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May 21, 2025

Dear Sirs and Madams

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Representative: Yuichi Shino

**CEO** 

(Code No. 5821, Prime Market of the

Tokyo Stock Exchange)

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## Notice Concerning Introduction of Restricted Stock Remuneration System

At the Board of Directors meeting held today, the Company reviewed its executive compensation system and resolved to introduce a restricted stock compensation system (hereinafter referred to as the "System"). Accordingly, the Company has decided to submit a proposal regarding the System to the 84th Ordinary General Meeting of Shareholders (hereinafter referred to as the "General Meeting of Shareholders") to be held on June 27, 2025. The Company hereby announces the details as follows.

## 1. Purpose of the Introduction of the System

The System is aimed at the Company's directors (excluding outside directors, hereinafter referred to as "Eligible Directors"), and aims to provide incentives for the sustainable improvement of the Company's corporate value and to promote further value sharing with shareholders.

In order to introduce the System, Eligible Directors will be paid ① common stock of the Company or ② monetary claims to acquire common stock of the Company, so the condition for the payment of such compensation at this General Meeting of Shareholders is that the shareholders' approval be obtained for the payment of such compensation at this General Meeting of Shareholders. At the 65th Ordinary General Meeting of Shareholders held on June 29, 2006, the amount of compensation for the Company's

directors was approved to be within 240 million yen per year (excluding the employee salaries of directors who also serve as employees). At this General Meeting of Shareholders, however, we plan to ask shareholders for their approval to newly introduce the System and set a compensation limit for Eligible Directors related to the System in a separate frame from the above compensation limit.

## 2. Overview of the System

The remuneration to be paid to the Eligible Directors under this System shall be either ① common stock of the Company or ② monetary claims as in-kind contributions to acquire the Company's common stock, and the Eligible Directors shall be issued or disposed of the Company's common stock based on the resolution of the Company's Board of Directors. The total amount of the Company's common stock or monetary claims to be paid to the Eligible Directors under this System shall be within 72 million yen per year (however, this does not include the employee salaries of Directors who also serve as employees), and the total number of common stocks to be newly issued or disposed of by the Company shall be within 24,000 shares per year (however, in the event of a stock split (including a free allotment of the Company's common stock) or a stock consolidation of the Company's common stock with an effective date on or after the date of the resolution of this General Meeting of Shareholders, the total number shall be adjusted as necessary within a reasonable range according to the split ratio, consolidation ratio, etc. after the effective date.)

If the Eligible Directors are paid common stock of the Company without paying monetary claims as remuneration paid under the System, the common stock will be issued or disposed of as remuneration for the Eligible Directors, and no payment of monetary claims as in-kind assets in exchange for the common stock will be required. However, the amount of the common stock of the Company to be paid to the Eligible Directors will be calculated as the amount per common stock of the Company to be issued or disposed of based on the closing price of the common stock of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution regarding the issuance or disposal of the common stock of the Company (if no transaction is concluded on that day, the closing price of the most recent transaction preceding that day).

On the other hand, if the Eligible Directors are paid monetary claims as in-kind contributions to acquire the Company's common stock as compensation paid under the System, the Eligible Directors shall pay in all of the monetary claims paid under the System as in-kind contributions and receive the issuance or disposal of the Company's common

stock based on the resolution of the Company's Board of Directors. In this case, the payment amount per share shall be determined by the Board of Directors within the scope of an amount that is not particularly advantageous to the Eligible Directors who subscribe to the common stock based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution (if no transaction is made on that day, the closing price of the most recent transaction preceding that date).

The specific timing of payment and allocation to each Eligible Director shall be determined by the Board of Directors, taking into consideration the duties of the Directors, the performance of each fiscal year, the degree of contribution, etc. Furthermore, the issuance or disposal of the Company's common stock (hereinafter referred to as the "Shares") under this System and the payment of monetary claims as the in-kind contributions will be subject to the condition that a restricted stock allocation agreement, including the following provisions, will be concluded between the Company and the Eligible Directors: 1) prohibition of the transfer of the Shares to third parties, the creation of security interests, or any other disposal of the Shares for a certain period (hereinafter referred to as the "Transfer Restriction Period"), and 2) the Company will acquire the Shares free of charge if certain events occur. The Shares will be managed in a dedicated account opened by the Eligible Directors at Nomura Securities Co., Ltd. during the Transfer Restriction Period.

In addition, subject to the approval of the proposal regarding this System at this General Meeting of Shareholders, we plan to introduce the same restricted stock compensation as this System for directors of our subsidiaries, executive officers who do not serve concurrently as directors of the Company, and employees.