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Securities Code: 5074

Date of sending by postal mail: September 11, 2025

Start date of measures for electronic provision: September 4, 2025

To our shareholders:

Kazuki Yamamoto, Representative
Director and President
TESS Holdings Co., Ltd.
6-1-1 Nishinakajima, Yodogawa-ku,
Osaka-shi, Osaka

Notice of the 16th Annual General Meeting of Shareholders

We are pleased to announce the 16th Annual General Meeting of Shareholders of TESS Holdings Co., 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 for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information on each of the websites indicated below. Please access one of those websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.tess-hd.co.jp/ir/stock/meeting.html> (in Japanese)

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

<https://d.sokai.jp/5074/teiji/> (in Japanese)

Tokyo Stock Exchange’s website (Listed Company Search):

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

(Please access the TSE website by using the internet address shown above, enter “TESS Holdings” in “Issue name (company name)” or the Company’s securities code “5074” 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 in person, you may exercise your voting rights via the internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, September 25, 2025 (JST).

[Exercise of voting rights via the internet, etc.]

1 Exercise of voting rights via the internet, etc.

Please access the website for the exercise of voting rights designated by the Company and input whether you vote for or against the proposals in accordance with the on-screen instructions by 5:30 p.m. on Thursday, September 25, 2025 (JST), the end of the business hours immediately preceding the date of this general meeting of shareholders.

2 Electronic Voting Platform

If nominee shareholders such as trust and custody services banks (including standing proxies) who have made prior application to use the Electronic Voting Platform that is operated by ICJ Inc., which was established by Tokyo Stock Exchange, Inc. and others, those shareholders can use this platform, in addition to the exercise of voting rights via the internet, etc. described in 1 above, as means of exercising voting rights by electromagnetic means at General Meeting of Shareholders of the Company.

Please refer to the “Exercise of Voting Rights via the internet, etc.” on page 5 of the Japanese version of the notice (in Japanese only) when exercising your voting rights via the internet, etc.

[Exercise of voting rights in writing (via postal mail)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by postal mail to reach us by 5:30 p.m. on Thursday, September 25, 2025 (JST), the end of the business hours immediately preceding the date of this general meeting of shareholders.

Please refer to the “Exercise of Voting Rights” on page 4 of the Japanese version of the notice (in Japanese only) when exercising your voting rights.

- 1. Date and Time:** Friday, September 26, 2025, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
- 2. Venue:** Banquet Hall “Zuicho,” 6F
Hotel Hankyu International
19-19 Chayamachi, Kita-ku, Osaka-shi, Osaka
- 3. Purpose of the Meeting:**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 16th Fiscal Year (from July 1, 2024 to June 30, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee.
2. Non-consolidated Financial Statements for the 16th Fiscal Year (from July 1, 2024 to June 30, 2025)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Five Directors Who Are Audit and Supervisory Committee Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If revisions to the items subject to measures for electronic provision are required, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.

- The Company will deliver paper-based documents stating items subject to measures for electronic provision as well to shareholders who requested the delivery of paper-based documents. However, in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation, the following items are not included in such documents attached.
 - (i) "System to Ensure the Properness of Operations and Operational Status of the System" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements contained in such paper-based documents are part of the documents included in the scope of audits by the Accounting Auditor when preparing an accounting audit report and by the Audit and Supervisory Committee when preparing an audit report.

- Please note that we will not give out souvenirs to shareholders who attend the meeting.

[Information] Invitation to a shareholder gathering

We will hold a shareholder gathering after the conclusion of this general meeting of shareholders. If you have the time, we invite you to stay and participate in this gathering.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of the management top priorities. Based on its basic dividend policy of maintaining stable dividends to shareholders, the Company proposes the following year-end dividends for the 16th Fiscal Year taking into consideration its future business development and other factors.

<Year-end dividends>

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥5.12 per common share of the Company.

In this event, the total dividends will be ¥361,041,787.

3. Effective date of dividends of surplus

The effective date of dividends will be September 29, 2025.

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

To strengthen supervisory functions and corporate governance by increasing the number of External Directors who are Audit and Supervisory Committee Members, the number of Directors who are Audit and Supervisory Committee Members as stipulated in Article 19 (Number of Directors) of the current Articles of Incorporation is proposed to be changed from not more than four to not more than five.

2. Details of the Amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 19 (Number of Directors) The Company shall have not more than seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members). 2 The Company shall have not more than <u>four (4)</u> Directors who are Audit and Supervisory Committee Members (hereinafter “Audit and Supervisory Committee Members”).	Article 19 (Number of Directors) The Company shall have not more than seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members). 2 The Company shall have not more than <u>five (5)</u> Directors who are Audit and Supervisory Committee Members (hereinafter “Audit and Supervisory Committee Members”).

Proposal No. 3: Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. Accordingly, the Company proposes the election of four Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hideo Ishiwaki (March 21, 1948)	<p>Sept. 2004 Joined TESS Engineering Co., Ltd.</p> <p>Feb. 2008 Executive Officer, General Manager of Tokyo Branch Office, and General Manager of Corporate Planning Office</p> <p>July 2008 Managing Director, and General Manager of Tokyo Branch Office</p> <p>July 2009 Representative Director and President</p> <p>July 2009 Director of TESS Techno Service Co., Ltd. (currently the Company)</p> <p>Aug. 2012 Representative Director and President of the Company</p> <p>Oct. 2012 Representative Director and President of KYORITSU ENGINEERING CO., LTD.</p> <p>July 2017 Representative Director and Chairman of TESS Engineering Co., Ltd.</p> <p>Sept. 2017 Director of KYORITSU ENGINEERING CO., LTD.</p> <p>Apr. 2018 Representative Director, President and Chairman of the Company</p> <p>Sept. 2022 Director and Chairman, Chairperson of the Board of Directors (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>None</p>	4,800,100
<p>[Reasons for nomination]</p> <p>The Company has nominated Hideo Ishiwaki as a candidate for Director because he has engaged mainly in corporate management, overall sales and corporate planning, and has abundant business experience and knowledge. He fulfilled his duties appropriately utilizing his experience and insight about corporate management by proactively pursuing the business strategies of the Company group (the “Group”) since assuming office as Managing Director of TESS Engineering Co., Ltd. in July 2008, Representative Director and President of the said company and Director of the Company in July 2009, Representative Director and President of the Company in August 2012, and Representative Director, President and Chairman of the Company in April 2018. Since September 2022 he has been serving as Director and Chairman, Chairperson of the Board of Directors of the Company to contribute to the improvement of governance of the Group. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kazuki Yamamoto (October 30, 1970)	<p>Apr. 1993 Joined TESS Engineering Co., Ltd.</p> <p>July 2009 Director, General Manager of Tokyo Branch Office, and General Manager of Eastern Japan Sales Division</p> <p>Apr. 2010 Director, General Manager of Tokyo Branch Office, and General Manager of Sales Division</p> <p>Aug. 2012 Director of TESS Techno Service Co., Ltd. (currently the Company)</p> <p>Jan. 2013 Representative Director of Energy and Partners Co., Ltd.</p> <p>July 2014 Director and General Manager of Corporate Planning Office of TESS Engineering Co., Ltd.</p> <p>July 2017 Director and General Manager of Planning Division</p> <p>Apr. 2018 Executive Managing Director and General Manager of the Administration Department of the Company</p> <p>Sept. 2022 Representative Director and President (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>None</p>	1,555,300
<p>[Reasons for nomination]</p> <p>The Company has nominated Kazuki Yamamoto as a candidate for Director because he has engaged mainly in overall sales and corporate planning, and has abundant business experience and knowledge. He has fulfilled his duties appropriately utilizing his abundant experience and insight about corporate management by engaging in corporate management since assuming office as Director of TESS Engineering Co., Ltd. in July 2009 and as Director of the Company in August 2012, supervising the entire back office division of the Company as Executive Managing Director and General Manager of the Administration Department of the Company in April 2018, and proactively pursuing the business strategies of the Group as Representative Director and President of the Company since September 2022. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Toshihiro Takasaki (April 12, 1971)	<p>Apr. 1995 Joined TESS Engineering Co., Ltd.</p> <p>July 2014 Executive Officer, General Manager of Tokyo Branch Office, and General Manager of Sales Division</p> <p>July 2017 Director, General Manager of Tokyo Branch Office, and General Manager of Sales Division</p> <p>July 2017 Representative Director and President (current position)</p> <p>Apr. 2018 Director of the Company</p> <p>Sept. 2022 Executive Managing Director (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of TESS Engineering Co., Ltd.</p>	1,023,000
<p>[Reasons for nomination] The Company has nominated Toshihiro Takasaki as a candidate for Director because he has engaged mainly in corporate management and overall sales, and has abundant business experience and knowledge. He also has appropriately supervised and managed the Group's business division as Representative Director and President of TESS Engineering Co., Ltd. since July 2017 and appropriately fulfilled his duties in corporate management as Director of the Company since April 2018 and as Executive Managing Director of the Company since September 2022. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Mayumi Yoshida (Name in family register: Mayumi Toyota) (October 9, 1971)	<p>Sept. 1994 Joined NIPPON TRAVEL AGENCY PACIFIC INC.</p> <p>July 1997 Joined ChuoAoyama Audit Corporation (Translation Professional of International Division)</p> <p>Apr. 2001 Environmental Audit Department of Business Development Division</p> <p>Sept. 2003 Seconded to ChuoAoyama Sustainability Certification Co., Ltd. while retaining the status of a member of ChuoAoyama Audit Corporation</p> <p>Mar. 2006 Director</p> <p>July 2007 Joined PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Japan LLC)</p> <p> Seconded to PricewaterhouseCoopers Aarata Sustainability Certification Co., Ltd. while retaining the status of a member of PricewaterhouseCoopers Aarata</p> <p>Apr. 2008 Joined Japan Smart Energy Corporation (currently Japan Smart Energy Certification Corporation)</p> <p>May 2009 Representative Director</p> <p>June 2014 Director of Smart Energy Co., Ltd.</p> <p>May 2022 Joined the Company Executive Officer In-charge of ESG and Women's Empowerment</p> <p>Sept. 2022 Director, In-charge of ESG and Women's Empowerment</p> <p>Jan. 2024 Director, In-charge of ESG and Women's Empowerment, General Manager of the Human Capital Strategy Division (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	—
<p>[Reasons for nomination] The Company has nominated Mayumi Yoshida as a candidate for Director because she has been engaged mainly in corporate management, certification and consulting on sustainability for corporations, and duties related to GHG emissions trading, and she has abundant business experience and advanced expertise. She has provided appropriate and beneficial advice and proposals for the Company's management as an Executive Officer of the Company since May 2022. She has appropriately fulfilled her duties as Director, In-charge of ESG and Women's Empowerment of the Company since September 2022 and as General Manager of the Human Capital Strategy Division since January 2024 to aggressively implement initiatives related to the Group's sustainability from an ESG perspective and measures for active participation of women. Therefore, the Company has judged that she is appropriate for Director of the Company and nominated her as a candidate for Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured, including a Director of the Company, receives a claim for damages, a criminal prosecution, or other litigations lodged against due to errors, breach of duty, or other reasons. If each candidate is elected and assumes the office as Director, he/she will continue to be an insured in the policy.

Proposal No. 4: Election of Five Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. In that regard, subject to the approval and adoption of Proposal No. 2: Partial Amendments to the Articles of Incorporation as originally proposed, the Company proposes the election of five Directors who are Audit and Supervisory Committee Members, increasing the number of Directors who are Audit and Supervisory Committee Members by one to strengthen and enhance the supervision system.

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 (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hiroyuki Okura (April 29, 1960)	<p>Apr. 1984 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Apr. 1989 Section Chief of Research and Information Division, Construction Economy Bureau of the Ministry of Construction (currently the Ministry of Land, Infrastructure, Transport, and Tourism) (seconded)</p> <p>May 1991 Assistant General Manager of Tokyo Sales Headquarters No. 2 Department of The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Aug. 1993 Assistant General Manager of Capital Markets Department</p> <p>Apr. 1994 Senior Manager of Corporate Strategy Development Office, Branch Office Department</p> <p>Oct. 1997 Head of Customers Section, Jingumae Branch</p> <p>Apr. 1998 Assistant General Manager of Sanwa Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) (seconded)</p> <p>Apr. 1999 Assistant General Manager of Business Succession Team, Corporate Business Department of The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>June 2011 Resigned from The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>July 2011 Joined Tax Accounting Service KTS</p> <p>Mar. 2015 Resigned from the said company</p> <p>May 2015 Representative Director of Sun Business Support Co., Ltd. (current position)</p> <p>Sept. 2017 Corporate Auditor of TOBI Co.,Ltd. (current position)</p> <p>Apr. 2018 Director who is an Audit and Supervisory Committee Member of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director of Sun Business Support Co., Ltd.</p> <p>Corporate Auditor of TOBI Co.,Ltd.</p>	—
<p>[Reasons for nomination and overview of expected role]</p> <p>The Company has nominated Hiroyuki Okura as a candidate for External Director who is an Audit and Supervisory Committee Member because he has engaged mainly in finance and capital policy operations, and has abundant business experience and knowledge. He has appropriately conducted audit and supervision of the Company utilizing his experience and knowledge since assuming office as Director who is an Audit and Supervisory Committee Member in April 2018. Therefore, the Company has nominated him as a candidate for External Director who is an Audit and Supervisory Committee Member of the Company. If he is elected, he will be involved in the selection of candidates for the Company's officers, the determination of officers' remuneration and others as a member of the Nomination and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Masaki Inoue (October 21, 1962)	<p>Apr. 1985 Joined OKAYA & CO., LTD.</p> <p>Mar. 2006 Head of Life & Industry Department, Osaka Office</p> <p>Mar. 2009 Head of Piping Components & Construction Division</p> <p>Feb. 2013 Resigned from the said company</p> <p>Mar. 2013 Head of President Office of Sakura Seisakusho Ltd.</p> <p>Apr. 2013 Representative Director and President of EPP Co., Ltd. (current position)</p> <p>June 2013 Representative Director and President of Sakura Seisakusho Ltd. (current position)</p> <p>Nov. 2014 Representative Director and President of Sakura Energy Co., Ltd. (current position)</p> <p>Apr. 2018 Director who is an Audit and Supervisory Committee Member of the Company (current position)</p> <p>Feb. 2019 Representative Director and President of Sakura Holdings Co., Ltd. (current position)</p> <p>July 2019 Representative Director and President of Sakura Facility Management Co., Ltd. (current position)</p> <p>Oct. 2021 Representative Director and President of Koyosangyo Co., Ltd.</p> <p>Apr. 2022 Executive Manager of Sakura LLC (current position)</p> <p>Dec. 2024 Representative Director and Chair of Takeda Works Corporation (current position)</p> <p>May 2025 Representative Director and Chair of Koyosangyo Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of Sakura Seisakusho Ltd.</p> <p>Representative Director and President of Sakura Energy Co., Ltd.</p> <p>Representative Director and Chair of Koyosangyo Co., Ltd.</p> <p>Representative Director and Chair of Takeda Works Corporation</p>	—
<p>[Reasons for nomination and overview of expected role]</p> <p>The Company has nominated Masaki Inoue as a candidate for External Director who is an Audit and Supervisory Committee Member because he has engaged mainly in trade and corporate planning operations, and has abundant business experience and knowledge as well as experience as representative director and president of a machinery equipment manufacturer. He has appropriately conducted audit and supervision of the Company utilizing his experience and knowledge since assuming office as Director who is an Audit and Supervisory Committee Member in April 2018. Therefore, the Company has nominated him as a candidate for External Director who is an Audit and Supervisory Committee Member of the Company. If he is elected, he will be involved in the selection of candidates for the Company's officers, the determination of officers' remuneration and others as a member of the Nomination and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	* Toru Aoki (July 11, 1961)	<p>Apr. 1984 Joined Asahi Chemical Industry Co., Ltd.</p> <p>Mar. 1990 Joined Japan LCA</p> <p>July 1992 Joined Sanwa Research Institute Corp. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Apr. 2002 General Manager of Management Strategy Department No. 1 of UFJ Institute, Ltd. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Apr. 2006 General Manager of Management Strategy Department of Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>June 2014 Corporate Officer, Deputy Head of the Osaka Unit, Consulting & International Business Division, and General Manager of Personnel Strategy Department</p> <p>Mar. 2016 Retired from the said company</p> <p>Apr. 2016 Representative of Caliber Management AOKI, and Chief Advisor of Consulate HYAKUNEN (current position)</p> <p>June 2017 Outside Director and Audit & Supervisory Committee Member of Techno Smart Corp. (current position)</p> <p>(Significant concurrent positions outside the Company) Representative of Caliber Management AOKI and Chief Advisor of Consulate HYAKUNEN Outside Director and Audit & Supervisory Committee Member of Techno Smart Corp.</p>	—
<p>[Reasons for nomination and overview of expected role]</p> <p>Toru Aoki has accumulated his abundant experience in the consulting business, including personnel strategies, human resource development, and management strategies, in consulting companies. He also has gained extensive insight through many years of service as an Audit and Supervisory Committee Member at an operating company. Therefore, the Company has judged that he is capable of utilizing his experience, knowledge, and other skills for the auditing and supervision of the Company and nominated him as a candidate for External Director who is an Audit and Supervisory Committee Member. If he is elected, the Company plans for him to be involved in the determination of the selection of candidates, remuneration, etc. for officers of the Company as a member of the Nomination and Remuneration Advisory Committee from an objective and neutral standpoint. Although he has never been involved in corporate management other than by serving as External Director, for the above reasons, the Company believes he will properly execute his duties as External Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	* Osamu Nakatsubo (February 17, 1965)	<p>Apr. 1988 Joined Sumitomo Heavy Industries, Ltd.</p> <p>Oct. 1993 Joined Showa Ota & Co (currently Ernst & Young ShinNihon LLC)</p> <p>Oct. 2000 Joined ChuoAoyama Audit Corporation (dissolved after changing its corporate name to Misuzu Audit Corporation)</p> <p>Mar. 2002 Registered as certified public accountant</p> <p>Mar. 2002 Seconded to ChuoAoyama Sustainability Certification Co. Ltd.</p> <p>Sept. 2005 Joined Environmental Policy Bureau of Ministry of the Environment</p> <p>Sept. 2007 Joined PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Japan LLC)</p> <p> Seconded to PricewaterhouseCoopers Aarata Sustainability Certification Co., Ltd.</p> <p> Member of Sustainability Disclosure Technical Committee, Management Advisory Service and Research Committee of Japanese Institute of Certified Public Accountants</p> <p>July 2012 Joined Gokeikai Ofuna Chuo Hospital</p> <p>Aug. 2013 Joined Ropping Life Co., Ltd.</p> <p>Jan. 2020 Joined AIZAWA SECURITIES CO., LTD.</p> <p>Feb. 2025 Retired from the said company</p> <p>July 2025 Established Nakatsubo Osamu CPA Office (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Director of Nakatsubo Osamu CPA Office</p>	—
<p>[Reasons for nomination and overview of expected role]</p> <p>Osamu Nakatsubo has accumulated his abundant experience as a certified public accountant by engaging in financial auditing, assurance services for CSR reports, environmental consulting, environmental administration, and other business at audit firms, operating companies, and the Ministry of the Environment. He also has gained extensive insight through his experience in underwriting examination operations at a securities company. Therefore, the Company has judged that he is capable of utilizing his experience, knowledge, and other skills for the auditing and supervision of the Company and nominated him as a candidate for External Director who is an Audit and Supervisory Committee Member. Although he has never been involved in corporate management other than by serving as External Director, for the above reasons, the Company believes he will properly execute his duties as External Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	* Michio Shigemori (July 4, 1964)	Apr. 1985 Joined Bank of America N.A. Tokyo Branch Jan. 2001 Joined Daiwa SB Investments Ltd. (currently Sumitomo Mitsui DS Asset Management Company, Limited) July 2002 Joined Engelhard Metals Japan, Ltd. (currently BASF Metals Japan Ltd.) Aug. 2011 Joined Bank of America N.A. Tokyo Branch Sept. 2015 Joined Exchange Corporation K.K. (currently Paidy Inc.) July 2017 Joined LeapMind, Inc. June 2018 Director and CFO of Jolly Good Inc. June 2022 Board Director and CFO of SOCIUM Inc. (current position) Feb. 2024 Outside Director of Glocalist Co., Ltd. (Significant concurrent positions outside the Company) Board Director and CFO of SOCIUM Inc.	—
[Reasons for nomination and overview of expected role] Michio Shigemori has accumulated her abundant experience by engaging in financial and tax affairs management, internal audit operations, and other duties at financial institutions. She also has extensive insight through her experience in financing, developing internal control systems, investor relations, and other tasks in the startup industry. Therefore, the Company has judged that she is capable of utilizing her experience, knowledge, and other skills for the auditing and supervision of the Company and nominated her as a candidate for External Director who is an Audit and Supervisory Committee Member.			

- Notes:
1. New candidates are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. All of the candidates are those for External Directors.
 4. Hiroyuki Okura and Masaki Inoue are currently External Directors who are Audit and Supervisory Committee Members, and at the conclusion of this meeting, their tenure will have been seven years and six months.
 5. The Company has entered into agreements with Hiroyuki Okura and Masaki Inoue to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the said Act and the Company's Articles of Incorporation. The defined maximum amount of liability for damages under these agreements is the minimum liability amount provided for under Article 425, paragraph (1) of the said Act. If the reelection of both candidates is approved, the Company plans to continue these agreements with them.

If the election of Toru Aoki, Osamu Nakatsubo, and Michio Shigemori is approved, the Company plans to enter into the same limited liability 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. The policy covers losses incurred in cases where an insured, including a Director of the Company, receives a claim for damages, a criminal prosecution, or other litigations lodged against due to errors, breach of duty, or other reasons. If each candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, he/she will be an insured in the policy.
 7. The Company has submitted notification to the Tokyo Stock Exchange that Hiroyuki Okura and Masaki Inoue have been designated as independent officers as provided for by the aforementioned exchange. Furthermore, Toru Aoki, Osamu Nakatsubo, and Michio Shigemori satisfy the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning their designation as an independent officer.

(Reference)

Expertise and experience of Directors of the Company including the candidates for Director, which will be submitted for Proposals No. 3 and No. 4 (skills matrix)

Name	Gender	New election	External/ independent officer	Current position in the Company	Tenure
Hideo Ishiwaki	Male			Director and Chairman Chairperson of the Board of Directors	16 years and 3 months
Kazuki Yamamoto	Male			Representative Director and President	13 years and 1 month
Toshihiro Takasaki	Male			Executive Managing Director	7 years and 6 months
Mayumi Yoshida	Female			Director	3 years
HiroYuki Okura	Male		External Independent	Director who is an Audit and Supervisory Committee Member	7 years and 6 months
Masaki Inoue	Male		External Independent	Director who is an Audit and Supervisory Committee Member	7 years and 6 months
Toru Aoki	Male	New election	External Independent	—	—
Osamu Nakatsubo	Male	New election	External Independent	—	—
Michio Shigemori	Female	New election	External Independent	—	—

Name	Expertise and experience						
	Corporate management	Industry knowledge / experience	Global	Finance / accounting	Legal affairs / risk management	Human resource development / diversity	ESG
Hideo Ishiwaki	●	●	●			●	●
Kazuki Yamamoto	●	●		●	●	●	
Toshihiro Takasaki	●	●	●				
Mayumi Yoshida	●	●	●			●	●
HiroYuki Okura	●			●			
Masaki Inoue	●	●	●		●	●	
Toru Aoki	●			●		●	
Osamu Nakatsubo				●	●		●
Michio Shigemori	●		●	●			