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(Securities Code 4249)

Date of sending: June 5, 2025

Commencement date of measures for providing information in an electronic format: May 30, 2025

To All Shareholders:

1-1-1 Minami-Aoyama, Minato-ku, Tokyo

**MORIROKU COMPANY, LTD.**

President and CEO Naoki Kurose

## **NOTICE OF THE 110th ORDINARY GENERAL SHAREHOLDERS' MEETING**

Dear Shareholders,

Please refer to the following for information about the upcoming 110th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Moriroku Company, Ltd. (the "Company").

**As the measures for providing information in an electronic format are adopted for the convocation of this General Shareholders' Meeting, the information that constitutes the content of reference documents for general meetings of shareholders, etc. (items for which the measures for providing information in an electronic format are taken) are posted on the following websites, so please access any of those websites to confirm the information.**

**[The Company website (in Japanese)]**

**[https://www.moriroku.co.jp/ir/stock\\_information/shareholder.html](https://www.moriroku.co.jp/ir/stock_information/shareholder.html)**

**[Website posting General Shareholders' Meeting materials (in Japanese)]**

**<https://d.sokai.jp/4249/teiji/>**

**[Tokyo Stock Exchange website (Listed Company Search) (in Japanese)]**

**<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>**

[Please access the TSE website above, enter "Moriroku" in the "Issue name (company name)" field or the Company's securities code "4249" in the "Code" field, click "Search," select "Basic information," then "Documents for public inspection/PR information," and confirm "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" under the "Documents for public inspection."]

A video of the General Shareholders' Meeting will be available for viewing on the Company website (<https://www.moriroku.co.jp>) at a later date.

If you are not attending the Meeting on the day, you are entitled to exercise your voting rights online or in writing (by mail). In this case, please study the "Reference Documents for the General Meeting of Shareholders" and exercise your voting rights by no later than **5:30 p.m. on June 19, 2025 (Thursday)**.

Sincerely yours,

- 1. Date and time:** 10:00 a.m., Friday, June 20, 2025  
(Reception start time: 9:30 a.m.)
- 2. Venue:** Forest Terrace Meiji Jingu, Keyaki Hall (2nd floor)  
1-1 Yoyogi-Kamizono-cho, Shibuya-ku, Tokyo  
(Please refer to the “Guide map of the venue of the ordinary general shareholders’ meeting” attached to this notice at the end.)

**3. Agenda:**

**Reports:**

- (1) Reports on business review, consolidated financial statements and report by the Accounting Auditor and the Audit & Supervisory Committee on the audit results of the consolidated financial statements for the 110th Fiscal Year (April 1, 2024, through March 31, 2025)
- (2) Report on non-consolidated financial statements for the 110th Fiscal Year (April 1, 2024, through March 31, 2025)

**Resolutions:**

Proposed Resolution	Election of Six (6) Directors (Excluding Directors Who are Audit and Supervisory Committee Members)
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**4. Matters decided in connection with this convocation:**

1. When exercising your voting rights in writing (by mail), if no indication of approval or disapproval is made for each agenda item on the returned Form for Exercising Voting Rights, it will be treated as approval.
2. If you exercise your voting rights both online and in writing (by mail), the last vote to arrive at the Company will be treated as valid. When both votes arrive on the same day, the vote cast online will be treated as valid.

Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk.

- Shareholders who require assistance in attending the meeting are kindly requested to contact us by telephone by 5:30 p.m. on Friday, June 13, 2025, for preparation purposes. Moriroku Co., Ltd. Administrative Division Tel: 03-3403-6102 (main number); Reception hours: 9:00 a.m. – 5:30 p.m. (excluding Saturdays, Sundays, and public holidays)

- If there are any revisions to the “items for which the measures for providing information in an electronic format are taken,” a notice stating to that effect shall be posted on the websites on page 1 along with the contents of the revision.

- Those shareholders who have requested the delivery of paper-based documents will also receive documents stating the “items for which the measures for providing information in an electronic format are taken,” which do not include the following in accordance with the law and Article 16 of the Company’s Articles of Incorporation.

- (1) Business Report: Current Situation of Corporate Group: Major Business Lines, Principal Offices and Factories, Employees, Major Lenders  
Business Report: Current Situation of the Company: Shares of the Company, Share Acquisition Rights, etc., Company Officers (Outline of Liability Limiting Contract, Outline of Indemnification Contract, etc., Outline of Directors and Officers Liability Insurance Policy, etc., Status of Outside Officers), Accounting Auditor, Framework to Ensure Proper Operation of Business and Its Operations
- (2) Consolidated Financial Statements: Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements
- (3) Non-consolidated Financial Statements: Non-consolidated Statement of Changes in Equity, Notes to Non-consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the documents are part of the materials audited to prepare the Accounting Audit Report by the Accounting Auditor and the Audit Report by the Audit and Supervisory Committee Members.

Please note that no souvenirs will be provided to shareholders attending the General Meeting of Shareholders.

We would appreciate your understanding.

## Reference Documents

Proposed resolutions and reference matters

### **Proposed Resolution    Election of Six (6) Directors (Excluding Directors Who are Audit and Supervisory Committee Members)**

Following the conclusion of this General Meeting of Shareholders, all six directors (with the exception of those who are members of the Audit & Supervisory Committee; the same shall apply hereinafter in this Proposal) will have reached the end of their terms of office. Therefore, we propose that six directors be elected.

The Audit & Supervisory Committee of the Company has determined that all candidates for directors are qualified for appointment.

The candidates for the positions of Director are as follows:

No.	Name	Current position and main areas of responsibility at the Company, etc.	Position	Attendance at the Board of Directors meetings
1	Naoki Kurose	Representative Director, President and CEO	Re-appointment	16/16
2	Koichi Kikuchi	Representative Director, Executive Vice President and CFO	Re-appointment	16/16
3	Koichiro Shibata	Outside Director	Re-appointment Outside Independent	19/19
4	Kenichi Hirai	Outside Director	Re-appointment Outside Independent	19/19
5	Ryo Otsuka	Outside Director	Re-appointment Outside Independent	19/19
6	Hitomi Yokote	Outside Director	Re-appointment Outside Independent	19/19

Re-appointment: a candidate for a re-appointed Director

Outside: a candidate for an Outside Director

Independent: an independent officer under the rules of Tokyo Stock Exchange, Inc.

No.		Brief career summary, position and main areas of responsibility at the Company	
1	Naoki Kurose (May 3, 1969)  Re-appointment  Number of the Company's shares owned 7,500 shares	April 1988	Joined the Company
		January 2015	Moriroku Technology North America EVP
		April 2018	Executive Officer of Moriroku Technology Co., Ltd. (now Moriroku Technology Overseas Holdings Co., Ltd.) Head of North America Operation
		June 2022	Executive Officer of the Company Corporate Planning and DX Promotion Supervisor Manager of Corporate Planning Division
		June 2023	Executive Managing Officer of the Company Corporate Planning, DX Promotion and Sustainability Supervisor Manager of Corporate Planning Department Director of Moriroku Technology Co., Ltd. (now Moriroku Technology Overseas Holdings Co., Ltd.) Director of Moriroku Chemicals Co., Ltd. (now Moriroku Chemicals Overseas Holdings Co., Ltd.)
		June 2024	Representative Director, President and CEO of the Company (current)
		Important concurrent duties	
		None	
Reason for nomination as a candidate for Director			
<p>Mr. Naoki Kurose has extensive experience working in the international marketplace and possesses a wide range of knowledge, primarily in the design and development of resin processing products. He is also involved in corporate planning and sustainability promotion at the Company. He has in-depth knowledge of the operations of our Group, both in Japan and abroad. As Representative Director, President and CEO of the Company, he has demonstrated strong leadership, leveraging his experience and knowledge to enhance the corporate value of our Group.</p> <p>Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, we have continued to elect him as a candidate for Director.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
2	Koichi Kikuchi (December 22, 1963)  Re-appointment  Number of the Company's shares owned 1,000 shares	April 1986	Joined The Mitsui Trust and Banking Company, Limited (current Sumitomo Mitsui Trust Bank, Limited)
		October 2000	Joined PricewaterhouseCoopers Financial Advisory Services Company, Ltd.
		June 2001	Joined IBM Japan, Ltd.
		October 2010	CFO and Controller of Systems & Technology Group of IBM Japan, Ltd.
		February 2012	Executive Officer of Calbee, Inc. General Manager of Finance & Accounting Group
		June 2019	Director of Calbee, Inc. Managing Executive Officer and CFO
		April 2023	Director of Calbee, Inc. Executive Vice President and CRO
		April 2024	Director of Calbee, Inc.
		April 2024	Joined the Company Executive Fellow
		June 2024	Director, Executive Vice President and CFO of the Company Director of Morioku Technology Co., Ltd. (now Morioku Technology Overseas Holdings Co., Ltd.) Director of Morioku Chemicals Co., Ltd. (now Morioku Chemicals Overseas Holdings Co., Ltd.)
		April 2025	Representative Director, Executive Vice President and CFO of the Company (current)
Important concurrent duties			
None			
Reason for nomination as a candidate for Director			
Mr. Koichi Kikuchi has extensive expertise in financial strategy, investor relations, and risk management, as well as substantial experience in corporate management and global business operations. As Representative Director, Executive Vice President, and CFO of the Company, he is currently focused on enhancing the corporate value of our Group through the application of his extensive expertise and strong leadership skills. Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, we have continued to elect him as a candidate for Director.			

No.		Brief career summary, position and main areas of responsibility at the Company	
3	Koichiro Shibata (April 17, 1961)  Re-appointment Outside Independent  Number of the Company's shares owned -	April 1993	Registered as Lawyer (Daini Tokyo Bar Association) Nagano Mayama Law Firm
		February 1998	Lawyer Shibata Koichiro Law Firm (current)
		June 2012	Member of the Discipline Committee, Daini Tokyo Bar Association
		October 2017	Outside Director of the Company (current)
		April 2018	Member of the Ethics Committee, Daini Tokyo Bar Association (current)
		June 2022	Outside Director of NAKABOHTEC CORROSION PROTECTING CO., LTD. (current)
		Important concurrent duties	
Lawyer of Lawyer Shibata Koichiro Law Firm Outside Director of NAKABOHTEC CORROSION PROTECTING CO., LTD.			
Reason for nomination as candidate for Outside Director and outline of expected roles			
<p>Mr. Koichiro Shibata has abundant experience and extensive knowledge as a lawyer. He is particularly well versed in the fields of legal affairs and risk management, and has led the Nominating and Compensation Advisory Committee as a chairman from an objective and professional standpoint. The Company expects that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, and thereby reinforce the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p> <p>He has not been directly involved in the management of a company. However, due to the reasons above, the Company believes that he can properly execute the duties of Outside Director.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
4	Kenichi Hirai (September 3, 1954)  Re-appointment Outside Independent  Number of the Company's shares owned 700 shares	April 1978	Joined Nissan Diesel Motor Co., Ltd. (current UD Trucks Corporation)
		January 2008	Vice President of Nissan Diesel Motor Co., Ltd. CFO of Volvo Powertrain Japan
		April 2012	Vice President of UD Trucks Corporation Volvo Group Trucks Operations Japan Controlling Coordination
		January 2016	Director of KH Neochem Co., Ltd. General Manager of Finance Division
		March 2018	Managing Director of KH Neochem Co., Ltd. General Manager of Finance Division
		June 2020	Outside Director of the Company (current)
		Important concurrent duties	
	None		
Reason for nomination as candidate for Outside Director and outline of expected roles			
<p>Mr. Kenichi Hirai has been involved in corporate management in the automotive and chemical industries and is well versed also in the industries of the Company. He has extensive knowledge and experience particularly in the fields of accounting and finance, and has provided appropriate advice and suggestions to the Nominating and Compensation Advisory Committee as a member from an objective and professional standpoint. Since 2024, Mr. Hirai has also served as independent lead Outside Director of the Company and has, in this capacity, collected and summarized opinions of the independent Outside Directors, engaged in coordination between the Board of Directors and the Audit &amp; Supervisory Committee, and provided recommendations on business operations.</p> <p>The Company expects that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, and thereby reinforce the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
5	Ryo Otsuka (November 14, 1964)  Re-appointment Outside Independent  Number of the Company's shares owned -	April 1990	Joined the Company
		March 1994	Joined OHTSUKA POLY-TECH CO., LTD.
		May 1995	Director of OHTSUKA POLY-TECH CO., LTD.
		June 2001	Managing Director of OHTSUKA POLY-TECH CO., LTD.
		July 2010	Director and Vice President of OHTSUKA POLY-TECH CO., LTD.
		September 2012	President of OHTSUKA POLY-TECH CO., LTD. (current)
		June 2020	Outside Director of the Company (current)
		Important concurrent duties	
		President of OHTSUKA POLY-TECH CO., LTD.	
Reason for nomination as candidate for Outside Director and outline of expected roles			
<p>Mr. Ryo Otsuka has been serving as Representative Director in a manufacturing company for many years and is also well versed in the industries of the Company.</p> <p>The Company expects that he will continue to supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in management in general, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
		April 1986	Consulate-General of Japan in Sydney
		April 2003	Section Manager of External Relations Department at Sony Corporation (now Sony Group Corporation)
		April 2007	Corporate Officer of Toys"R"Us-Japan, Ltd.
		March 2011	Executive Officer of Japan Association for the World Food Programme
		September 2013	General Manager of SMART INSIGHT, Corporation
	Hitomi Yokote (November 26, 1962)  Re-appointment Outside Independent  Number of the Company's shares owned -	July 2015	General Manager of Mark-i Inc.
		August 2018	ICU Service-Learning Center Coordinator and lecturer
		December 2020	Director of Centre for International Capacity Building (ICB) (current)
		February 2023	Councilor of Asian Rural Institute (current)
		June 2023	Outside Director of the Company (current)
6		July 2023	CEO of Second Harvest Japan (current)
		March 2024	Director of Alliance of Japan Foodbanks (current)
		Important concurrent duties	
		Director of Centre for International Capacity Building (ICB)	
		Councilor of Asian Rural Institute	
		CEO of Second Harvest Japan	
		Director of Alliance of Japan Foodbanks	
		Reason for nomination as candidate for Outside Director and outline of expected roles	
		<p>Ms. Hitomi Yokote has a wealth of international experience, including negotiations with foreign governments and organizations, as well as experience and insight into a wide range of fields, including management, serving as executive director of a non-profit organization, and human resource development. She has extensive knowledge and experience particularly in the fields of human resources development and diversity promotion. As a member of the Nominating and Compensation Advisory Committee, she has provided appropriate advice and suggestions, backed by her expertise and experience.</p> <p>The Company expects that she will continue to supervise the execution of the duties by Directors, etc. from an independent position, and thereby reinforce the function of the Company's Board of Directors. The Company therefore elected her as a candidate for Outside Director again.</p>	



- Notes: 1. There are no special conflicts of interest between each of the candidates and the Company.
2. Mr. Koichiro Shibata, Mr. Kenichi Hirai, Mr. Ryo Otsuka and Ms. Hitomi Yokote are candidates to become Outside Directors.
3. Mr. Koichiro Shibata, Mr. Kenichi Hirai, Mr. Ryo Otsuka, and Ms. Hitomi Yokote are currently Outside Directors of the Company. Upon the conclusion of this General Shareholders' Meeting, Mr. Koichiro Shibata will have served as an Outside Director of the Company for 7 years and 9 months, Mr. Kenichi Hirai will have served as an Outside Director of the Company for 5 years, Mr. Ryo Otsuka will have served as an Outside Director of the Company for 5 years, and Ms. Hitomi Yokote will have served as an Outside Director of the Company for 2 years.
4. The Company concluded with Mr. Koichiro Shibata, Mr. Kenichi Hirai, Mr. Ryo Otsuka, and Ms. Hitomi Yokote a contract for limitation of liability which specifies their liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided by the Act, according to the provision of Paragraph 1, Article 427 of the Act. The limitation of liability based on the contract shall be either one million (1,000,000) yen or the amount prescribed by laws and regulations, whichever is higher. If the appointment of those candidates is approved, the Company will continue the contract with them.
5. The Company has entered into a contract with Mr. Naoki Kurose, Mr. Koichi Kikuchi, Mr. Koichiro Shibata, Mr. Kenichi Hirai, Mr. Ryo Otsuka, and Ms. Hitomi Yokote to indemnify them for the expenses prescribed in Item (i), Paragraph 1, Article 430-2 of the Companies Act and for the loss prescribed in Item (ii) of the same paragraph within the scope stipulated by laws and regulations. If the appointment of those candidates is approved, the Company will continue the contract with them.
6. The Company has concluded with an insurance company a directors and officers liability insurance contract as provided in Paragraph 1, Article 430-3 of the Companies Act. The said insurance contract will compensate for any damages (legal damages and dispute costs) arising in the event a claim for compensation for damages is made in connection with the execution of operations by an insured person. If the appointment or reappointment of the candidates is approved, they will be the insured under the insurance contract. The Company also plans to renew the insurance contract with the same details at the time of next renewal.
7. The Company appointed Mr. Koichiro Shibata, Mr. Kenichi Hirai, Mr. Ryo Otsuka, and Ms. Hitomi Yokote as independent officers under the rules of Tokyo Stock Exchange, Inc., and filed a notice with it in this regard. If their appointment is approved, the Company will appoint them as independent officers again.
8. On April 1, 2025, Morioku Technology Co., Ltd. transitioned from an operating company to an intermediate holding company. As part of this transition, the company's trade name was changed to Morioku Technology Overseas Holdings Co., Ltd., and the trade name of Morioku Chemicals Co., Ltd. was changed to Morioku Chemicals Overseas Holdings Co., Ltd.

**<Reference: Policy for Appointing and Dismissing Executive Management Members and for Nominating Candidates for Directors>**

The Company appoints as its Directors persons who have high ethical values and respect for the law and have the knowledge, experience, expertise, etc. that are considered necessary for the Company's Board of Directors, in order for the Board of Directors to perform its functions of making decisions on the execution of important operations through full discussions and appropriately supervising and auditing the execution of operations. Directors are appointed by taking into account the balance and diversity across the Board of Directors based on the skill matrix.









As for Outside Directors, the Company appoints persons who have extensive experience in management and/or high expertise in finance, accounting, legal affairs and/or other extensive knowledge and experience. To ensure independence, the term of office for outside directors shall be approximately six years, and even if they are nominated for reappointment, the maximum term of office shall be nine years.

The appointment of the President involves repeated deliberations by the Nominating and Compensation Advisory Committee, the majority of whose members are independent Outside Directors. This clarifies the selection process, ensures the objectivity, timeliness, and transparency of the appointment, and helps the Company to select an appropriate person for the purpose of achieving the Company's management philosophy and management strategies, among other considerations.

If any of the following events occurs in respect of a Director or an Executive Officer, the Board of Directors will promptly deliberate dismissal of the Director or Executive Officer after receiving a report from the Nominating and Compensation Advisory Committee.









- If the Director or Executive Officer is found to have violated any law or regulation or the Company's Articles of Incorporation or the like, or to have otherwise committed any misconduct.
- If it becomes significantly difficult for the Director or Executive Officer to perform his/her duties.
- If there are objective and reasonable grounds for the Director's or Executive Officer's failure to sufficiently perform the roles required in his/her duties.

**Reference: Skill Matrix of (Proposed) Directors after Conclusion of This General Shareholders' Meeting**

Name	Position	Gender	Corporate management 	Legal affairs and risk management 	Finance and accounting 	Global experience 	Business strategy 	Knowledge in business and industry 	Human resources development and diversity 	Sustainability 
Naoki Kurose		Male	✓			✓	✓	✓		✓
Koichi Kikuchi		Male	✓		✓	✓	✓	✓		
Koichiro Shibata	Outside Independent	Male		✓						✓
Kenichi Hirai	Outside Independent	Male	✓		✓	✓	✓	✓		
Ryo Otsuka	Outside Independent	Male	✓			✓		✓		✓
Hitomi Yokote	Outside Independent	Female	✓			✓			✓	✓
Hideki Koike	Audit and Supervisory Committee Member	Male	✓	✓	✓					✓
Fujio Furukawa	Outside Independent Audit and Supervisory Committee Member	Male		✓	✓					
Chiaki Tsuji	Outside Independent Audit and Supervisory Committee Member	Female		✓		✓				✓

Notes: Following the conclusion of this General Meeting of Shareholders, Mr. Koichi Tada, Director (Audit and Supervisory Committee Member), will be resigning, and Mr. Hideki Koike, Substitute Director (Audit and Supervisory Committee Member), is expected to be appointed as Director (Audit and Supervisory Committee Member).

The table below shows the knowledge, experience, expertise, and other skills that are considered to be necessary for the Company's Board of Directors, and the reasons for selecting those skills.

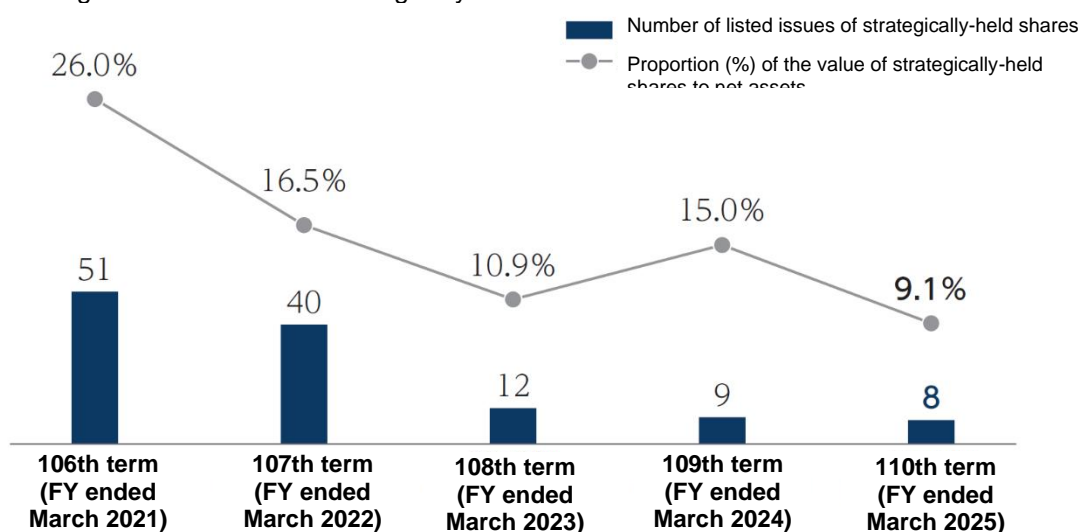
	<p>◀ <b>Corporate management</b> Extensive experience in corporate management is necessary to achieve management that balances contribution to both a sustainable society and business expansion.</p>		<p>◀ <b>Business strategy</b> Reliable knowledge and experience in the field of business strategy is necessary to create and continuously develop new growth fields and new businesses.</p>
	<p>◀ <b>Legal affairs and risk management</b> These skills form a basis for continuously increasing the corporate value of the Company. Reliable knowledge and experience in the field of risk management is necessary to improve the effectiveness of the Board of Directors' supervision of the Company's management.</p>		<p>◀ <b>Knowledge in business and industry</b> Extensive, reliable knowledge in the Group's businesses and industries is necessary to perform the Board of Directors' function of supervising the Group that engages in manufacturing and trading.</p>
	<p>◀ <b>Finance and accounting</b> Reliable knowledge and experience in the field of finance and accounting is necessary to improve the efficiency (safety, efficiency, and growth potential) of management resources.</p>		<p>◀ <b>Human resources development and diversity</b> Reliable knowledge and experience in the field of human resource development, including diversity promotion, is necessary to develop human resources and ensures the diversity of the Company's organization.</p>
	<p>◀ <b>Global experience</b> Overseas business experience and/or practical experience in global companies is necessary to supervise the growth strategy and management of an international business.</p>		<p>◀ <b>Sustainability</b> Reliable knowledge and experience in the field of sustainability is necessary to promote the Company's contribution to a sustainable society.</p>

### <Reference: Strategically Held Shares>

The Company holds strategically-held shares only if doing so is considered reasonable and otherwise justified after considering factors including: the maintenance and enhancement of business relationships; continued growth and increase in the Company's medium- and long-term corporate value; and the risk involved in holding these shares. The Board of Directors periodically reviews the Company's holding of strategically-held shares and appropriately makes revisions, including selling these shares.

According to the results of the verification process, the Company divested two of its stock brands during the fiscal year under review. One of these brands was divested in its entirety, while the other was divested partially. The total revenue from these transactions amounted to 3,478 million yen. As a result, as of March 31, 2025, the total value of cross-shareholdings stood at 4,934 million yen across eight brands, accounting for 9.1% of net assets.

#### ● Changes in the number of strategically-held shares



The Company will continue to reduce its cross-shareholdings with the aim of enhancing the quality of corporate governance and capital efficiency, and realizing an increase in corporate value. The proceeds from the sale will be allocated to shareholder returns, such as by acquiring treasury shares.