

Securities Code: 7388

February 12, 2026

(Start of Electronic Provision Measures: February 5, 2026)

To our shareholders:

5F Koraku International Building,
1-5-3, Koraku, Bunkyo-ku, Tokyo

FP Partner Inc.

Tsutomu Kuroki, Representative Director and President

Notice of Convocation of 16th Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you for your support.

We are pleased to announce the 16th Ordinary General Meeting of Shareholders of FP Partner Inc. (the “Company”), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures providing information in an electronic format and posts such information as “Notice of Convocation of 16th Ordinary General Meeting of Shareholders” online on the website below.

Company website: <https://fpp.jp/ir/en/>



In addition to this, the information is also posted online on the website below.

Tokyo Stock Exchange website

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

*Please access the TSE website (Listed Company Search), enter the company name (FP Partner) or securities code (7388), click “Search,” and then click “Basic Information” and select “Documents for public inspection/PR information.”



Sumitomo Mitsui Trust Bank Website (Shareholders’ Meeting Portal®)

<https://www.soukai-portal.net>

Please read the QR code on the enclosed voting form or enter your ID and password.

The QR code is located on the voting form.

If you do not attend the meeting in person, you may exercise your voting rights via the Internet or in writing. After examining the Reference Documents for the General Meeting of Shareholders posted in the matters for electronic provision, please exercise your voting rights no later than 6:00 p.m. (JST) on Thursday, February 26, 2026.

1. Date and time: Friday, February 27, 2026 at 10:00 a.m.
(JST; reception begins at 9:30 a.m.)
2. Venue: Japan-China Friendship Center, Main Building, B1, Main Hall,
Koraku International Building, 1-5-3, Koraku, Bunkyo-ku, Tokyo
*The venue differs from that for last year's Ordinary General Meeting of Shareholders. Therefore, please check the "16th Ordinary General Meeting of Shareholders Venue Guide" in the back to ensure no mistakes when attending (available in Japanese only).
3. Purpose of the meeting
Matters to be reported The Business Report and Financial Statements for the 16th fiscal term (December 1, 2024 to November 30, 2025)
Matters to be resolved
Proposal No. 1: Partial Amendments to the Articles of Incorporation
Proposal No. 2: Election of Ten (10) Directors
Proposal No. 3: Election of One (1) Audit & Supervisory Board Member
Proposal No. 4: Presentation of Special Achievement Bonus to a Retiring Director

End

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- ◎ Shareholders attending this meeting in person are kindly requested to submit the voting form to the reception desk at this meeting.
 - ◎ If revisions to the matters subject to electronic provision measures arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.
 - ◎ For shareholders who have not made a request for written documents, Reference Documents for the General Meeting of Shareholders among the matters for electronic provision will also be sent for convenience. In addition, documents sent to shareholders who have made a request for written documents do not include the following matters among the matters for electronic provision, pursuant to the provisions of laws and regulations and Article 15 of the Articles of Incorporation.
 - (1) "System to ensure proper business operations" and "Overview of operational status of system to ensure proper business operations" in the Business Report
 - (2) "Statement of changes in equity" and "Notes to non-consolidated financial statements" in the Financial StatementsTherefore, the information in the matters subject to electronic provision measures is part of the Business Report and Financial Statements audited upon Audit & Supervisory Board Members preparing the audit reports and Financial Statements audited upon Corporate Auditors preparing the accounting audit reports.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Materials

Proposal No. 1: Partial Amendments to the Articles of Incorporation

The Company shall change Article 3 (Location of Head Office) of the current Articles of Incorporation due to the Company moving its head office to a new location. This is to make effective use of the Company's building after its reconstruction as a result of aging, and to accommodate future expansion and diversification of the Company's business activities.

The effective date of this change will be March 16, 2026.

The details of the revisions are as follows.

(Underlined sections indicate changes.)

Current Articles of Incorporation	Proposed amendments
(Location of Head Office) Article 3 The Company shall have its head office in <u>Bunkyo-ku</u> , Tokyo.	(Location of Head Office) Article 3 The Company shall have its head office in <u>Taito-ku</u> , Tokyo.

Proposal No. 2: Election of Ten (10) Directors

Pursuant to the provisions of the Articles of Incorporation, the terms of office of all ten (10) Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of ten (10) Directors.

The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
1	<p style="text-align: center;">Tsutomu Kuroki</p> <p style="text-align: center;">Reelection</p> <ul style="list-style-type: none"> ● Date of birth November 29, 1967 ● Term as Director 8 years, 1 month ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 4,086,403 shares 	<ul style="list-style-type: none"> Apr. 1992 Joined Asahi Shinkin Bank Jan. 1999 Joined American Life Insurance Company (currently MetLife, Inc.) Mar. 2005 Representative Director of FP Consulting Co., Ltd. Dec. 2017 Established Joint Company FP Consulting Co., Ltd., Representative (current) Jan. 2018 Representative Director and President of the Company (current) May 2025 Established Public Interest Incorporated Foundation KUROKI FOUNDATION, Representative Director (current)
<p>■ Reasons for nomination as Director</p> <p>Since the founding of the Company, Mr. Kuroki has helmed it with bold vision and strong leadership. By protecting the lives of customers and their families through insurance and pursuing “the insurance business as it should be,” a relationship that shares a life filled with comfort with customers, he has cemented the position of the Company in the insurance industry. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and deep knowledge in the further expansion of the business and company value creation.</p>		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	
2	<p style="text-align: center;">Kenji Adachi</p> <p>Reelection</p> <ul style="list-style-type: none"> ● Date of birth July 31, 1972 ● Term as Director 8 years, 1 month ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 9,755 shares 	<p>Apr. 1995</p> <p>Jan. 2000</p> <p>Sept. 2004</p> <p>Apr. 2014</p> <p>Nov. 2015</p> <p>Jan. 2018</p> <p>Oct. 2020</p> <p>May 2022</p> <p>Apr. 2023</p> <p>Jan. 2024</p> <p>Jan. 2026</p>	<p>Joined Tokyo Life Insurance (currently T&D Financial Life Insurance Company)</p> <p>Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Joined FP Consulting Co., Ltd.</p> <p>Director</p> <p>Director of the Company</p> <p>Part-time Director of au Financial Partner Corporation (current)</p> <p>Director and General Manager of Non-life Insurance Sales Department of the Company</p> <p>Director</p> <p>Representative Director of Surprise Japan Company, Ltd.</p> <p>Director and General Manager of Corporate Planning Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Along with targeting expansion of the non-life insurance agency business, Mr. Adachi has promoted the expansion of partners and diversification of models to attract customers. By tapping into insurance consultation projects that utilize call centers, he is contributing to the significant increase in the number of customers. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>		
3	<p style="text-align: center;">Takumi Saito</p> <p>Reelection</p> <ul style="list-style-type: none"> ● Date of birth December 28, 1974 ● Term as Director 13 years, 4 months ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 8,165 shares 	<p>Apr. 1997</p> <p>July 2003</p> <p>Mar. 2010</p> <p>Oct. 2012</p> <p>Jan. 2018</p> <p>May 2022</p> <p>Oct. 2022</p> <p>Jan. 2024</p> <p>Mar. 2025</p>	<p>Joined Yasuda Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Representative Director of the Company</p> <p>Director and General Manager of Administrative Department</p> <p>Director and General Manager of Human Resource Department</p> <p>Director</p> <p>Director and General Manager of Risk Management Department</p> <p>Director and General Manager of Risk Management Department and Administrative Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Saito has worked tirelessly to construct the Administrative Department from the founding of the Company and possesses rich experience and knowledge of the Administrative Department in general. As he also has experience serving as representative of Anshin FP Partner Inc., the Company's predecessor, he is contributing to the construction of the Company's management foundation, including risk management, etc. in company management. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	
4	<p style="text-align: center;">Mitsuhide Shioiri</p> <p style="text-align: center;">New</p> <ul style="list-style-type: none"> • Date of birth June 4, 1967 • Number of Company shares held 1,400 shares 	<p>Apr. 1990</p> <p>May 1999</p> <p>Apr. 2014</p> <p>July 2015</p> <p>Apr. 2017</p> <p>Apr. 2025</p>	<p>Joined Sumitomo Marine & Fire Insurance Co., Ltd. (currently Mitsui Sumitomo Insurance Co., Ltd.)</p> <p>Joined INA Himawari Life Insurance Company, Limited (currently Sampo Himawari Life Insurance Inc.)</p> <p>Manager of Market Development Section</p> <p>General Manager of Corporate Sales Department</p> <p>General Manager of Kansai Development Sales Department</p> <p>Joined the Company</p> <p>Operating Officer and General Manager of Internal Audit Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Shioiri has worked in the administrative department of an insurance company, and since joining the Company, he has been in charge of the Internal Audit Department and has been making efforts to strengthen the internal control system and improve business operations. Therefore, the Company nominates him as a candidate for Director in the expectation that he will continue to contribute to the further expansion of the Company's business and the creation of corporate value by utilizing his wealth of experience and knowledge.</p>		
5	<p style="text-align: center;">Yoshihiro Isaka</p> <p style="text-align: center;">Reelection Outside</p> <p style="text-align: center;">Independent</p> <ul style="list-style-type: none"> • Date of birth July 6, 1955 • Term as Director 3 years, 7 months • Status of attendance of Board of Directors meetings 25 (of 25 meetings) • Number of Company shares held 10,483 shares 	<p>Apr. 1979</p> <p>June 2004</p> <p>July 2007</p> <p>July 2009</p> <p>Aug. 2010</p> <p>July 2012</p> <p>June 2013</p> <p>Apr. 2017</p> <p>Apr. 2022</p> <p>July 2022</p> <p>Mar. 2025</p>	<p>Joined the Ministry of Finance</p> <p>Minister of Embassy of Japan in the UK for the Ministry of Foreign Affairs</p> <p>Deputy Commissioner (International Affairs), Commissioner's Secretariat, National Tax Agency</p> <p>Head of Nagoya Regional Taxation Bureau</p> <p>Deputy Director-General (European Affairs Bureau), Ministry of Foreign Affairs</p> <p>Deputy Director-General of National Tax Tribunal</p> <p>Executive Officer of Tokyo Stock Exchange, Inc.</p> <p>Senior Executive Officer of Japan Exchange Group, Inc.</p> <p>Senior Executive Officer of Tokyo Stock Exchange, Inc.</p> <p>Senior Executive Officer of Osaka Exchange, Inc.</p> <p>Advisor of Japan Exchange Group, Inc.</p> <p>Outside Director of the Company (current)</p> <p>Corporate Auditor of Yowa Land Co., Ltd. (current)</p>
	<p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Mr. Isaka has served in key positions in government agencies, etc. and possesses wide-ranging knowledge on overall finance and corporate governance. In the Board of Directors, he offers appropriate and beneficial comments about Company's management from a perspective of expertise in financial administration. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
6	<p style="text-align: center;">Masaki Suzuki</p> <p style="text-align: center;"> <input checked="" type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p> <ul style="list-style-type: none"> • Date of birth April 18, 1955 • Term as Director 2 years, 8 months • Status of attendance of Board of Directors meetings 24 (of 25 meetings) • Number of Company shares held 8,734 shares 	<p>Apr. 1978 Joined the Ministry of Finance</p> <p>July 2002 Chief of Banking Business Division I, Supervision Bureau, Financial Services Agency</p> <p>July 2005 Deputy Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 2007 Deputy Vice Minister for Policy Planning and Coordination, Minister's Secretariat, Ministry of Finance</p> <p>July 2008 Deputy Director-General, Ministry of the Environment</p> <p>Sept. 2012 Director General, Ministry of the Environment</p> <p>July 2014 Administrative Vice-Minister, Ministry of the Environment</p> <p>Oct. 2015 Representative Director and Chairman of AEON Bank, Ltd.</p> <p>June 2016 Representative Director and Chairman of AEON Financial Service Co., Ltd.</p> <p>Mar. 2017 Executive Director in charge of Comprehensive Finance Business of AEON Co., Ltd.</p> <p>June 2023 Outside Director of the Company (current)</p> <p>Mar. 2024 Outside Director of Canon Inc. (current)</p> <p>Aug. 2024 Outside Director of OHBA CO., LTD. (current)</p> <p>June 2025 Outside Director of Hankyu Hanshin Properties Corp. (current)</p>
<p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Mr. Suzuki has served in important positions in the Ministry of Finance and Financial Services Agency, so he has deep insights into financial administration as well as a wealth of management experience in business companies. In the Board of Director's meeting, he offers appropriate and beneficial comments about the Company's management from a perspective of expertise in financial administration, utilizing his experience in overall company management. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
7	<p style="text-align: center;">Naoyuki Tanaka</p> <p>Reelection <input type="checkbox"/> Outside <input type="checkbox"/></p> <p><input type="checkbox"/> Independent <input type="checkbox"/></p> <ul style="list-style-type: none"> • Date of birth September 29, 1980 • Term as Director 1 year • Status of attendance of Board of Directors meetings 20 (of 20 meetings) • Number of Company shares held 2,643 shares 	<p>Dec. 2009 Registered as attorney Joined Yamakawa Manjiro Law Office (currently Yamakawa Fujiwara Law Office)</p> <p>May 2011 Joined Tsuyuki & Akazawa Law Office</p> <p>Apr. 2018 Representative Director of General Incorporated Association Sports Career Advisories (current)</p> <p>Dec. 2018 Outside Corporate Auditor of ohniwaya Co., Ltd. (current)</p> <p>Apr. 2021 Opened Top Runner Law Office, Representative (current)</p> <p>Feb. 2025 Outside Director of the Company (current)</p> <p>■ Overview of reasons for nomination as Outside Director and expected roles Mr. Tanaka operates a law office and has wide-ranging knowledge in overall legal matters, particularly in labor affairs and risk management. In the Board of Directors, he offers appropriate and beneficial comments about the Company's management from a perspective of expertise as an attorney. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value. Although he has never been involved in corporate management in any way other than as an outside officer, we have determined that he will be able to perform his duties as Outside Director appropriately for the reasons stated above.</p>
8	<p style="text-align: center;">Makiko Nakagawa</p> <p>Reelection <input type="checkbox"/> Outside <input type="checkbox"/></p> <p><input type="checkbox"/> Independent <input type="checkbox"/></p> <ul style="list-style-type: none"> • Date of birth May 22, 1973 • Term as Director 3 years • Status of attendance of Board of Directors meetings 24 (of 25 meetings) • Number of Company shares held 3,000 shares 	<p>Oct. 2001 Joined Chuo Aoyama Audit Corporation</p> <p>Aug. 2007 Joined ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC.)</p> <p>Sept. 2019 Opened Nakagawa C.P.A. Office, Representative (current)</p> <p>July 2020 Established ES Next Audit Corporation (currently ES Next LLC), Managing Partner (current)</p> <p>Sept. 2020 Outside Audit & Supervisory Board Member, TAUNS Laboratories, Inc. (current)</p> <p>Feb. 2022 Outside Audit & Supervisory Board Member of the Company</p> <p>Feb. 2023 Outside Director (current)</p> <p>■ Overview of reasons for nomination as Outside Director and expected roles Ms. Nakagawa possesses a wealth of knowledge related to company audit and financial accounting through her on-the-ground experience in major audit corporations and having established audit corporations herself. In the Board of Directors, she offers appropriate and beneficial comments about the Company's management from an expert perspective. Therefore, the Company nominates her as a candidate for Outside Director with the expectation that she will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	
9	<p style="text-align: center;">Toru Oyama</p> <div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">New</div> <div style="border: 1px solid black; padding: 2px;">Outside</div> </div> <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">Independent</div> <ul style="list-style-type: none"> ● Date of birth August 24, 1967 ● Number of Company shares held - 	<p>Apr. 1991 Apr. 1998 Mar. 2001 July 2003 Apr. 2005 Jan. 2007 June 2014 Dec. 2019 May 2022 Jan. 2025</p>	<p>Joined Yamaichi Securities Co., Ltd. Joined Fuji Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.) Joined HSBC Securities (Japan) Limited, Tokyo Branch Representative Director of Siren YK (current) Representative Director of Trusty Consulting KK Outside Corporate Auditor of IG Securities Limited (current) Outside Corporate Auditor of eole Inc. (current) Outside Director, Audit and Supervisory Committee Member of FinTech Global Incorporated (current) Outside Director, Audit and Supervisory Committee Member of Azplanning Co., Ltd. (current) Outside Director, Audit and Supervisory Committee Member of Japan M&A Solution Incorporated (current)</p>
<p>■ Overview of reasons for nomination as Outside Director and expected roles Mr. Oyama has worked in the public underwriting department of a securities company and has expertise in corporate governance, finance, and accounting as a stock public listing consultant. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the decision-making and supervisory functions of the Company's Board of Directors based on his extensive experience, professional knowledge, and work experience as an outside officer of other companies, including listed companies.</p>			
10	<p style="text-align: center;">Asami Kuwabara</p> <div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">New</div> <div style="border: 1px solid black; padding: 2px;">Outside</div> </div> <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">Independent</div> <ul style="list-style-type: none"> ● Date of birth February 13, 1987 ● Term as Audit & Supervisory Board Member 3 years ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 4,862 shares 	<p>Apr. 2009 Sept. 2014 Dec. 2022 Feb. 2023</p>	<p>Joined KPMG AZSA LLC Opened Kuwabara C.P.A. Office, Director (current) Audit & Supervisory Board Member of Legaseed, Inc. (current) Outside Audit & Supervisory Board Member of the Company (current)</p>
<p>■ Overview of reasons for nomination as Outside Director and expected roles Ms. Kuwabara has extensive knowledge as a certified public accountant in the areas of corporate auditing and financial accounting. At the Board of Directors, she offers appropriate and beneficial comments about the Company's management from an expert perspective. She is currently making efforts to strengthen the Company's auditing system as an Outside Audit & Supervisory Board Member, and the Company nominates her as a candidate for Outside Director with the expectation that she will contribute to the effective strengthening of the decision-making and supervisory functions of the Company's Board of Directors by utilizing her expertise as a certified public accountant and her experience as an outside officer.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Director candidate Tsutomu Kuroki is the parent company, etc., as established in Article 2, item (iv)-2 of the Companies Act.
 3. Mr. Yoshihiro Isaka, Mr. Masaki Suzuki, Mr. Naoyuki Tanaka, Ms. Makiko Nakagawa, Mr. Toru Oyama and Ms. Asami Kuwabara are candidates for Outside Director, as established by Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
 4. The Company has registered candidates for Director Mr. Yoshihiro Isaka, Mr. Masaki Suzuki, Mr. Naoyuki Tanaka, Ms. Makiko Nakagawa and Ms. Asami Kuwabara as independent officers with the Tokyo Stock Exchange. If elected, they will continue to serve as independent officers. In addition, if Mr. Toru Oyama, a candidate for Director, is appointed as an Outside Director, he will also be registered as an independent officer.
 5. The Company has entered into an agreement with Directors Mr. Yoshihiro Isaka, Mr. Masaki Suzuki, Mr. Naoyuki Tanaka and Ms. Makiko Nakagawa, limiting their liability for damages in Article 423, paragraph (1) of the Companies Act to the amount established by laws and regulations. If elected, the Company will renew this limited liability agreement with each Director. If Mr. Toru Oyama is elected, the Company will enter into this limited liability agreement with him. In addition, the Company has entered into this limited liability agreement with Ms. Asami Kuwabara as an Audit & Supervisory Board Member, and plans to re-enter into this agreement with her as a Director if she is elected as a Director.
 6. The Company has entered into an agreement for directors and officers liability insurance with an insurance company, stating the Directors of the Company as the insured parties. This insurance covers any losses incurred by insured parties in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability. If all candidates for Director are elected, the Company plans to include all of them as the insured parties in the directors and officers liability insurance. The Company plans to renew the same policy under the same conditions in March 2026.
 7. Pursuant to Article 430-2, paragraph (1) of the Companies Act, the Company has entered into an agreement for compensation with each Director of the Company to compensate them for expenses or losses incurred during their performance of duties. If all candidates for Director are elected, the Company plans to enter into or renew their agreements for compensation.
 8. The number of shares of Company stock owned by each candidate includes not only the amount held under the name of the Director candidate, but also the amount de facto owned through the officer stock ownership association.
 9. Director candidate Toru Oyama is Representative Director of Trusty Consulting KK, and the Company had a consulting agreement with this company, but terminated this agreement as of January 31, 2026. Furthermore, the amount of remuneration under this agreement is minimal, and we have determined that it meets the standards for the independence of outside officers of the Company and the Tokyo Stock Exchange, and that there is no risk of a conflict of interest with general shareholders.
 10. During the tenure of Mr. Yoshihiro Isaka, Mr. Masaki Suzuki, Mr. Naoyuki Tanaka and Ms. Makiko Nakagawa as Outside Directors of the Company, the Company received an administrative disposition under Article 306 of the Insurance Business Act from the Kanto Local Finance Bureau on August 6, 2025 due to issues related to the Company's management system and insurance solicitation management system as an insurance agency. Each of these Outside Directors has regularly made comments at Board of Directors meetings from the viewpoint of compliance with laws and regulations, and after the administrative disposition, each of them has appropriately fulfilled their responsibilities by requesting an accurate understanding of the factual background and reporting, encouraging the review of systems and posture to ensure proper business operations, and confirming the progress of the business improvement plan submitted on October 6, 2025, and making comments from an independent, objective, and neutral standpoint as appropriate.

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

Ms. Asami Kuwabara, Audit & Supervisory Board Member, will resign at the conclusion of this meeting. Therefore, the Company proposes the election of one (1) new Audit & Supervisory Board Member.

Since Ms. Kaori Ogawa will be elected as a substitute for Ms. Asami Kuwabara, her term of office will expire when the term of office of the retiring Audit & Supervisory Board Member expires, as stipulated in the Articles of Incorporation of the Company.

This proposal has the consent of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Background, position, and important concurrent positions
<p style="text-align: center;">Kaori Ogawa</p> <div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">New</div> <div style="border: 1px solid black; padding: 2px;">Outside</div> </div> <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">Independent</div> <ul style="list-style-type: none"> ● Date of birth May 11, 1982 ● Number of Company shares held - 	<p>Dec. 2007 Joined KPMG AZSA LLC</p> <p>Mar. 2013 Joined MCC PTA Asia Pacific PTE. LTD.</p> <p>Apr. 2014 Joined Marubeni ASEAN Pte. Ltd.</p> <p>Feb. 2016 Joined Coca-Cola East Japan Co., Ltd. (currently Coca-Cola Bottlers Japan Holdings Inc.)</p> <p>Oct. 2019 Joined Mazars Audit LLC (currently Forvis Mazars Japan Audit LLC)</p> <p>Feb. 2022 Opened Ogawa C.P.A. Office, Representative (current)</p> <p>June 2025 Outside Director (Audit Committee Member) of V Technology Co., Ltd. (current)</p>
<p>■ Reasons for nomination as Outside Audit & Supervisory Board Member</p> <p>Ms. Ogawa has many years of auditing experience, having engaged in accounting audits at KPMG AZSA LLC and then in operational audits at overseas corporations and business companies. She has also established a certified public accountant office and provides consulting services as its Representative to support strengthening governance. Therefore, the Company nominates her as a candidate for Outside Audit & Supervisory Board Member with the expectation that she will contribute to the further strengthening of the Company's auditing system based on her extensive experience and deep knowledge.</p>	

- (Notes) 1. There is no special interest between the candidate and the Company.
2. Ms. Kaori Ogawa is a candidate for Outside Audit & Supervisory Board Member, as established by Article 2, paragraph (3), item (viii) of the Regulations for Enforcement of the Companies Act.
 3. Ms. Kaori Ogawa satisfies the requirements for independent officers as stipulated by the Tokyo Stock Exchange and will be designated as an independent officer if she is elected as an Audit & Supervisory Board Member.
 4. The Company has entered into an agreement with Audit & Supervisory Board Members, limiting their liability for damages in Article 423, paragraph (1) of the Companies Act to the amount established by laws and regulations. If Ms. Kaori Ogawa is elected, the Company plans to enter into the agreement limiting her liability.

5. The Company has entered into an agreement for directors and officers liability insurance with an insurance company, stating the Audit & Supervisory Board Members as the insured parties. This insurance covers any losses incurred by insured parties in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability. If Ms. Kaori Ogawa is elected, the Company plans to include her as an insured party in the directors and officers liability insurance.
6. Pursuant to Article 430-2, paragraph (1) of the Companies Act, the Company has entered into an agreement for compensation with each Audit & Supervisory Board Member of the Company to compensate them for expenses or losses incurred during their performance of duties. If Ms. Kaori Ogawa is elected, the Company plans to enter into an agreement for compensation.

(Reference) Skill matrix of Directors and Audit & Supervisory Board Members

(Notes)

1. The following is the skill matrix of Directors and Audit & Supervisory Board Members if Proposal No. 2 and Proposal No. 3 are approved as proposed at the meeting.
2. Positions listed are those that will be assumed following the conclusion of this General Meeting of Shareholders if the proposals are approved as proposed.
3. The listed experience and skills are only those expected to be utilized based on each person's position. This does not represent all of the knowledge and experience of each Director candidate.

Name	Position	Expected skills and experience								
		Company management	Sales/marketing	Legal affairs/compliance Risk management	Finance/accounting	Human resources/labor affairs	IT/Digital innovation	Sustainability	Finance industry/financial administration	Insurance industry
Kaori Ogawa	Outside Audit & Supervisory Board Member			○	○					
Ayako Kino	Outside Audit & Supervisory Board Member			○		○				
Tetsuya Watanabe	Audit & Supervisory Board Member			○	○		○	○		
Asami Kuwabara	Outside Director				○			○		
Toru Oyama	Outside Director	○		○	○			○		
Makiko Nakagawa	Outside Director	○			○			○		
Naoyuki Tanaka	Outside Director			○		○				
Masaki Suzuki	Outside Director	○			○		○	○		
Yoshihiro Isaka	Outside Director				○	○		○		
Mitsuhide Shioiri	Director		○	○					○	
Takumi Saito	Director	○		○	○				○	
Kenji Adachi	Director		○						○	
Tsutornu Kuroki	Representative Director and President	○		○	○			○	○	

Proposal No. 4: Presentation of Special Achievement Bonus to a Retiring Director

In order to reward Mr. Katsuyuki Tanaka, who will retire from the Board of Directors due to the expiration of his term of office at the conclusion of this meeting, the Company proposes to present a special achievement bonus to him for his distinguished service during his term of office.

After joining the Company in 2014, he primarily oversaw the Corporate Planning Department and played a key role in management oversight, contributing significantly to the Company's listing on the Tokyo Stock Exchange Growth Market in September 2022 and its subsequent reclassification to the Prime Market in September 2023. Since then, he has continued to make significant contributions to the development and growth of the Company's business to enhance our corporate value.

The contents of this proposal have been deliberated by the Nomination and Remuneration Committee, a voluntary body in which a majority of the members are independent Outside Directors. The Company's Board of Directors has established a Company policy that retirement benefits shall not be paid to Directors. However, in light of the above reasons and the results of a series of deliberations, the Board of Directors has determined that the amount and details of the benefits are appropriate.

Stakeholders are asked to fully delegate the timing and method of presentation of this award to the Board of Directors.

The special achievement bonus and background of the retiring Director are as follows.

Name	Amount	Background
Katsuyuki Tanaka	50,000,000 yen	May 2014 Joined the Company Nov. 2015 Director Jan. 2018 Senior Managing Director and General Manager of Corporate Planning Department Nov. 2022 Senior Managing Director, General Manager of Corporate Planning Department, and General Manager of Risk Management Department Feb. 2023 Senior Managing Director and General Manager of Corporate Planning Department Jan. 2026 Senior Managing Director (current)

End