

[Translation for Reference Purposes Only]

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Securities code: 6058

(Mailing Date) May 12, 2025

(Electronic Provision Measures Commencement Date) May 7, 2025

To Our Shareholders

Keiji Nishie, Chairman and Representative Director
VECTOR INC.

4-15-1 Akasaka, Minato-ku, Tokyo 107-0052, Japan

Notice of Convocation of the 33rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 33rd Ordinary General Meeting of Shareholders of VECTOR INC. (the “Company”) to be held as described below.

In convening this meeting, the Company takes measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders (the items subject to electronic provision measures) in electronic format and posts the information on the following websites. Please access one of these websites to review the information.

In lieu of attending the meeting in person, you may exercise your voting rights in writing (postal mail) or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m., Wednesday, May 28, 2025 (Japan Standard Time).

1. Date and time of the meeting: Thursday, May 29, 2025 at 10:00 a.m. (Japan Standard Time)

2. Place of the meeting: The Company’s studio, 18F Akasaka Garden City, 4-15-1 Akasaka, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Reports on the business, the consolidated financial statements, and the results of the audit of consolidated financial statements by the accounting auditor and the Board of Auditors for the 33rd business term (March 1, 2024 to February 28, 2025)
2. Report on the non-consolidated financial statements for the 33rd business term (March 1, 2024 to February 28, 2025)

Matters to be resolved:

Proposal No. 1: Appropriation of retained earnings

Proposal No. 2: Partial change to Articles of Incorporation

Proposal No. 3: Election of six (6) directors (excluding those who are Audit and Supervisory Committee members)

Proposal No. 4: Election of three (3) directors who are Audit and Supervisory Committee members

Proposal No. 5: Election of one (1) director who is a substitute Audit and Supervisory Committee member

Proposal No. 6: Setting of compensation for directors (excluding those who are Audit and Supervisory Committee members)

Proposal No. 7: Setting of compensation for directors who are Audit and Supervisory Committee members

Proposal No. 8: Establishment of limits for granting restricted stock compensation to directors (excluding those who are Audit and Supervisory Committee members and external directors)

- If you will be attending in person, please bring the shareholder voting form to the venue and turn it in.

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- For this General Meeting of Shareholders, regardless of whether a written request has been made, a paper document stating the matters subject to measures for electronic provision will be sent to all shareholders uniformly. However, the following matters subject to measures for electronic provision will not be stated in the paper document in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation.
 - Financial position and results of operations for the three most recent fiscal years
 - Principal business activities
 - Principal business locations
 - Status of employees
 - Other significant matters concerning the current status of the corporate group
 - Status of shares
 - Overview of the limited liability contract
 - Matters concerning the directors and officers liability insurance
 - Matters concerning external officers
 - Status of the accounting auditor
 - Status of stock acquisition rights
 - Systems for ensuring appropriateness of operations and their operational status
 - Basic policy on control of the Company
 - Statement of changes in consolidated equity/Notes to the consolidated financial statements
 - Balance sheet
 - Statement of income
 - Statement of changes in non-consolidated equity/Notes to the non-consolidated financial statements
 - Accounting auditor's report on the consolidated financial statements
 - Accounting auditor's report on the non-consolidated financial statements

Accordingly, the business report, consolidated financial statements and non-consolidated financial statements provided in the document are among the documents that were audited by the accounting auditor in preparing the accounting auditor's report and the auditor in preparing the auditor's report.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of retained earnings

Year-end dividend

With regard to the year-end dividend, the following appropriation of retained earnings is proposed, with consideration given to the business results of the fiscal year under review, future business development, the Company's financial situation, and other factors.

1. Category of dividend assets

Cash

2. Matters relating to the allocation of dividend assets and the total amount of such allocation

Dividend per share of the Company's common stock: 32 yen

Total amount of dividends: 1,500,942,048 yen

3. Date on which the dividends of surplus will take effect

May 30, 2025

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Proposal No. 2: Partial change to Articles of Incorporation

1. Reasons for Proposal

(1) Transition to a company with an Audit and Supervisory Committee

To further strengthen its corporate governance, the Company plans to transition to a company with an Audit and Supervisory Committee. In line with this transition, the Company will establish new provisions concerning Audit and Supervisory Committee members and the Audit and Supervisory Committee, which are required for the transition, while deleting provisions related to corporate auditors and the Board of Corporate Auditors. The Company also plans to introduce provisions on the delegation of decision-making authority for business execution and other related changes. Although Article 39 of the current Articles of Incorporation sets forth provisions on the limitation of liability for corporate auditors, VECTOR will establish a new transitional clause in the supplementary provisions to clarify that such limitation of liability will continue to apply to acts performed by corporate auditors prior to the deletion of the provision.

(2) Other

These changes will also involve revisions and deletions of wording, the addition of new articles, and renumbering of existing provisions.

2. Description of Changes

The changes are as follows: The proposed amendments to the Articles of Incorporation will take effect upon the conclusion of the General Meeting of Shareholders.

(Changes are underlined.)

Current Articles of Incorporation	Proposed changes
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1–Article 3 (Omitted)	Article 1– Article 3 (No change)
Article 4 (Organizational Structure)	Article 4 (Organizational Structure)
In addition to the General Meeting of Shareholders and the Board of Directors, the Company shall establish the following bodies:	In addition to the General Meeting of Shareholders and the Board of Directors, the Company shall establish the following bodies:
(1) Board of Directors	(1) Board of Directors
(2) <u>Auditors</u>	(2) <u>Audit and Supervisory Committee</u>
(3) <u>Board of Auditors</u>	(Deleted)
(4) Accounting Auditor	(3) Accounting Auditor
Article 5–Article 14 (Omitted)	Article 5–Article 14 (No change)
Article 15 (Convener and Chairperson)	Article 15 (Convener and Chairperson)
1. Unless otherwise provided by laws or regulations, the General Meeting of Shareholders shall be convened by the <u>representative director</u> based on a resolution of the Board of Directors, and the representative director shall serve as chairperson of the meeting.	1. Unless otherwise provided by laws or regulations, the General Meeting of Shareholders shall be convened by the <u>representative director</u> based on a resolution of the Board of Directors, and the representative director shall serve as chairperson of the meeting.
2. If the <u>representative director</u> is unable to fulfill these duties, another director shall convene and chair the meeting in the order predetermined by the Board of Directors.	2. If the <u>representative director</u> is unable to fulfill these duties, another director shall convene and chair the meeting in the order predetermined by the Board of Directors.
Article 16–Article 18 (Omitted)	Article 16– Article 18 (No change)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Article 19 (Number of Directors)	Article 19 (Number of Directors)
The number of directors of the Company shall be no more than 10.	1. The number of directors of the Company, <u>excluding those who are Audit and Supervisory Committee members</u> , shall be no more than 10.
(New)	<u>2. The number of Audit and Supervisory Committee members of the Company shall be no more than three (3).</u>
Article 20 (Election of Directors)	Article 20 (Election of Directors)
1. Directors shall be elected at the General Meeting of Shareholders.	1. Directors shall be elected at the General Meeting of Shareholders, <u>with a distinction made between those who serve as Audit and Supervisory Committee members and those who do not.</u>
2. Resolutions for the election of directors shall be passed by a	2. Resolutions for the election of directors shall be passed by a

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Current Articles of Incorporation	Proposed changes
<p>majority of the voting rights of the shareholders present, provided that shareholders representing at least one-third of the exercisable voting rights are in attendance.</p> <p>3. Resolutions for the election of directors shall not be made by cumulative voting.</p> <p>Article 21 (Term of Office of Directors)</p> <p>The term of office of directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within one (1) year after their election.</p> <p>(New)</p>	<p>majority of the voting rights of the shareholders present, provided that shareholders representing at least one-third of the exercisable voting rights are in attendance.</p> <p>3. Resolutions for the election of directors shall not be made by cumulative voting.</p> <p>Article 21 (Term of Office of Directors)</p> <p>1. The term of office of directors, <u>excluding those who are Audit and Supervisory Committee members</u>, shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within one (1) year after their election.</p> <p><u>2. The term of office of directors serving as Audit and Supervisory Committee members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after their election.</u></p> <p><u>3. The term of office of a director serving as an Audit and Supervisory Committee member who is elected as a substitute for one who resigns before the expiration of their term shall continue until the end of the original term of the resigned director.</u></p>
<p>Article 22 (Convener and Chairperson of the Board of Directors)</p> <p>1. Unless otherwise provided by laws or regulations, meetings of the Board of Directors shall be convened by the <u>representative director</u>, and the representative director shall serve as chairperson of the meeting. <u>If the representative director is unable to fulfill these duties, another director shall convene and chair the meeting in the order predetermined by the Board of Directors.</u></p> <p>(New)</p>	<p>Article 22 (Convener and Chairperson of the Board of Directors)</p> <p>1. Unless otherwise provided by laws or regulations, meetings of the Board of Directors shall be convened by the <u>representative director</u>, and the representative director shall serve as chairperson of the meeting.</p> <p><u>2. If the representative director is unable to fulfill these duties, another director shall convene and chair the meeting in the order predetermined by the Board of Directors.</u></p>
<p>Article 23 (Notice of Convocation of Board of Directors Meeting)</p> <p>1. Notice of convocation of a Board of Directors meeting shall be issued to all directors <u>and auditors</u> at least three (3) days in advance of the meeting date. However, in case of an emergency, the notice period may be shortened.</p> <p>2. A meeting of the Board of Directors may be held without following the convocation procedures if all directors <u>and auditors</u> consent.</p>	<p>Article 23 (Notice of Convocation of Board of Directors Meeting)</p> <p>1. Notice of convocation of a Board of Directors meeting shall be issued to all directors at least three (3) days in advance of the meeting date. However, in case of an emergency, the notice period may be shortened.</p> <p>2. A meeting of the Board of Directors may be held without following the convocation procedures if all Directors consent.</p>
<p>Article 24 (Representative Directors and Directors with Special Titles)</p> <p>1. Representative directors shall be <u>determined</u> by resolution of the Board of Directors.</p> <p>2. The representative director shall represent the Company and execute its business.</p> <p>3. The Board of Directors may <u>select a president</u> and, as necessary, directors with titles from among the directors by resolution.</p>	<p>Article 24 (Representative Directors and Directors with Special Titles)</p> <p>1. The representative director <u>shall be elected from among the directors, excluding those who serve as Audit and Supervisory Committee members</u>, by resolution of the Board of Directors.</p> <p>2. The representative director shall represent the Company and execute its business.</p> <p>3. The Board of Directors may, as necessary, select directors with titles from among the directors by resolution.</p>
<p>Article 25 (Omitted)</p> <p>(New)</p>	<p>Article 25 (No change)</p> <p><u>Article 26 (Delegation of Authority for Important Business Execution)</u></p> <p><u>In accordance with Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of the decision-making authority for important business execution to directors, excluding the matters listed in</u></p>

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Current Articles of Incorporation	Proposed changes
<p>Article <u>26</u> (Minutes of Board of Directors Meetings) The outline of the proceedings and outcomes of meetings of the Board of Directors, along with other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the attending directors <u>and auditors</u>.</p> <p>Article <u>27</u> (Omitted)</p> <p>Article <u>28</u> (Directors' Compensation) Compensation, bonuses, and other financial benefits received by directors from the Company as consideration for the performance of their duties (collectively, “remuneration and other compensation”) shall be determined by resolution of the General Meeting of Shareholders.</p>	<p><u>Paragraph 5 of the same Article.</u></p> <p>Article <u>27</u> (Minutes of Board of Directors Meetings) The outline of the proceedings and outcomes of meetings of the Board of Directors, along with other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the attending directors.</p> <p>Article <u>28</u> (No change)</p> <p>Article <u>29</u> (Directors' Compensation) Compensation, bonuses, and other financial benefits received by directors from the Company as consideration for the performance of their duties (collectively, “remuneration and other compensation”) shall be determined by resolution of the General Meeting of Shareholders, <u>with a distinction made between directors who serve as Audit and Supervisory Committee members and those who do not.</u></p>
<p>Article <u>29</u> (Limitation of Directors' Liability) 1. In accordance with Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of directors (including former directors) for damages arising from negligence in the performance of their duties, to the extent permitted by law. 2. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with <u>external</u> directors to limit their liability for damages as provided in Article 423, Paragraph 1 of the said Act. However, the limit of liability under such agreements shall be the amount prescribed by applicable laws and regulations.</p> <p>Chapter 5 <u>Auditors and Board of Auditors</u></p> <p>(New)</p> <p>(New)</p> <p>(New)</p>	<p>Article <u>30</u> (Limitation of Directors' Liability) 1. In accordance with Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of directors (including former directors) for damages arising from negligence in the performance of their duties, to the extent permitted by law. 2. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors, <u>excluding those who are executive directors or equivalent</u>, to limit their liability for damages as provided in Article 423, Paragraph 1 of the said Act. However, the limit of liability under such agreements shall be the amount prescribed by applicable laws and regulations.</p> <p>Chapter 5 <u>Audit and Supervisory Committee</u></p> <p><u>Article 31 (Notice of Convocation of Audit and Supervisory Committee Meeting)</u> <u>1. Notice of convocation of an Audit and Supervisory Committee meeting shall be issued to all Audit and Supervisory Committee members at least three (3) days in advance of the meeting date. However, in case of an emergency, the notice period may be shortened.</u> <u>2. A meeting of the Audit and Supervisory Committee may be held without following the convocation procedures if all Audit and Supervisory Committee members consent.</u></p> <p><u>Article 32 (Minutes of Audit and Supervisory Committee Meetings)</u> <u>The outline of the proceedings and outcomes of meetings of the Audit and Supervisory Committee, along with other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the attending Audit and Supervisory Committee members.</u></p> <p><u>Article 33 (Rules of the Audit and Supervisory Committee)</u> <u>Matters relating to the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee, as established by the Audit and Supervisory Committee, in addition to applicable laws and regulations and these Articles of Incorporation.</u></p>

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Current Articles of Incorporation	Proposed changes
<p>(New)</p> <p><u>Article 30 (Number of Auditors)</u> <u>The number of auditors of the Company shall be no more than three (3).</u></p> <p><u>Article 31 (Election of Auditors)</u> <u>1. Auditors shall be elected at the General Meeting of Shareholders.</u> <u>2. Resolutions for the election of auditors shall be passed by a majority of the voting rights of the shareholders present, provided that shareholders representing at least one-third of the exercisable voting rights are in attendance.</u></p>	<p><u>Article 34 (Method of Resolution of the Audit and Supervisory Committee)</u> <u>Resolutions of the Audit and Supervisory Committee shall be adopted by a majority vote of the members present, provided that a majority of all Audit and Supervisory Committee members are in attendance.</u></p> <p>(Deleted)</p> <p>(Deleted)</p>

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Current Articles of Incorporation	Proposed changes
<u>Article 32 (Term of Office of Auditors)</u> <u>1. The term of office of auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year ending within four (4) years after their election.</u> <u>2. The term of office of a substitute auditor shall continue until the expiration of the term of office of the other serving auditors.</u>	(Deleted)
<u>Article 33 (Full-Time Auditors)</u> <u>The Board of Auditors shall appoint full-time auditors by resolution.</u>	(Deleted)
<u>Article 34 (Notice of Convocation of Board of Auditors Meeting)</u> <u>1. Notice of convocation of a Board of Auditors meeting shall be issued to all auditors at least three (3) days in advance of the meeting date. However, in case of an emergency, the notice period may be shortened.</u> <u>2. A meeting of the Board of Auditors may be held without following the convocation procedures if all auditors consent.</u>	(Deleted)
<u>Article 35 (Method of Resolution of the Board of Auditors)</u> <u>Unless otherwise provided by laws and regulations, resolutions of the Board of Auditors shall be adopted by a majority of the auditors.</u>	(Deleted)
<u>Article 36 (Minutes of Board of Auditors Meetings)</u> <u>The outline of the proceedings and outcomes of meetings of the Board of Auditors, along with other matters required by laws and regulations, shall be recorded in the minutes, which shall be signed and sealed or electronically signed by the attending auditors.</u>	(Deleted)
<u>Article 37 (Rules of the Board of Auditors)</u> <u>Matters relating to the Board of Auditors shall be governed by the Rules of the Board of Auditors, as established by the Board of Auditors, in addition to applicable laws and regulations and these Articles of Incorporation.</u>	(Deleted)
<u>Article 38 (Auditors' Compensation)</u> <u>Remuneration and other compensation of auditors shall be determined by resolution of the General Meeting of Shareholders.</u>	(Deleted)
<u>Article 39 (Limitation of Auditors' Liability)</u> <u>In accordance with Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of auditors (including former auditors) for damages arising from negligence in the performance of their duties, to the extent permitted by law.</u>	(Deleted)
<u>Article 40 (Limited Liability Agreements with External Auditors)</u> <u>In accordance with Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with external auditors to limit their liability for damages resulting from negligence in the performance of their duties. However, the limit of liability under such agreements shall be the amount prescribed by applicable laws and regulations.</u>	(Deleted)

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Current Articles of Incorporation	Proposed changes
<p>Chapter 6 Accounting Auditor Article <u>41</u>–Article <u>42</u> (Omitted)</p> <p>(New)</p> <p>Chapter 7 Accounting Article <u>43</u>–Article <u>46</u> (Omitted)</p> <p>(Supplementary Provisions)</p> <p>(New)</p>	<p>Chapter 6 Accounting Auditor Article <u>35</u>–Article <u>36</u> (No change)</p> <p><u>Article 37 (Compensation of Accounting Auditor)</u> <u>The remuneration and other compensation of the accounting auditor shall be determined by the Board of Directors with the consent of the Audit and Supervisory Committee.</u></p> <p>Chapter 7 Accounting Article <u>38</u>–Article <u>41</u> (No change)</p> <p>(Supplementary Provisions) <u>(Transitional Measures Concerning Limitation of Liability for Auditors)</u> <u>1. With respect to acts carried out prior to the effective date of the partial amendments to the Articles of Incorporation resolved at the 33rd Annual General Meeting of Shareholders, in accordance with Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of auditors (including former auditors) for damages resulting from negligence in the performance of their duties, to the extent permitted by law.</u> <u>2. Agreements limiting the liability of auditors (including former auditors) for damages resulting from negligence in the performance of their duties in connection with acts carried out prior to the effective date of the partial amendments to the Articles of Incorporation resolved at the 33rd Annual General Meeting of Shareholders shall continue to be governed by the former provisions.</u></p>

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Proposal No. 3: Election of six (6) directors (excluding those who are Audit and Supervisory Committee members)

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee, and the terms of all nine (9) Directors will expire at the effective date of the amendment to the Articles of Incorporation.

Accordingly, the Company requests the election of six (6) directors (excluding those who are Audit and Supervisory Committee members; the same applies throughout this proposal). This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2, “Partial change to Articles of Incorporation.”

The candidates for director are as follows:

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
1	Keiji Nishie (September 14, 1968)	<div> <div>Mar. 1993</div> <div>Established VECTOR INC. and became President and CEO</div> </div> <div> <div>Jan. 2011</div> <div>Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd.</div> </div> <div> <div>June 2012</div> <div>Director of Vector Group International Limited (current position)</div> </div> <div> <div>Mar. 2014</div> <div>Representative Director of Vector Group Ltd.</div> </div> <div> <div>May 2014</div> <div>Representative Director of VECTOR GROUP COMPANY LIMITED (current position)</div> </div> <div> <div>May 2020</div> <div>Chairman of VECTOR INC. (current position)</div> </div> <div> <div>Mar. 2021</div> <div>Representative Director of LONGBREATH ONLINE STUDIO, Inc. (current position)</div> </div> <div> <div>Mar. 2022</div> <div>Chairman and Representative Director of VECTOR INC. (current position)</div> </div>	18,820,600
<div>[Important Concurrent Occupations or Positions]</div> <div> <div>· Director of Vector Group International Limited</div> <div>· Representative Director of VECTOR GROUP COMPANY LIMITED</div> <div>· Representative Director of LONGBREATH ONLINE STUDIO</div> </div>			
<div>[Reasons for Presenting as Candidate for Director]</div> <div>Mr. Keiji Nishie is the Company’s founder and has guided the Group’s growth since its founding through his incomparable foresight and executive ability and his strong leadership. The Company has determined that his deep knowledge, rich track record, and experience as well as his prominence in the industry and strong network will help the Group achieve further growth and increase its corporate value and has thus presented him to the shareholders as a candidate for director.</div>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions		Number of shares held in VECTOR INC.
2	Yosuke Goto (September 10, 1984)	Apr. 2007	Joined SOFTBRAIN Co., Ltd.	29,500
		Jan. 2015	Joined VOYAGE GROUP, Inc. (now CARTA HOLDINGS, Inc.)	
		June 2019	Joined VECTOR INC.	
		Mar. 2020	Director of ASHITA-TEAM Co., Ltd.(current position)	
		May 2020	Director of VECTOR INC.	
		May 2021	Representative Director of 100Capital (current position)	
		Mar. 2022	Director and CFO of VECTOR INC. (current position)	
		Feb. 2023	Auditor of Vitabrid Japan (current position)	
	[Important Concurrent Occupations or Positions] · Director of ASHITA-TEAM Co., Ltd. · Representative Director of 100Capital · Auditor of Vitabrid Japan			
	[Reasons for Presenting as Candidate for Director] Mr. Yosuke Goto joined the Company in 2019 and has demonstrated leadership and achieved results in strengthening the Group’s management structure and improving its financial standing. He also has abundant experience and a solid track record in business administration from before joining the Company. The Company expects that he will continue to make a significant contribution to healthy growth of the Group and improvement of its corporate value, including strengthening of corporate governance, as the officer in charge of business administration, and has thus presented him to the shareholders as a candidate for director.			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
	Saori Kiryu (June 15, 1975)	<p>Apr. 1998 Joined VECTOR INC.</p> <p>June 2003 Director of VECTOR INC.</p> <p>May 2004 Established Vector Communication, Inc. (now Platinum, Inc.) and became President (current position)</p> <p>Mar. 2022 Executive Vice President of VECTOR INC. (current position)</p>	967,600
	<p>[Important Concurrent Occupations or Positions]</p> <p>· Representative Director of Platinum Inc.</p>		
	<p>[Reasons for Presenting as Candidate for Director]</p> <p>Since joining the Company in 1998, Ms. Saori Kiryu has demonstrated strong executive abilities and leadership and has consistently played an important role in the growth process from the launch of marketing services to their establishment as important businesses, including the Group's strategic PR. With her prominence in the industry and extensive personal network and her leadership in the SDG and ESG initiatives of the Group, the Company expects that she will continue to make a significant contribution to further growth of the Group and improvement of its corporate value, and has thus presented her to the shareholders as a candidate for director.</p>		
4	Kota Matsuda (December 3, 1968) External Director	<p>Apr. 1990 Joined The Sanwa Bank, Ltd. (now MUFG Bank, Ltd.)</p> <p>May 1998 Founded Tully's Coffee Japan Co., Ltd. and appointed CEO</p> <p>Oct. 2006 Founded P3&Co. and appointed CEO (current position)</p> <p>Jan. 2008 Founded Tully's Coffee Japan Co., Ltd. President of Asia Pacific region for Quiznos</p> <p>May 2009 Founded Face Plus by yamano Asia Pacific Pte. Ltd. and EGGS 'N THINGS INTERNATIONAL HOLDINGS PTE. LTD. (now EGGS 'N THINGS HOLDINGS INTERNATIONAL PTE. LTD.) and appointed Director (current position)</p> <p>July 2010 Elected as a member of the House of Councilors of the Diet (Tokyo electoral district)</p> <p>Jan. 2015 Formed a political party "The Assembly to Energize Japan" and appointed Representative</p> <p>May 2018 External Director of the Company (current position)</p> <p>Feb. 2019 Founded EGGS 'N THINGS JAPAN HOLDINGS G.K. (now KooJoo Co., Ltd.) and appointed CEO (current position)</p>	—
	<p>[Important Concurrent Occupations or Positions]</p> <p>· CEO of P3&Co.</p> <p>· CEO of KooJoo Co., Ltd.</p> <p>· Director of EGGS 'N THINGS HOLDINGS INTERNATIONAL PTE. LTD.</p>		
	<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>The Company selected Mr. Kota Matsuda as a candidate for external director because he has been instrumental in the growth and listing of a company as its representative and possesses abundant knowledge and experience in a wide range of fields, including involvement in national policy as a member of the House of Councilors of the Diet and a party representative. The Company expects that he will help strengthen the governance function of the Board of Directors by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint. As of the conclusion of this General Meeting of Shareholders, Mr. Kota Matsuda will have served for seven (7) years as external director of the Company.</p>		

[Translation for Reference Purposes Only]

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
5	Michimasa Naka (August 14, 1964) External Director	<p>Apr. 1989 Joined Solomon Brothers Asia, Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>Dec. 2004 Managing Executive Officer and Joint General Manager of the Debt Capital Markets Division of Nikko Citigroup Securities Co., Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>June 2008 Managing Executive Officer and General Manager of the Markets and Sales Division of Nikko Citigroup Securities Co., Ltd.</p> <p>Oct. 2009 Director of Citigroup Global Markets Japan Inc.</p> <p>Dec. 2009 Director and Deputy President of Citigroup Global Markets Japan Inc.</p> <p>Dec. 2010 Established StormHarbour Japan Ltd. and appointed CEO and Representative Director</p> <p>Mar. 2011 Auditor of GLM. Co., Ltd.</p> <p>July 2014 Director of Asuka Asset Management Co., Ltd. Director of eWeLL Co., Ltd.</p> <p>Sept. 2014 Director of istyle Inc. (current position)</p> <p>Oct. 2014 Chairman and Director of StormHarbour Japan Ltd.</p> <p>Nov. 2014 Director of Geniece, Inc.</p> <p>July 2015 Director of Prevent SAST Insurance Co., Ltd. (now MIKATA Small Amount Short Term Insurance Co., Ltd.) (current position)</p> <p>July 2016 Established Boardwalk Capital Inc. and appointed Representative Director (current position)</p> <p>June 2017 Established Accelerator Inc. and appointed Representative Director (current position)</p> <p>Dec. 2018 Executive Director of Boardwalk Trading Co., Ltd. (current position)</p> <p>Mar. 2019 Director of Vision Inc. (current position)</p> <p>May 2020 External Director of the Company (current position)</p> <p>May 2021 Director of Houyou Inc. (current position)</p> <p>Oct. 2022 Director of HR Cloud Inc. (current position)</p>	14,700
<p>[Important Concurrent Occupations or Positions]</p> <ul style="list-style-type: none"> · President and Representative Director of Boardwalk Capital Inc. · Director of Vision Inc. · Director of istyle Inc. · Director of HR Cloud Inc. 			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Michimasa Naka has experience on the global stage in the field of money and finance. At Boardwalk Capital Inc., which he built himself, he also put together a track record of start-up support. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors. As of the conclusion of this General Meeting of Shareholders, Mr. Michimasa Naka will have served for five (5) years as external director of the Company.</p>			

[Translation for Reference Purposes Only]

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions		Number of shares held in VECTOR INC.
6	Masatoshi Inoue January 31, 1979 External Director	Apr. 2001	Joined RAICA CO., LTD.	—
		Apr. 2004	Joined Re:CS Holdings Co., Ltd.	
		Sept. 2005	Joined YUMESHIN Holdings Co., Ltd.	
		June 2009	Joined SOMETHING Holdings Co., Ltd.	
		June 2013	Joined Medical Care Services Co., Ltd.	
		June 2015	Joined Aucfan Co., Ltd.	
		Oct. 2019	Representative Director of Aucfan Incubate Co., Ltd.	
		July 2024	Director of Smart Life Holdings K.K. (current position)	
		Jan. 2025	Representative Director of MARQ-I Co., Ltd. (current position)	
[Important Concurrent Occupations or Positions] · Director of Smart Life Holdings K.K. · Representative Director of MARQ-I Co., Ltd.				
[Reasons for Presenting as Candidate for External Director and Outline of Expected Role] The Company selected Mr. Masatoshi Inoue as a candidate for external director due to his extensive experience and deep insight in various fields, including overseas business, investment, and corporate planning at other companies. By leveraging this knowledge and experience in the Company’s management, and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects him to contribute to strengthening the governance function of the Board of Directors.				

- (Notes) 1. There are no special interests between the Company and the candidates.
2. Mr. Kota Matsuda, Mr. Michimasa Naka, and Mr. Masatoshi Inoue are candidates for external director.
3. The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Kota Matsuda and Mr. Michimasa Naka, which limit their liability pursuant to Article 423, Paragraph 1 of the said act. Their liability under these contracts is capped at the minimum liability amount set forth in Article 425, Paragraph 1 of the said act. If their re-elections are approved, the Company intends to continue the said contracts. Additionally, if the appointment of Mr. Masatoshi Inoue is approved, the Company plans to enter into a similar limited liability contract with him.
4. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidates are elected as directors, they will become insureds under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.
5. The Company has registered Mr. Kota Matsuda and Mr. Michimasa Naka as independent officers under the provisions of the Tokyo Stock Exchange. If they are re-elected, the Company intends to maintain their registration as independent officers. In addition, Mr. Masatoshi Inoue meets the requirements for an independent officer under the provisions of the Tokyo Stock Exchange, and if his appointment is approved, he will become an independent officer.

[Translation for Reference Purposes Only]

Proposal No. 4: Election of three (3) directors who are Audit and Supervisory Committee members

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company requests the election of three (3) directors who are Audit and Supervisory Committee members.

The consent of the Board of Auditors has been obtained for this proposal.

This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2, “Partial change to Articles of Incorporation.”

The candidates for directors who are Audit and Supervisory Committee members are as follows:

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions		Number of shares held in VECTOR INC.
1	Kazutora Mori September 14, 1945	Apr. 1969	Joined Sanyu Agency Co., Ltd. (now ADK Communications Inc.)	—
		July 2004	General Manager of Sales Division, Sanyu Agency Co., Ltd.	
		May 2016	Full-time Auditor of VECTOR INC. (current position)	
	[Important Concurrent Occupations or Positions] ・ Not applicable			
	[Reason for Selecting Candidate for Director Who is an Audit and Supervisory Committee Member] Mr. Kazutora Mori has abundant experience and broad knowledge related to the advertising industry, and the Company expects that he will be able to reflect this in his role as director who is an Audit and Supervisory Committee member and therefore proposes his election.			
2	Satoshi Yaginuma March 6, 1967 External Director	Apr. 1990	Joined KOKUSAI Securities Co., Ltd. (now Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)	—
		June 1995	Joined MEX Co., Ltd.	
		May 1997	Joined FORVAL CORPORATION	
		Sept. 2000	Joined SOFTBRAIN Co., Ltd.	
		July 2005	Executive Officer of SOFTBRAIN Co., Ltd.	
		Sept. 2006	Director of Seer Insight Security Co., Ltd.	
		Feb. 2008	Director of REALIT Co., Ltd.	
		Jan. 2011	Joined Fidec Corp. (now Accretive Co., Ltd.)	
		Mar. 2012	・ Standing Auditor of SOFTBRAIN Co., Ltd.	
		May 2020	External Auditor of VECTOR INC. (current position)	
	Mar. 2024	Director of SOFTBRAIN Co., Ltd. (Audit and Supervisory Committee Member) (current position)		
	[Important Concurrent Occupations or Positions] ・ Director of SOFTBRAIN Co., Ltd. (Audit and Supervisory Committee Member)			
	[Reason for Selecting Candidate for External Director Who is an Audit and Supervisory Committee Member] Mr. Satoshi Yaginuma has extensive experience as a corporate officer in charge of management departments and as a full-time auditor. The Company expects that he will be able to utilize his expertise and insight to fulfill his duties appropriately as external director who is an Audit and Supervisory Committee member and contribute to the strengthening of the Company’s auditing system and corporate governance, and therefore proposes his election. Mr. Satoshi Yaginuma is currently serving as external auditor of the Company. However, his term of office will expire at the conclusion of this General Meeting of Shareholders, having served for five (5) years.			

[Translation for Reference Purposes Only]

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
3	Yasunobu Nose (April 15, 1958) External Director	<p>Sept. 1984 Joined Daiwa Securities Co., Ltd. (now Daiwa Securities Group Inc.)</p> <p>July 1988 Joined Transportation Group Japan</p> <p>Jan. 1990 Representative in Japan at Transportation Group Japan</p> <p>May 1993 Joined Deutsche Bank Group, Japan (Tokyo Branch)</p> <p>Aug. 1997 Joined Union Bank of Switzerland (Tokyo Branch)</p> <p>Aug. 1999 Joined Lehman Brothers Japan Inc. (Tokyo Branch)</p> <p>Jan. 2005 Managing Director and Head of Global Structured Finance Group in Japan at Lehman Brothers Japan Inc.</p> <p>Oct. 2005 Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Dec. 2005 Managing Director, Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Apr. 2007 Managing Director, Head of Corporate Strategy & Planning Division of FinTech Global Incorporated</p> <p>Apr. 2008 Executive Vice President, Head of Corporate Strategy & Planning Division and Management Planning Department of FinTech Global Incorporated</p> <p>Apr. 2009 Director and Deputy President of Citigroup Global Markets Japan Inc.</p> <p>Jan. 2016 Advisor of Gracchus & Associates, Inc. (current position)</p> <p>May 2020 External Director of the Company (current position)</p> <p>Aug. 2020 Representative Director of Meditally Japan Co., Ltd.</p>	—
[Important Concurrent Occupations or Positions] · Advisor of Gracchus & Associates, Inc.			
[Reason for Selecting Candidate for External Director Who is an Audit and Supervisory Committee Member] Mr. Yasunobu Nose has experience on the global stage in the field of money and finance and has served as Executive Vice President of FinTech Global Incorporated, a listed company. The Company expects that he will be able to utilize his expertise and insight to fulfill his duties appropriately as external director who is an Audit and Supervisory Committee member and contribute to the strengthening of the Company's auditing system and corporate governance, and therefore proposes his election. As of the conclusion of this General Meeting of Shareholders, Mr. Yasunobu Nose will have served for five (5) years as external director of the Company.			

- (Notes) 1. There are no special interests between the Company and the candidates.
2. Mr. Satoshi Yaginuma and Mr. Yasunobu Nose are candidates for external director.
3. The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Satoshi Yaginuma and Mr. Yasunobu Nose, which limit their liability pursuant to Article 423, Paragraph 1 of the act. Their liability under these contracts is the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If their re-elections are approved, the Company intends to continue the said contracts.
4. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidates are elected as directors who are Audit and Supervisory Committee members, they will become insureds under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.
5. The Company has registered Mr. Satoshi Yaginuma and Mr. Yasunobu Nose as independent officers under the provisions of the Tokyo Stock Exchange. If they are re-elected, the Company intends to maintain their registration as independent officers.

[Translation for Reference Purposes Only]

Proposal No. 5: Election of one (1) director who is a substitute Audit and Supervisory Committee member

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, in case the number of directors who are Audit and Supervisory Committee members falls below the legally required amount, the Company requests the election of one (1) director who is a substitute Audit and Supervisory Committee member.

The consent of the Board of Auditors has been obtained for this proposal.

This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2, “Partial change to Articles of Incorporation.”

The candidate for director who is a substitute Audit and Supervisory Committee member is as follows:

Name Date of birth	Career Summary, Position and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
Yasuyuki Owaki (August 2, 1975)	Nov. 1999 Joined Vagabond Co., Ltd.	52,300
	Oct. 2001 Joined Strategic Scenario Co., Ltd.	
	Sept. 2005 Joined BIGI CO., LTD.	
	Mar. 2008 Joined VECTOR INC.	
	Oct. 2013 Auditor of IR BANK, Inc. (now IR Robotics Inc.)	
	Apr. 2014 Auditor of Vitabrid Japan Inc.	
	Oct. 2014 Auditor of News Technology Inc.	
	Mar. 2020 Director of Performance Technologies Inc.	
	June 2023 Director of Japan entry Inc. (current position)	
	[Important Concurrent Occupations or Positions] · Director of Japan entry Inc.	

(Notes) 1. There are no special interests between the Company and the candidate.

2. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidate is appointed as a director, he will become an insured under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.

[Translation for Reference Purposes Only]

Proposal No. 6: Setting of compensation for directors (excluding those who are Audit and Supervisory Committee members)

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

The compensation amount for the Company’s directors was approved at the 30th Ordinary General Meeting of Shareholders held on May 26, 2022, at an amount not exceeding 500 million yen per year (excluding salaries for directors who are also employees), and has remained in effect to date. However, with the transition to a company with an Audit and Supervisory Committee, the Company proposes to abolish this arrangement and newly establish the compensation amount for directors (excluding those who are Audit and Supervisory Committee members), setting the amount at a maximum of 500 million yen per year, the same as the current limit. In addition, as before, the compensation amount will not include salaries for directors who are also employees.

The outline of the policy regarding the determination of individual compensation for directors for the current fiscal year is as stated in the business report. If this proposal is approved, the Company plans to revise the wording from “directors” to “directors (excluding those who are Audit and Supervisory Committee members),” but there will be no substantive changes.

The content of this proposal is in line with the above policy and is deemed appropriate.

The current number of directors is nine (9), including five (5) external directors. If Proposal No. 2 and Proposal No. 3 are approved as proposed, the number of directors (excluding those who are Audit and Supervisory Committee members) under this proposal will be six (6), including three (3) external directors.

This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2, “Partial change to Articles of Incorporation.”

[Translation for Reference Purposes Only]

Proposal No. 7: Setting of compensation for directors who are Audit and Supervisory Committee members

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company proposes setting the compensation amount for directors who are Audit and Supervisory Committee members at a maximum of 40 million yen per year.

This proposal was decided based on comprehensive consideration of the Company’s business scale, the officers’ compensation structure, the level of pay, the current number of officers, and future trends, and the Company believes this is appropriate.

If Proposal No. 2 and Proposal No. 4 are approved as proposed, the number of directors who are Audit and Supervisory Committee members under this proposal will be three (3).

This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2, “Partial change to Articles of Incorporation.”

[Translation for Reference Purposes Only]

Proposal No. 8: Establishment of limits for granting restricted stock compensation to directors (excluding those who are Audit and Supervisory Committee members and external directors)

If Proposal No. 2, “Partial change to Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

At the 30th Ordinary General Meeting of Shareholders held on May 26, 2022, the Company obtained approval to grant restricted stock compensation to directors (excluding external directors). In line with the transition to a company with an Audit and Supervisory Committee, the Company requests approval for the introduction of a restricted stock compensation plan for its directors (excluding those who are Audit and Supervisory Committee members and external directors; hereinafter, “eligible directors”) after the transition. This will be separate from the compensation limits requested for approval under Proposal No. 6, “Setting of compensation for directors (excluding those who are Audit and Supervisory Committee members).” Under this plan, the common stock of the Company will be allocated, subject to a certain period during which the transfer is restricted and conditions for free acquisition by the Company, as set forth below.

This proposal is being submitted for approval in line with the transition to a company with an Audit and Supervisory Committee, and its substantive content is the same as that approved at the 30th Ordinary General Meeting of Shareholders held on May 26, 2022. Since it remains important after the transition to provide eligible directors with incentives to enhance the Company’s corporate value on a sustainable basis and to further promote value sharing with shareholders, the Company intends to continue operating the restricted stock compensation plan for these purposes.

The restricted stock compensation plan is designed based on the duties and responsibilities of the eligible directors, taking into consideration the Company’s business scale, compensation levels, and future trends. The outline of the policy regarding the determination of individual compensation for directors is as stated in the business report. After the conclusion of this Ordinary General Meeting of Shareholders, the Company plans to amend the policy at a meeting of the Board of Directors to revise the wording from “directors” to “directors (excluding those who are Audit and Supervisory Committee members),” but there will be no substantive changes. The content of this proposal is deemed necessary and reasonable to provide compensation in line with the revised policy, and the Company considers the proposal to be appropriate.

The current number of directors is nine (9), including five (5) external directors. If Proposal No. 2 and Proposal No. 3 are approved as proposed, the number of directors (excluding those who are Audit and Supervisory Committee members) will be six (6), including three (3) external directors.

This proposal will become effective upon approval of the amendment to the Articles of Incorporation in Proposal No. 2.

[Translation for Reference Purposes Only]

Overview of the restricted stock and compensation limit for granting the restricted stock

(1) Overview of the restricted stock

The Company will issue shares of its common stock to eligible directors at a specific time of each year as consideration for the execution of their duties during the fiscal year. The number of shares to be issued to each eligible director is determined based on a comprehensive evaluation of the achievement of the Group's consolidated performance targets in the previous year and their level of contribution to that performance.

In relation to issuing shares of the Company's common stock, the Company will conclude a restricted stock allocation agreement (hereinafter "the Allocation Agreement") with the eligible directors that stipulates that, in principle, the shares are not to be transferred or otherwise disposed of for a period of three years from the date of allocation and includes the matters set forth in (3) below.

(2) Compensation limit for granting the restricted stock

Based on a resolution by the Company's Board of Directors, the Company will provide monetary compensation claims to eligible directors as compensation for granting the restricted stock.

Each eligible director will receive an allocation of the Company's common stock through a debt/equity swap for the entire monetary compensation claim. The total number of shares of the Company's common stock to be allocated to the eligible directors is 240,000 shares or less per year, and the monetary compensation claims to be provided for receiving allocation of the common stock will be 1 billion yen or less per year. The amount to be paid in per share of the Company's common stock to be issued to eligible directors is based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the resolution of the Board of Directors pertaining to issuance or disposition of the shares (or the most recent trading day if no trades were executed on that day) and will be determined by the Board of Directors within a range that is not particularly advantageous to the eligible directors.

In the event of a stock split, reverse stock split or gratis allotment of the Company's common stock, the maximum number of shares of the Company's common stock to be issued to eligible directors may be reasonably adjusted according to that ratio.

(3) Overview of the Allocation Agreement

In relation to issuing the Company's common stock, the Allocation Agreement concluded between the Company and the eligible directors shall include the following:

(i) Transfer restriction

In principle, eligible Directors shall not transfer, establish security interests in or otherwise dispose of the shares of the Company's common stock ("the Shares") for which allocation was received under the Allocation Agreement for a period of three years from the allocation date (hereinafter "the Transfer Restriction Period").

(ii) Acquisition without consideration

In the event that an eligible director loses their status as director of the Company or a subsidiary of the Company before the end of the Transfer Restriction Period, the Company shall rightfully acquire the Shares for which the transfer restriction has not been lifted as of that time without consideration, except in cases in which the reason is deemed justifiable by the Company's Board of Directors.

(iii) Lifting of transfer restriction

The Company shall lift the transfer restriction on the Shares the day after the conclusion of the Transfer Restriction Period on the condition that the eligible director continuously maintained their status as director of the Company or a subsidiary of the Company until the end of the Transfer Restriction Period. However, in the event that the eligible Director loses their status as set forth in (ii) above prior to that date due to a reason deemed justifiable by the Company's Board of Directors as set forth in (ii) above, the number of the Shares for which the transfer restriction is to be lifted and the timing thereof may be reasonable adjusted as necessary.

[Translation for Reference Purposes Only]

(iv) Acquisition of the Shares without consideration upon conclusion of the Transfer Restriction Period

The Company shall rightfully acquire any Shares for which the transfer restriction has not been lifted based on the provisions of (iii) above without consideration upon conclusion of the Transfer Restriction Period.

(v) Handling of organizational restructuring

During the Transfer Restriction Period, if a merger agreement in which the Company is the non-surviving company, a share transfer plan or a share exchange agreement in which the Company becomes a wholly owned subsidiary, or other matter involving organizational restructuring is approved at the Company's General Meeting of Shareholders (or the Company's Board of Directors in the case of organizational restructuring that does not require approval at the Company's General Meeting of Shareholders), the Company, based on the resolution of the Board of Directors, shall lift the transfer restriction on a reasonably determined number of the Shares ahead of the effective date of such organizational restructuring. In such cases, the Company shall rightfully acquire any Shares for which the transfer restriction has not been lifted as of the time immediately after the above-mentioned lifting of the transfer restriction without consideration.