters and as someone from who advice on management of the Company from an objective perspective can be expected in order to make efforts to realize strategy aimed at business growth and improving company business results, and the Company proposes the election of an Outside Director who is an Audit and Supervisory Committee Member. In addition, if elected, he will continue as a member of the Nomination and Remuneration Committee, and we plan for him to be involved in nominating officer candidates of the Company and deciding officer remuneration, etc., from an objective and neutral standpoint.

Candidate No. 4	**Career summary and positions at the Company**	
Shigeru Sato	October 1984	Joined Asahi & Co. (current KPMG AZSA LLC)
New election	March 1987	Registered as a Certified Public Accountant
Date of birth March 29, 1960	May 2008	Representative partner of KPMG AZSA & Co. (current KPMG AZSA LLC)
Number of shares of the Company held 8,124 shares	**October 2009**	**Appointed as Auditor, Japan Resort Club Association (a general incorporated association) (current position)**
Terms of office 4 years	**October 2018**	**Established Sato Certified Public Accountant Office and assumed the position of Director (current position)**
Attendance at meetings of the Board of Directors 18 / 21	April 2019	Registered as a Licensed Tax Accountant
Attendance at meetings of the Audit and Supervisory Board 11 / 12	**July 2019**	**Established Sato IT Solutions Co., Ltd. and assumed the position of Representative Director (Registered as a Licensed Tax Accountantcurrent position)**
	April 2021	**Appointed as Supervisory Officer, Mitsui Fudosan Private REIT Inc. (current position)**
	December 2021	**Outside Audit and Supervisory Board Member of the Company (current position)**
	June 2024	**Outside Corporate Auditor of Hashimoto Sogyo Holdings Ltd. (current position)**
	Significant concurrent positions Auditor, Japan Resort Club Association (a general incorporated association) Representative Director of Sato IT Solutions Co., Ltd. Supervisory Officer, Mitsui Fudosan Private REIT Inc. Outside Corporate Auditor of Hashimoto Sogyo Holdings Ltd.	
	Reasons for nomination as a candidate for Outside Director who serves as Audit and Supervisory Committee Member and outline of expected roles The candidate, possessing an abundance of experience and broad insight as an accountant, is deemed able to appropriately take a role as an Outside Director who serves as an Audit and Supervisory Committee Member, and the Company therefore nominates him as a candidate for Outside Director who serves as an Audit and Supervisory Committee Member. The Company proposes his election as Outside Director who serves as an Audit and Supervisory Committee Member.	

(Notes)
1. There are no special interests between each of the candidates and the Company.
2. Each candidate's number of shares of the Company held is as of the end of the current fiscal year (September 30, 2025). In addition, this includes the candidate's equity through the shareholder's association.
3. Mr. Kotaro Niwa, Mr. Mamoru Yasuoka, and Mr. Shigeru Sato are candidates for Outside Director who serve as Audit and Supervisory Committee Member.
4. Mr. Kotaro Niwa currently serves as the Company's Outside Audit and Supervisory Board Member. His term of office as Outside Audit and Supervisory Board Member will be nine years at the conclusion of this Annual Shareholders Meeting.
5. Mr. Mamoru Yasuoka currently serves as the Company's Outside Director. His term of office as Outside Director will be four years at the conclusion of this Annual Shareholders Meeting, and his total term of office of five years includes serving as an Audit and Supervisory Board Member.
6. Mr. Shigeru Sato currently serves as the Company's Outside Audit and Supervisory Board Member. His term of office as Outside Audit and Supervisory Board Member will be four years at the conclusion of this Annual Shareholders Meeting.
7. The Company has entered into agreements with Mr. Kotaro Niwa, Mr. Mamoru Yasuoka, and Mr. Shigeru Sato in accordance with stipulations of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages stipulated in Article 423, Paragraph 1 of the same Act. In the event that the reelection of each of them is approved, the Company plans to continue such agreements with them. The maximum liability amount based on said agreements is the amount stipulated by laws and regulations. However, said liability limitation is recognized only when performance of the duties that caused the liability have been in good faith and without gross negligence by said Directors (excluding Directors executing business, etc.)

8. The Company has submitted a notification of the appointment of Mr. Kotaro Niwa, Mr. Mamoru Yasuoka, and Mr. Shigeru Sato as Independent Directors in accordance with the stipulations of the Tokyo Stock Exchange. In the event that each of them is reappointed, the Company plans to continue to appoint them as Independent Directors.
9. The Company has entered into a directors and officers liability insurance agreement to insure all officers with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them for actions taken to execute duties of the Company. The Company bears the full amount of all insurance premiums for the insured persons. If this proposal is approved, each candidate will be insured under the insurance agreement. The Company plans to renew the insurance agreement with the same content during their terms of office.

(Reference) Skill Matrix of Directors

Aiming to realize the Company’s Medium-Term Management Plan, areas of particular expectations are defined as the areas of (1) Corporate management, (2) Manufacturing, technology, and PMO, (3) Marketing and sales, (4) Finance and accounting, (5) Personnel affairs, labor, and talent development, (6) Legal affairs and risk management, and (7) ESG and sustainability. If Proposal 3 and Proposal 4 are approved, the following chart is a summary of the skills of Directors.

Name		Areas						
		Corporate management	Manufacturing, technology, and PMO	Marketing and sales	Finance and accounting	Personnel affairs, labor, and talent development	Legal affairs and risk management	ESG and sustainability
Director	Hajime Matsuoka	●	●	●		●	●	●
	Koji Tabata	●		●	●	●	●	●
	Chinami Arai	●			●	●	●	●
	Tatsuya Ozama	●	●	●		●	●	●
Directors who serve as Audit and Supervisory Committee Members	Kazuhiko Kato		●		●	●	●	●
	Kotaro Niwa					●	●	
	Mamoru Yasuoka	●	●	●		●	●	
	Shigeru Sato				●		●	

Proposal 5: Determination of the Amount of Remuneration for Directors (excluding Directors who serve as Audit and Supervisory Committee Members)

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and passed as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

The amount of remuneration for Directors of the Company was approved at the 28th Annual Shareholders Meeting held on December 16, 2014 to be 300,000 thousand yen or less per year and has not been changed as of today. In conjunction with the transition to a Company with an Audit and Supervisory Committee, the Company proposes that, in place of the current amount of remuneration for Directors, the amount of remuneration for Directors (excluding Directors who serve as Audit and Supervisory Committee Members) be 300,000 thousand yen or less per year considering previous remuneration levels for Directors, recent economic conditions, and other relevant factors. The aforementioned amount of remuneration does not include employee salaries for Directors concurrently serving as employees.

The outline of the policy to determine the remuneration, etc., for each individual Director for this fiscal year is described in the Business Report (of the original Japanese document). If this proposal is approved, the Company plans to revise the relevant description so that the eligible persons currently referred to as “Directors” will instead be referred to as “Directors (excluding Directors who serve as Audit and Supervisory Committee Members),” and this revision will not result in any substantive change.

The Company considers this proposal to be consistent with the above policy and is therefore appropriate. There are currently seven Directors, three of whom are Outside Directors. If Proposal 3 is approved and passed as originally proposed, the number of Directors (excluding Directors who serve as Audit and Supervisory Committee Members) subject to this proposal will be four.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation set forth in Proposal 2, “Partial Amendments to the Articles of Incorporation.”

Proposal 6: Determination of the Amount of Remuneration for Directors who serve as Audit and Supervisory Committee Members

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and passed as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes that the amount of remuneration for Directors who serve as Audit and Supervisory Committee Members be up to 50,000 thousand yen per year. This proposal has been decided by comprehensively taking into account the Company’s business size, its remuneration system for officers and payment levels, the current number of officers, future trends, and other factors, and therefore the Company considers this proposal to be appropriate.

If Proposal 4 is approved and passed as originally proposed, the number of Directors who serve as Audit and Supervisory Committee Members subject to this proposal is four, three of whom are Outside Directors.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation set forth in Proposal 2, “Partial Amendments to the Articles of Incorporation.”

Proposal 7: Determination of the Amount and Content of Restricted Stock Compensation for Directors (excluding Outside Directors and Directors who serve as Audit and Supervisory Committee Members)

At the 36th Annual Shareholders Meeting held on December 23, 2022, the Company passed a resolution to introduce a system of remuneration of shares with restriction on transfer (hereafter, the "Remuneration System") in order to give incentives to sustainably enhance the Company's corporate value and further promote value sharing with shareholders. Under this resolution, the maximum amount of stock compensation is 50,000 thousand yen per year, and the maximum number of shares is 80,000 per year (Outside Directors are not eligible). If Proposal 2, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, the Company proposes that common shares of the Company subject to certain transfer restriction periods and provisions regarding reasons for gratis acquisition by the Company, etc. (hereafter, "shares with restriction on transfer") be newly allocated to Directors (excluding Directors who serve as Audit and Supervisory Committee Members and Outside Directors) after the transition (hereafter, the "Eligible Directors") as described below.

In this proposal, the Company proposes that, in addition to the amount of remuneration proposed in Proposal 5, "Determination of the Amount of Remuneration for Directors (excluding Directors who serve as Audit and Supervisory Committee Members)," the total amount of monetary remuneration receivables to be paid to the Eligible Directors as remuneration pertaining to shares with restriction on transfer be 50,000 thousand yen or less per year. The specific timing of the payment and the allocation to the Eligible Directors will be determined by the Board of Directors following deliberation by the Nomination and Remuneration Committee, the majority of whose members are Independent Outside Directors.

This proposal is being submitted again in connection with the transition to a Company with an Audit and Supervisory Committee. However, the substantive details of the Remuneration System are identical to those approved at the 36th Annual Shareholders Meeting held on December 23, 2022, and the Company recognizes that it remains appropriate as the Eligible Directors should continue to be motivated further to contribute to stock price appreciation and corporate value enhancement even after the transition.

If Proposal 3, "Election of Four Directors (excluding Directors who serve as Audit and Supervisory Committee Members)," is approved as originally proposed, the number of Directors who are eligible for the Remuneration System will be four.

This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation set forth in Proposal 2, "Partial Amendments to the Articles of Incorporation."

1. Payment for the issuance of shares with restriction on transfer

   Every fiscal year in principle, Eligible Directors will provide to the Company all monetary remuneration receivables to be paid based on the resolution of the Board of Directors of the Company as property contributed in kind, and common shares of the Company will be issued or disposed of.

2. The number of shares with restriction on transfer allocated to Eligible Directors

   The total number of common shares which the Company may issue or dispose of with regard to the Eligible Directors under the Remuneration System is to be up to 80,000 shares per year. However, in the case of division or share merger of common shares of the Company (including gratis allocation of common shares of the Company) with an effective date after the date of resolution at this Annual Shareholders Meeting, the total number concerned is to be adjusted within a reasonable scope as necessary after the effective date.

   Note that the amount to be paid per share of common shares that are issued or disposed of with regard to the Eligible Directors based on the Remuneration System shall be determined by the Board of Directors within the scope of an amount that is not particularly advantageous to Eligible Directors, based on the closing price of the common shares on the Tokyo Stock Exchange on the business day immediately prior to the date of each resolution of the Board of Directors that decides subscription requirements for said common shares (in the case that the transaction has not been concluded on that day, the closing price on the most recent trading day preceding that day).

3. Shares with restriction on transfer allocated to Eligible Directors

The Company shall enter into contracts for the allocation of shares with restriction on transfer (hereafter the “Allocation Contracts”) with Eligible Directors including following contents (allocated common shares received through Allocation Contracts are hereafter, “Allocated Shares.”)

(1) Period of restriction on transfer

Eligible Directors shall not transfer, pledge, make an advancement, or otherwise dispose of the Allocated Shares during the period from the dates on which payment is made for the Allocated Shares to the dates on which Eligible Directors retire or resign from the position of Director or any other positions defined by the Board of Directors of the Company (hereafter, the “Transfer Restriction Period”).

(2) Conditions for cancelling restriction on transfer

Restriction on transfer of all Allocated Shares will be cancelled at the point in time when the Transfer Restriction Period expires with the condition that Eligible Directors have continued to serve as Director of the Company or any other positions defined by the Board of Directors of the Company during the period from the dates on which payment is made for the Allocated Shares to the conclusion of the first Annual Shareholders Meeting that is held.

However, if Eligible Directors retire or resign for legitimate reasons or retire or resign due to death from the dates on which payment is made for the Allocated Shares to the conclusion of the first Annual 17 Shareholders Meeting that is held, the number of the Allocated Shares for which the restriction on transfer is cancelled and the timing of the cancellation of the restriction on transfer shall be reasonably adjusted as necessary.

(3) Reasons for gratis acquisition

If Eligible Directors retire or resign for non-legitimate reasons from the dates on which payment is made for the Allocated Shares to the conclusion of the first Annual Shareholders Meeting that is held, the Company shall rightfully acquire the Allocated Shares at no cost. In addition, if there are Allocated Shares from which the restriction on transfer is not removed upon cancellation of restriction on transfer defined by the above (2), the Company shall rightfully acquire them at no cost.

(4) Handling in the event of organizational restructuring

Notwithstanding what is defined in the above (1), if, during the Transfer Restriction Period, matters relating to a merger agreement under which the Company will be the absorbed entity, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other corporate reorganizations are approved at an Annual Shareholders Meeting of the Company (or at a meeting of the Board of Directors of the Company when an approval at an Annual Shareholders Meeting is not required for such corporate reorganizations), the number of the Allocated Shares for which the restriction on transfer is cancelled and the timing of the cancellation of the restriction on transfer shall be reasonably adjusted as necessary by the Company through a resolution of the Board of Directors of the Company. In this case, if there are Allocated Shares from which the restriction on transfer is not removed at the time immediately after cancellation of the restriction on transfer, the Company shall rightfully acquire them at no cost.

(5) Other provisions

Other provisions regarding the Allocation Contracts are to be determined by the Board of Directors of the Company.