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Securities Code: 7455

June 6, 2025

Start date of measures for electronic provision: May 30, 2025

To Our Shareholders:

Masahiro Sawada
President and Representative Director
PARIS MIKI HOLDINGS Inc.

Head Office: 2-4-3 Nihonbashi-Muromachi, Chuo-ku,
Tokyo

Headquarters: 1-6-31 Konan, Minato-ku, Tokyo

Notice of the 77th Ordinary General Meeting of Shareholders

We are pleased to announce the 77th Ordinary General Meeting of Shareholders of PARIS MIKI HOLDINGS Inc. (hereinafter referred to as the “Company”), which will be held on Thursday, June 26, 2025, as described hereunder.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website: <https://www.paris-miki.com/> (in Japanese)

From the above website, select “Investor Relations,” “IR Library,” and then “General Meeting of Shareholders.”

In addition to the Company’s website mentioned above, the items subject to measures for electronic provision are also posted on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the information below.

TSE website (Listed Company Search):

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

Access the TSE website by using the internet address shown above, enter “PARIS MIKI HOLDINGS Inc.” in “Issue name (company name)” or the Company’s securities code “7455” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you are not attending the meeting in person, you may exercise your voting rights either via the internet, etc. or in writing (by mail). Please exercise your voting rights by 6:30 p.m. on Wednesday, June 25, 2025 after reviewing the Reference Documents for the General Meeting of Shareholders.

Details

1. Date and Time:

Thursday, June 26, 2025 at 2:00 p.m.

(The reception of the attendees to the meeting at the reception desk shall start at 1:30 p.m.)

2. Place:

1-6-31 Konan, Minato-ku, Tokyo

Room F, AP Shinagawa, 8th floor, Shinagawa Tokyu Building

(Please note that the venue is different from the last time. Please refer to the “Map of the Annual General Meeting of Shareholders Venue” (in Japanese) at the end of this document.)

3. Objectives of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements, for the 77th fiscal term (from April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 77th fiscal term (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

Proposal 1: Partial Changes to Articles of Incorporation

Proposal 2: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

Proposal 4: Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal 5: Determination of Remuneration Amount for Directors Who Are Audit & Supervisory Committee Members

Proposal 6: Revision of the Amount and Content of Stock Option Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

4. Notice Regarding Exercise of Voting Rights

- a. If you do not indicate your approval or disapproval of the proposal on the voting form when exercising your voting rights in writing (by mail), we will assume that you have voted in favor of the proposal.
- b. If you exercise your voting rights more than once via the internet, the last exercise of voting rights shall be deemed valid.
- c. If you exercise your voting rights both via the internet and by voting form (by mail), the vote via the internet shall be deemed valid.
- d. If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

Notes:

- * If attending the meeting in person, please present the voting form at the reception desk. You are also requested to bring this convocation notice to the meeting.
- * Paper-based documents stating the items subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation.

- i) From the Business Report:
“The status of the Accounting Auditor,” “Share options,” “System to ensure the properness of operations,” and “Overview of the operational status of the system to ensure properness of operations.”
- ii) From the Consolidated Financial Statements:
“Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements”
- iii) From the Non-consolidated Financial Statements:
“Non-consolidated Balance Sheet,” “Non-consolidated Statement of Income,” “Non-consolidated Statement of Changes in Equity,” and “Notes to the Non-consolidated Financial Statements”
- iv) From the Audit Reports:
“Financial Audit Report on Non-consolidated Financial Statements”

Accordingly, these documents are part of the documents included in the scope of audits by the audit & supervisory board members and the Accounting Auditor when they create their respective audit reports.

Note that, for this General Meeting of Shareholders, paper-based documents stating the items subject to measures for electronic provision, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

- * If revisions to the items subject to measures for electronic provision arises, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website.
- * If you are a shareholder who has opted to receive convocation notices by electromagnetic means but you wish to receive the voting form, please contact the point of contact for stock administration in the Securities Agent Department of Mizuho Trust & Banking Co., Ltd.
- * Please understand that no gifts will be offered at this General Meeting of Shareholders.
- * Please be aware that organizing staff members will be in light clothing (“Cool Biz”) on the day. Therefore, we kindly ask our shareholders to attend the meeting in a similar fashion.
- * The Company plans to distribute a video (on demand) of the General Meeting of Shareholders after the meeting. Details will be announced on the Company’s website.

The Company’s website: <https://www.paris-miki.com/> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Partial Changes to Articles of Incorporation

1. Reason for Changes

The Company will transition to a company with an audit & supervisory committee in order to further enhance corporate governance.

Accordingly, the Company proposes the establishment of new provisions regarding audit & supervisory committee members and the audit & supervisory committee and the deletion of provisions regarding audit & supervisory board members and the audit & supervisory board, which are necessary for the transition to a company with an audit & supervisory committee. In addition, the Company proposes the establishment of supplemental provisions as a transitional measure accompanying the deletion of provisions exempting audit & supervisory board members from liability.

In addition, to achieve prompt decision making and agile business execution, the Company will establish a new provision that allows the delegation of decisions on important business execution to directors. The changes to Articles of Incorporation in this proposal shall take effect at the conclusion of this General Meeting of Shareholders.

Additionally, the necessary text shall be added, deleted, or changed, the number of articles shall be adjusted, and other necessary changes shall be made.

2. Description of Changes

Description of changes is as follows:

(Changes are underlined.)

Present articles	Proposed articles
<p style="text-align: center;">Chapter I General Provisions</p> <p>(Organs)</p> <p>Article 4.</p> <p>The Company shall have, in addition to the General Meeting of Shareholders and directors, the following organs:</p> <p>(1) Board of Directors</p> <p>(2) Audit & Supervisory Board Member</p> <p><u>(3) Audit & Supervisory Board</u></p> <p><u>(4) Accounting Auditor</u></p> <p style="text-align: center;">Chapter II Shares</p> <p>(Share Handling Rules)</p> <p>Article 9.</p> <p>The entries or records in the shareholder register and the share option register of the Company, the purchase and sale of shares less than one share unit, and other handling and fees related to the shares shall be governed by the Share Handling Rules <u>established by the Board of Directors</u>, in addition to applicable laws and regulations and these Articles of Incorporation.</p> <p>(Shareholder Register Administrator)</p> <p>Article 10.</p> <p>1 The Company shall have a Shareholder Register Administrator.</p> <p>2 The Shareholder Register Administrator and the place of business thereof shall be</p>	<p style="text-align: center;">Chapter I General Provisions</p> <p>(Organs)</p> <p>Article 4.</p> <p>The Company shall have, in addition to the General Meeting of Shareholders and directors, the following organs:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit & Supervisory Committee</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>(3) Accounting Auditor</u></p> <p style="text-align: center;">Chapter II Shares</p> <p>(Share Handling Rules)</p> <p>Article 9.</p> <p>The entries or records in the shareholder register and the share option register of the Company, the purchase and sale of shares less than one share unit, and other handling and fees related to the shares shall be governed by the Share Handling Rules established by the Board of Directors <u>or by a director delegated by resolution of the Board of Directors</u>, in addition to applicable laws and regulations and these Articles of Incorporation.</p> <p>(Shareholder Register Administrator)</p> <p>Article 10.</p> <p>1 (Unchanged)</p> <p>2 The Shareholder Register Administrator and the place of business thereof shall be</p>

Present articles	Proposed articles
<p>designated by <u>resolution of the Board of Directors</u>, and public notice thereof shall be given.</p> <p>3 (Omitted)</p> <p>Chapter IV Directors and Board of Directors (Number of Directors)</p> <p>Article 17.</p> <p>The Company shall have not more than nine directors.</p> <p>(Newly Established)</p> <p>(Method for the Election of Directors)</p> <p>Article 18.</p> <p>1 Directors shall be elected <u>by</u> resolution of the General Meeting of Shareholders.</p> <p>2 (Omitted)</p> <p>3 (Omitted)</p> <p>(Newly Established)</p> <p>(Term of Office of Directors)</p> <p>Article 19.</p> <p>The term of office of a director shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within one year after his/her election.</p> <p>(Newly Established)</p> <p>(Newly Established)</p>	<p>designated by <u>the Board of Directors or by a director delegated by resolution of the Board of Directors</u>, and public notice thereof shall be given.</p> <p>3 (Unchanged)</p> <p>Chapter IV Directors and Board of Directors (Number of Directors)</p> <p>Article 17.</p> <p><u>1 The Company shall have not more than nine directors (excluding directors who are audit & supervisory committee members).</u></p> <p><u>2 The Company shall have not more than five directors who are audit & supervisory committee members.</u></p> <p>(Method for the Election of Directors)</p> <p>Article 18.</p> <p>1 Directors shall be elected by resolution of the General Meeting of Shareholders. <u>However, directors who are audit & supervisory committee members shall be elected separately from other directors.</u></p> <p>2 (Unchanged)</p> <p>3 (Unchanged)</p> <p><u>4 The Company may, at a General Meeting of Shareholders, elect substitute directors who are audit & supervisory committee members to be ready to fill a vacant position should the number of directors who are audit & supervisory committee members fall below the number required by laws and regulations.</u></p> <p>(Term of Office of Directors)</p> <p>Article 19.</p> <p><u>1 The term of office of a director (excluding directors who are audit & supervisory committee members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within one year after his/her election.</u></p> <p><u>2 The term of office of a director who is an audit & supervisory committee member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within two years after his/her election.</u></p> <p><u>3 The term of office of a director (excluding directors who are audit & supervisory committee members) elected to increase the number of directors or to substitute directors shall expire at the end of the term of office of incumbent directors (excluding directors who are audit & supervisory committee members).</u></p>

Present articles	Proposed articles
<p>(Newly Established)</p> <p>(Representative Director and Directors With Special Titles) Article 20.</p> <ol style="list-style-type: none"> 1 <u>The Board of Directors shall appoint, by its resolution, a director to represent the Company.</u> 2 <u>The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, one or a small number of Directors, Executive Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</u> <p>(Convocation notices of the Board of Directors) Article 22.</p> <ol style="list-style-type: none"> 1 When convening a meeting of the Board of Directors, a notice shall be dispatched to each director <u>and each audit & supervisory board member</u> at least three days before the day of the meeting. However, in case of an emergency, this period may be reduced. 2 For the notice set forth in the preceding paragraph, with the consent of all directors <u>and all audit & supervisory board members</u>, a meeting of the Board of Directors may be held without following the convening procedures. <p>(Newly Established)</p> <p>(Resolution Method by the Board of Directors) Article 23.</p> <ol style="list-style-type: none"> 1 (Omitted) 2 The Company shall deem that the Board of 	<p>4 <u>The term of office of a director who is an audit & supervisory committee member elected as a substitute for a director who is an audit & supervisory committee member who retired before the expiration of the term of office shall expire at the end of the term of office of the retired director who is an audit & supervisory committee member.</u></p> <p>(Representative Director and Directors With Special Titles) Article 20.</p> <ol style="list-style-type: none"> 1 <u>Representative Directors shall be selected by resolution of the Board of Directors from among the directors (excluding directors who are audit & supervisory committee members).</u> 2 <u>From among the directors (excluding directors who are audit & supervisory committee members), by resolution of the Board of Directors, the Company may appoint one Director and Chairman, one Director and President, and one or a small number of Directors, Executive Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</u> <p>(Convocation notices of the Board of Directors) Article 22.</p> <ol style="list-style-type: none"> 1 When convening a meeting of the Board of Directors, a notice shall be dispatched to each director at least three days before the day of the meeting. However, in case of an emergency, this period may be reduced. 2 For the notice set forth in the preceding paragraph, with the consent of all directors, a meeting of the Board of Directors may be held without following the convening procedures. <p><u>(Delegation of Important Business Execution Decisions)</u> <u>Article 23.</u> <u>Pursuant to the provisions of paragraph (6), Article 399-13 of the Companies Act, the Company may delegate all or part of the decision making on the execution of important business operations (excluding matters listed in the items of paragraph (5) of the same Article) to directors by resolution of the Board of Directors.</u></p> <p>(Resolution Method by the Board of Directors) Article 24.</p> <ol style="list-style-type: none"> 1 (Unchanged) 2 The Company shall deem that the Board of

Present articles	Proposed articles
<p>Directors has passed a resolution to approve of matters to be resolved by the Board of Directors if all directors (limited to those who are entitled to participate in votes with respect to such matter) manifest their intention to agree in writing or by electromagnetic record. <u>However, this shall not apply when an audit & supervisory board member makes an objection.</u></p>	<p>Directors has passed a resolution to approve of matters to be resolved by the Board of Directors if all directors (limited to those who are entitled to participate in votes with respect to such matter) manifest their intention to agree in writing or by electromagnetic record.</p>
<p><u>Article 24.</u> (Omitted) (Remuneration, Etc. of Directors)</p>	<p><u>Article 25.</u> (Unchanged) (Remuneration, Etc. of Directors)</p>
<p><u>Article 25.</u> The remunerations and bonuses of directors and other financial benefits received by directors from the Company as consideration for the execution of their duties (hereinafter referred to as “remunerations, etc.”) shall be determined by resolution of the General Meeting of Shareholders.</p>	<p><u>Article 26.</u> The remunerations and bonuses of directors and other financial benefits received by directors from the Company as consideration for the execution of their duties (hereinafter referred to as “remunerations, etc.”) shall be determined by resolution of the General Meeting of Shareholders. <u>However, the remuneration, etc. for directors who are audit & supervisory committee members shall be determined, separately from the remuneration, etc. for other directors, by resolution of the General Meeting of Shareholders.</u></p>
<p><u>Articles 26 - 27.</u> (Omitted) Chapter V <u>Audit & Supervisory Board</u> <u>Member and Meeting of the Audit & Supervisory Board</u></p>	<p><u>Articles 27 - 28.</u> (Unchanged) Chapter V <u>Audit & Supervisory Committee</u></p>
<p><u>(Number of Audit & Supervisory Board Members)</u> <u>Article 28.</u> <u>The Company shall have not more than five audit & supervisory board members.</u> <u>(Method for the Election of Audit & Supervisory Board Members)</u></p>	<p>(Deleted)</p>
<p><u>Article 29.</u> <u>1 Audit & supervisory board members shall be elected by resolution of the General Meeting of Shareholders.</u> <u>2 The resolution to elect audit & supervisory board members shall be made by a majority of the votes at a meeting attended by shareholders holding at least one-third of the total voting rights of shareholders who are entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p><u>(Term of Office of Audit & Supervisory Board Members)</u></p>	
<p><u>Article 30.</u> <u>1 The term of office of an audit & supervisory board member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within four years after his/her election.</u></p>	<p>(Deleted)</p>

Present articles	Proposed articles
<p><u>2 The term of office of an audit & supervisory board member who is elected as a substitute audit & supervisory board member who retired from office before the expiration of the term of office shall expire at the end of the term of office of the audit & supervisory board member who retired.</u> (Standing Audit & Supervisory Board Member)</p> <p><u>Article 31.</u> <u>Standing audit & supervisory board members shall be elected by resolution of the audit & supervisory board.</u> (Notice of Meeting of the Audit & Supervisory Board)</p> <p><u>Article 32.</u> 1 When convening a <u>meeting of the audit & supervisory board</u>, a notice shall be dispatched to <u>each audit & supervisory board member</u> at least three days before the day of the meeting. However, in case of an emergency, this period may be reduced. 2 For the notice set forth in the preceding paragraph, with the consent of <u>all audit & supervisory board members</u>, a <u>meeting of the audit & supervisory board</u> may be held without following the convening procedures. (Resolution Method by the Audit & Supervisory Board)</p> <p><u>Article 33.</u> <u>The resolution at a meeting of the audit & supervisory board, unless otherwise provided for by laws and regulations, shall be made by a majority of the votes of the audit & supervisory board members.</u> (Audit & Supervisory Board Rules)</p> <p><u>Article 34.</u> <u>Matters concerning the audit & supervisory board shall be governed by the audit & supervisory board rules established by the audit & supervisory board, in addition to applicable laws and regulations and these Articles of Incorporation.</u> (Remuneration, Etc. of Audit & Supervisory Board Members)</p> <p><u>Article 35.</u> <u>Remuneration, etc. of audit & supervisory board members shall be determined by resolution of the General Meeting of Shareholders.</u> (Exemption of Audit & Supervisory Board Members from Liability)</p> <p><u>Article 36.</u> 1 <u>In accordance with the provisions of</u></p>	<p>(Standing Audit & Supervisory Committee Member)</p> <p><u>Article 29.</u> <u>The audit & supervisory committee may appoint a standing audit & supervisory committee member by its resolution.</u> (Notice of Meeting of the Audit & Supervisory Committee)</p> <p><u>Article 30.</u> 1 When convening a <u>meeting of the audit & supervisory committee</u>, a notice shall be dispatched to <u>each audit & supervisory committee member</u> at least three days before the day of the meeting. However, in case of an emergency, this period may be reduced. 2 For the notice set forth in the preceding paragraph, with the consent of <u>all audit & supervisory committee members</u>, a <u>meeting of the audit & supervisory committee</u> may be held without following the convening procedures. (Resolution Method by the Audit & Supervisory Committee)</p> <p><u>Article 31.</u> <u>The resolution at a meeting of the audit & supervisory committee shall be made with the attendance of a majority of the audit & supervisory committee members who are entitled to vote, and by a majority of the votes of those present.</u> (Audit & Supervisory Committee Rules)</p> <p><u>Article 32.</u> <u>Matters concerning the audit & supervisory committee shall be governed by the audit & supervisory committee rules established by the audit & supervisory committee, in addition to applicable laws and regulations and these Articles of Incorporation.</u></p> <p>(Deleted)</p> <p>(Deleted)</p>

Present articles	Proposed articles
<p><u>paragraph (1), Article 426 of the Companies Act, the Company may exempt, by a resolution of the Board of Directors, an audit & supervisory board member (including a former audit & supervisory board member) from liability under paragraph (1), Article 423 of the Companies Act to the extent of the amount permitted by laws and regulations.</u></p> <p><u>2 In accordance with the provisions of paragraph (1), Article 427 of the Companies Act, the Company may enter into an agreement with the audit & supervisory board members limiting liability for damages set forth in paragraph (1), Article 423 of the same Act. However, the maximum amount of liability under aforesaid agreement shall be the higher of either the predetermined amount of 1 million yen or more or an amount provided for by laws and regulations.</u></p> <p>Chapter VI Accounting Auditor <u>Articles 37 - 38.</u> (Omitted) (Remuneration, Etc. of Accounting Auditors) <u>Article 39.</u> Remuneration, etc. to Accounting Auditors shall be determined by the Representative Director with the consent of the <u>audit & supervisory board.</u></p> <p><u>Article 40.</u> (Omitted)</p> <p>Chapter VII Accounting <u>Articles 41 - 44.</u> (Omitted)</p> <p>(Newly Established)</p>	<p>Chapter VI Accounting Auditor <u>Articles 33 - 34.</u> (Unchanged) (Remuneration, Etc. of Accounting Auditors) <u>Article 35.</u> Remuneration, etc. to Accounting Auditors shall be determined by the Representative Director with the consent of the <u>audit & supervisory committee.</u></p> <p><u>Article 36.</u> (Unchanged)</p> <p>Chapter VII Accounting <u>Articles 37 - 40.</u> (Unchanged)</p> <p><u>Supplementary provisions</u> <u>(Transitional Measures Regarding Exemption of Audit & Supervisory Board Members from Liability)</u> <u>Article 1.</u> <u>Pursuant to the provisions of paragraph (1), Article 426 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an audit & supervisory board member (including a former audit & supervisory board member) from his/her liability arising from neglecting his/her duties to the extent permitted by laws and regulations before the partial changes to the Articles of Incorporation resolved at the 77th Ordinary General Meeting of Shareholders take effect.</u></p>

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.

Proposal 2: Election of Four (4) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

If Proposal 1, “Partial Changes to Articles of Incorporation,” is approved and passed as originally proposed, the Company will transition to a company with an audit & supervisory committee, and the terms of office of five (5) directors will expire when the changes to the Articles of Incorporation come into effect.

Accordingly, the Company proposes the election of four (4) directors (excluding directors who are audit & supervisory committee members; the same applies hereinafter in this proposal). This proposal shall take effect on the condition that the changes to the Articles of Incorporation in Proposal 1 “Partial Changes to Articles of Incorporation” becomes effective.

Candidates for director are as follows.

Candidate No.	Name	Current position and responsibility in the Company	Attribute of candidate
1	Mikio Tane	Chairman and Representative Director	Re-election
2	Masahiro Sawada	President and Representative Director	Re-election
3	Fumihiko Nakao	Director, Executive Vice President	Re-election
4	Akiko Iwamoto	Outside Director	Re-election Outside

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
1	Mikio Tane (November 9, 1959) [Re-election]	<p>April 1984 Joined MIKI OPTICAL Inc.</p> <p>August 1986 Director, MIKI OPTICAL Inc.</p> <p>March 1988 Senior Executive Director, PARIS MIKI Inc.</p> <p>June 1988 President and Representative Director, PARIS MIKI Inc.</p> <p>February 1989 Representative Director, Lunettes Inc.</p> <p>May 1994 Representative Director, Executive Vice President, PARIS MIKI Inc.</p> <p>May 1997 Representative Director, Executive Vice President, Manager, Human Resources, PARIS MIKI Inc.</p> <p>March 1999 General Manager, PARIS MIKI (INTERNATIONAL) SA</p> <p>June 1999 Representative Director, Executive Vice President, Manager, Human Resources and Overseas Operations, PARIS MIKI Inc.</p> <p>December 2002 Director, Codomo Limited (current position)</p> <p>June 2003 Director, PARIS MIKI Inc.</p> <p>June 2005 Representative Director, PARIS MIKI Inc.</p> <p>June 2008 Director, PARIS MIKI Inc.</p> <p>June 2008 Senior Managing Director, Lunettes Inc.</p> <p>April 2009 Chief Director, Okuizumo Tane Museum of Natural History (Public Interest Incorporated Foundation) (current position)</p> <p>July 2009 Representative Director, PARIS MIKI Inc.</p> <p>June 2011 Director, PARIS MIKI HOLDINGS Inc.</p> <p>August 2013 President and Representative Director, Clover Asset Management Inc. (now PARIS MIKI Asset Management Inc.)</p> <p>September 2014 Director, PX Group SA</p> <p>January 2015 Director, PARIS MIKI (INTERNATIONAL) SA</p> <p>June 2015 Representative Director, Executive Vice President, PARIS MIKI HOLDINGS Inc.</p> <p>June 2017 Director, PARIS MIKI HOLDINGS Inc.</p> <p>October 2017 President and Representative Director, Lunettes Inc. (current position)</p> <p>November 2017 Chairman and Representative Director, PARIS MIKI HOLDINGS Inc. (current position)</p> <p>January 2019 Chairman and Representative Director, PARIS MIKI (INTERNATIONAL) SA (current position)</p> <p>October 2023 President and Representative Director, PARIS MIKI Asset Management Inc.</p>	3,042,650 shares
	<p>[Reasons for nomination as candidate for director]</p> <p>The Company nominates Mr. Mikio Tane for another term as a candidate for director as he conducts important decision making as Chairman and Representative Director under the customer-first corporate philosophy from a medium- to long-term perspective. He also has extensive experience and insight needed for the Group's overall management.</p>		

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
2	Masahiro Sawada (February 9, 1957)	<p>April 1980 Joined MIKI OPTICAL Inc.</p> <p>January 2001 Director, PARIS MIKI AUSTRALIA PTY. LTD.</p> <p>April 2004 Human Resources Chief, PARIS MIKI Inc.</p> <p>November 2004 Executive Officer, Human Resources Chief, PARIS MIKI Inc.</p> <p>September 2005 Merchandising division Chief, PARIS MIKI Inc.</p> <p>June 2015 Director, PARIS MIKI Inc.</p> <p>February 2016 President and Representative Director, PARIS MIKI Inc.</p> <p>June 2016 Director, PARIS MIKI HOLDINGS Inc.</p> <p>May 2017 Executive Vice President, Lunettes Inc.</p> <p>June 2017 President and Representative Director, PARIS MIKI HOLDINGS Inc. (current position)</p>	51,852 shares
	[Re-election]	<p>[Reasons for nomination as candidate for director]</p> <p>The Company nominates Mr. Masahiro Sawada for another term as a candidate for director as he has shown strong leadership and is working hard to ensure customer satisfaction as President and Representative Director of the Company. He also has extensive experience and insight of business execution as the Manager of an overseas subsidiary, and as the person responsible for human resources and various business divisions such as Merchandising division.</p>	
3	Fumihiko Nakao (March 21, 1961)	<p>April 1984 Joined MIKI OPTICAL Inc.</p> <p>November 1986 Manager, PARIS-MIKI OPTIQUE H.K. LTD.</p> <p>August 1991 Director, PARIS MIKI OPTICAL (THAILAND) LTD.</p> <p>September 1996 Director, OPTIQUE PARIS-MIKI (S) PTE. LTD.</p> <p>April 2004 Manager, Department Store Operations, PARIS MIKI Inc.</p> <p>November 2004 Executive Officer, Merchandising division Chief, PARIS MIKI Inc.</p> <p>June 2007 Director, PARIS MIKI Inc.</p> <p>January 2009 President, PARIS MIKI Inc.</p> <p>July 2009 President and Representative Director, PARIS MIKI Inc.</p> <p>February 2012 Director, PARIS MIKI HOLDINGS Inc.</p> <p>June 2015 Senior Managing Director, PARIS MIKI HOLDINGS Inc.</p> <p>June 2016 Executive Vice President, PARIS MIKI HOLDINGS Inc.</p> <p>May 2017 Senior Managing Director, Lunettes Inc.</p> <p>July 2017 President and Representative Director, Medishared Co., Ltd.</p> <p>June 2018 Director, PARIS MIKI HOLDINGS Inc.</p> <p>July 2020 Director, Executive Vice President, PARIS MIKI HOLDINGS Inc.</p> <p>February 2024 Director, Executive Vice President and CFO, PARIS MIKI HOLDINGS Inc.</p> <p>March 2025 Director, Executive Vice President, PARIS MIKI HOLDINGS Inc. (current position)</p>	30,370 shares
	[Re-election]	<p>[Reasons for nomination as candidate for director]</p> <p>The Company nominates Mr. Fumihiko Nakao for another term as a candidate for director as he has experience as a President and Representative Director of the Group's major subsidiary and because he has extensive experience and insight of business execution as the manager and director of multiple overseas subsidiaries and as the person responsible for various business divisions such as Merchandising division.</p>	

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
4	Akiko Iwamoto (May 27, 1968) [Re-election] [Outside]	<p>April 1991 Joined First Chicago Corp. (now JPMorgan Chase Bank, N.A.)</p> <p>April 2000 Vice President, Bank One Corp. (now JPMorgan Chase Bank, N.A.)</p> <p>April 2002 Vice President, Royal Bank of Canada</p> <p>April 2004 Chief Dealer, Aozora Bank, Ltd.</p> <p>February 2009 Representative, OFFICE [W.I.S.H] (current position)</p> <p>April 2012 Visiting Professor, Faculty of Business Administration, Osaka University of Economics</p> <p>June 2015 Outside Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc.</p> <p>June 2016 Outside Director, PARIS MIKI HOLDINGS Inc. (current position)</p> <p>May 2017 Audit & Supervisory Board Member, Lunettes Inc.</p> <p>May 2018 Director, Lunettes Inc.</p> <p>July 2023 Executive Director, Faculty of Business Administration, Osaka University of Economics (current position)</p>	— shares
	<p>[Reasons for nomination as candidate for outside director and overview of expected roles] The Company nominates Ms. Akiko Iwamoto for another term as a candidate for outside director as she has professional and extensive insight related to international finance and international economics, as well as abundant experience in the financial industry in Japan and overseas, and because the Company expects that she will continue to provide advice to the management team and supervise the execution of duties by the directors based on her insight and experience. Note that although she has no experience of involvement in the management of a company in any way other than as an outside officer, the Company judges that she is able to appropriately perform her duties as an outside director due to the aforementioned reasons.</p>		

- Notes:
1. Mr. Mikio Tane is President and Representative Director of Lunettes Inc. concurrently, which is the parent company of the Company.
 2. There are no special interests between the other candidates for director and the Company.
 3. Ms. Akiko Iwamoto is a candidate for outside director.
 4. The number of the Company's shares held by each candidate presented is the number of shares held as of March 31, 2025, and it includes his/her shareholding in PARIS MIKI's Officers Shareholding Association.
 5. The current length of Ms. Akiko Iwamoto's service as an outside director of the Company will be nine (9) years at the conclusion of this General Meeting of Shareholders.
 6. Ms. Akiko Iwamoto has been an executive or non-executive officer of Lunettes Inc. for the past ten years, and her positions and responsibilities are as stated in the "Career summary, positions, business in charge, and important concurrent posts" section above. Note that Ms. Akiko Iwamoto resigned her position at Lunettes Inc. as of May 2019.
 7. The Company has entered into an agreement limiting liability with Ms. Akiko Iwamoto. If her re-election is approved, the Company intends to continue the aforesaid agreement, which limits her liability for damages to the higher of 1 million yen or the minimum amount set forth in paragraph (1), Article 425 of the Companies Act.
 8. The Company has entered into a compensation agreement with Mr. Mikio Tane, Mr. Masahiro Sawada, Mr. Fumihiko Nakao, and Ms. Akiko Iwamoto based on the provisions of paragraph (1), Article 430-2 of the Companies Act. Under this agreement, the Company will indemnify the costs set forth in item 1 and the losses set forth in item 2 of the same paragraph to the extent permissible by laws and regulations (excluding cases of willful misconduct or gross negligence). If the election of each candidate is approved, the Company intends to continue the aforesaid agreement with them.
 9. The Company has entered into a directors and officers liability insurance policy as stipulated in paragraph (1), Article 430-3 of the Companies Act with an insurance company, and a summary of the contents of such insurance policy is shown on page 40 of the Business Report (in Japanese only). If the election of a candidate for director is approved, they will continue to be included as an insured under the said insurance policy. Furthermore, the Company plans to renew the insurance policy under the same terms at the next renewal.

[Reference] Skill Matrix for the Current Board of Directors (Including Audit & Supervisory Board Members and Executive Officers)

Name	Position and Responsibility	Diversity	General Management Skills				Skills and Characteristics in Company Strategy	
			Corporate management	International operations	Finance	Governance	Excitement	Security
Mikio Tane	Chairman and Representative Director		•	•	•			Asset Management
Masahiro Sawada	President and Representative Director		•	•		•	Design Entertainment	
Fumihiko Nakao	Director, Executive Vice President		•	•	•			Medical
Akiko Iwamoto	Outside Director	•		•	•			Social Contribution
Satoru Nino	Outside Director	•	•	•			Design Art Fashion	Ecology Sustainability

Kiyokazu Tokuoka	Standing Audit & Supervisory Board Member					•		
Yoshiaki Nishimura	Outside Audit & Supervisory Board Member		•	•	•		EC Fund Settlement DX	
Toshiki Sada	Outside Audit & Supervisory Board Member		•	•	•		Design	Conversational Skills

Yuji Tsuneyoshi	Executive Officer in charge of Sales		•			•	Hospitality	Coaching
Ryoichi Tominaga	Executive Officer and CHRO		•					Sustainability
Yuji Kayama	Executive Officer in charge of Products		•		•	•	Merchandise Planning	Manufacturing Quality Control
Masanori Yaginuma	Executive Officer CFO			•	•			

Notes: 1. Shows major skills and anticipated skills (up to three) of each officer.
2. The Diversity category shows items related to diversity such as gender, overseas residence, etc.
3. The Company has defined its Purpose (reason for existence) as being centered on the focal points of Excitement and Security for the prosperity of each and every customer. In addition to general management skills, skills and characteristics of each officer are shown that particularly relate to these elements.

Proposal 3: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

When Proposal 1 “Partial Changes to Articles of Incorporation” is approved and passed as originally proposed, the Company will transition to a company with an audit & supervisory committee.

Accordingly, the Company proposes the election of three (3) directors who are audit & supervisory committee members. This proposal has obtained the consent of the Audit & Supervisory Board.

This proposal shall take effect on the condition that the changes to the Articles of Incorporation in Proposal 1 “Partial Changes to Articles of Incorporation” becomes effective.

Candidates for director who are audit & supervisory committee members are as follows.

Candidate No.	Name	Current position and responsibility in the Company	Attribute of candidate		
1	Kiyokazu Tokuoka	Standing Audit & Supervisory Board Member	New election		
2	Yoshiaki Nishimura	Outside Audit & Supervisory Board Member	New election	Outside	Independent
3	Toshiki Sada	Outside Audit & Supervisory Board Member	New election	Outside	Independent

Candidate No.	Name (Date of birth)	Career summary, position, and responsibility in the Company (important concurrent posts)		Number of the Company's shares held
1	Kiyokazu Tokuoka (February 16, 1960) [New election]	March 1982 January 2011 April 2012 April 2015 April 2019 April 2021 June 2023 June 2023 June 2024 June 2024	Joined MIKI OPTICAL Inc. Executive Officer, Kinki Block, PARIS MIKI Inc. GM, Keihan-Osaka South Block, PARIS MIKI Inc. GM, East Chugoku Block, PARIS MIKI Inc. Executive Officer, Manager, Sales, PARIS MIKI Inc. Executive Officer, Manager, Sales of West Japan, PARIS MIKI Inc. Audit & Supervisory Board Member, PARIS MIKI Inc. (current position) Audit & Supervisory Board Member, KIMPO-DO Co. Ltd. (current position) Audit & Supervisory Board Member, PARIS MIKI Asset Management Inc. (current position) Standing Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. (current position)	29,536 shares
[Reasons for nomination as candidate for director who is an audit & supervisory committee member] The Company nominates Mr. Kiyokazu Tokuoka as a candidate for director as he has served as the person responsible for sales divisions and he has experience as an audit & supervisory board member of a subsidiary of the Company. The Company judges that he is able to perform his duties as a director who is an audit & supervisory committee member by making use of aforementioned experience and insight to perform proper supervision from an objective standpoint.				
2	Yoshiaki Nishimura (December 29, 1966) [New election] [Outside] [Independent]	September 1993 November 1996 April 1997 April 2002 December 2003 December 2003 July 2011 June 2016	Joined Ota Showa Ernst & Young (now Ernst & Young Tax Co.) Registered as Certified Tax Accountant Seconded to The Fuji Bank, Limited (now Mizuho Bank, Ltd.) Senior Manager, KPMG Peat Marwick (now KPMG Tax Corporation) Representative Director, United Partners Inc. (current position) Director, Yoshiaki Nishimura Certified Public Tax Accountant Office (current position) Audit & Supervisory Board Member, Lunettes Inc. Outside Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. (current position)	— shares
[Reasons for nomination as candidate for outside director who is an audit & supervisory committee member] The Company expects that Mr. Yoshiaki Nishimura will continue to utilize his management experience and specialized knowledge and experience as a certified tax accountant to provide supervision and advice on the execution of duties by the directors from a specialized and broad perspective with regard to general management and corporate audits. Additionally, the Company expects him to engage in and supervise the selection of candidates for the Company's officers and the determination of officers' remuneration and other matters from an objective and neutral standpoint.				

Candidate No.	Name (Date of birth)	Career summary, position, and responsibility in the Company (important concurrent posts)	Number of the Company's shares held
3	Toshiki Sada (June 16, 1950) [New election] [Outside] [Independent]	<p>April 1974 Joined Nomura Securities Co., Ltd.</p> <p>June 1989 President, Nomura France S.A.</p> <p>June 1998 Director, Financial & Economic Research Center, Nomura Securities</p> <p>June 2000 Senior Managing Director, Nomura Asset Management Co., Ltd.</p> <p>June 2005 Outside Audit & Supervisory Committee Member, JAFECO Co., Ltd. (now JAFECO Group Co., Ltd.)</p> <p>March 2011 Outside Audit & Supervisory Board Member, KAYAC Inc.</p> <p>June 2012 Outside Audit & Supervisory Board Member, eAccess Ltd.</p> <p>July 2013 Outside Audit & Supervisory Board Member, Baring Asset Management Ltd. (now Barings Japan Limited)</p> <p>June 2015 Advisor, KITZ Corporation</p> <p>July 2016 Outside Audit & Supervisory Board Member, Goodpatch Inc. (current position)</p> <p>August 2017 External Audit & Supervisory Board Member, RENOVIA, Inc. (current position)</p> <p>March 2018 Outside Audit & Supervisory Board Member, Draft Inc.</p> <p>November 2018 Outside Audit & Supervisory Board Member, Hobonichi Co., Ltd. (current position)</p> <p>June 2019 Outside Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. (current position)</p> <p>June 2021 Audit & Supervisory Board Member, PARIS MIKI Inc. (current position)</p>	30,000 shares
<p>[Reasons for nomination as candidate for outside director who is an audit & supervisory committee member]</p> <p>The Company expects that Mr. Toshiki Sada will continue to utilize his work and management experience at a securities company, as well as his extensive experience as an outside audit & supervisory board member at an investment advisory company and a business company, to provide supervision and advice on the execution of duties by the directors from a specialized and broad perspective with regard to general management and corporate audits. Additionally, the Company expects him to engage in and supervise the selection of candidates for the Company's officers and the determination of officers' remuneration and other matters from an objective and neutral standpoint.</p>			

- Notes:
- There are no special interests between the candidates and the Company.
 - Mr. Yoshiaki Nishimura and Mr. Toshiki Sada are candidates for outside director.
 - The number of the Company's shares held by each candidate presented is the number of shares held as of March 31, 2025, and it includes his/her shareholding in PARIS MIKI's Officers Shareholding Association.
 - Mr. Yoshiaki Nishimura has been a non-executive officer of Lunettes Inc. for the past ten years, and his positions and responsibilities are as stated in the "Career summary, position, and responsibility in the Company (important concurrent posts)" section above. Note that Mr. Yoshiaki Nishimura resigned his position at Lunettes Inc. as of May 2019.
 - The Company has entered into an agreement limiting liability with Mr. Kiyokazu Tokuoka, Mr. Yoshiaki Nishimura, and Mr. Toshiki Sada. If their election is approved, the Company intends to continue the aforesaid agreement, which limits their liability for damages to the higher of 1 million yen or the minimum amount set forth in paragraph (1), Article 425 of the Companies Act.
 - The Company has entered into a compensation agreement with Mr. Kiyokazu Tokuoka, Mr. Yoshiaki Nishimura, and Mr. Toshiki Sada based on the provisions of paragraph (1), Article 430-2 of the Companies Act. Under this agreement, the Company will indemnify the costs set forth in item 1 and the losses set forth in item 2 of the same paragraph to the extent permissible by laws and regulations (excluding cases of willful misconduct or gross negligence). If the election of each candidate is approved, the Company intends to continue the aforesaid agreement with them.
 - The Company has entered into a directors and officers liability insurance policy as stipulated in paragraph (1), Article 430-3 of the Companies Act with an insurance company, and a summary of the contents of such insurance policy is shown on page 40 of the Business Report (in Japanese only). If each candidate is elected and assumes the office as director who is an audit & supervisory committee member, they will become the insured under the said insurance policy. Furthermore, the Company plans to renew the insurance policy under the same terms at the next renewal.
 - The Company has notified Mr. Toshiki Sada as an independent officer as provided for by the Tokyo Stock Exchange. In addition, if the election of Mr. Yoshiaki Nishimura is approved, he will satisfy the requirements for an

independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to notify the aforementioned exchange of both of them as independent officers.

Proposal 4: Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

When Proposal 1 “Partial Changes to Articles of Incorporation” is approved and passed as originally proposed, the Company will transition to a company with an audit & supervisory committee.

At the 71st Ordinary General Meeting of Shareholders held on June 25, 2019, the amount of remuneration for directors of the Company was approved to be up to 300 million yen per year (of which up to 30 million yen will be for outside directors; however, this does not include the amount of employee salary for directors who concurrently serve as employees). These remuneration conditions have remained in effect to this day. However, in conjunction with a transition to a company with an audit & supervisory committee, the Company proposes to abolish this and set a new amount of remuneration for directors (excluding directors who are audit & supervisory committee members) of up to 300 million yen per year (of which up to 30 million yen will be for outside directors). In addition, as before, the remuneration amount for directors shall not include the amount of employee salary for directors who concurrently serve as employees.

The outline of the policy for determining the remuneration, etc. of individual directors for the 77th fiscal year of the Company is as set out on page 40 and following of the Business Report. If this proposal is approved, the Company plans to change the policy to apply to directors (excluding directors who are audit & supervisory committee members).

The contents of this proposal are in line with the above policy, and have been decided by the Board of Directors after deliberation by the Nomination and Remuneration Committee, taking into consideration a comprehensive range of factors, including the scale of the Company’s business, the officers’ remuneration system and its payment levels, the current number of officers, and future trends, and the Company has judged that it is appropriate.

Moreover, the current number of directors is five (including two outside directors). When Proposals 1 and 2 are approved and passed as originally proposed, the number of directors concerning this proposal (excluding directors who are audit & supervisory committee members) will be four (including one outside director).

This proposal shall take effect on the condition that the changes to the Articles of Incorporation in Proposal 1 “Partial Changes to Articles of Incorporation” becomes effective.

Proposal 5: Determination of Remuneration Amount for Directors Who Are Audit & Supervisory Committee Members

When Proposal 1 “Partial Changes to Articles of Incorporation” is approved and passed as originally proposed, the Company will transition to a company with an audit & supervisory committee.

Therefore, the Company proposes that the remuneration amount for directors who are audit & supervisory committee members be no more than 50 million yen per year.

This proposal has been decided upon taking into consideration a comprehensive range of factors, including the scale of the Company’s business, the officers’ remuneration system and its payment levels, the current number of officers, and future trends, and the Company believes that it is appropriate.

When Proposals 1 and 3 are approved and passed as originally proposed, the number of directors who are audit & supervisory committee members related to this proposal will be three.

This proposal shall take effect on the condition that the changes to the Articles of Incorporation in Proposal 1 “Partial Changes to Articles of Incorporation” becomes effective.

**Proposal 6: Revision of the Amount and Content of Stock Option Remuneration for Directors
(Excluding Directors Who Are Audit & Supervisory Committee Members)**

At the 73rd Ordinary General Meeting of Shareholders held on June 25, 2021, we received approval to issue share options as stock options in an amount of up to 100 million yen per year (of which up to 10 million yen will be for outside directors), separate from the amount of directors' remuneration, which is up to 300 million yen per year (of which up to 30 million yen will be for outside directors; however, this does not include the amount of employee salary for directors who concurrently serve as employees). These remuneration conditions have remained in effect to this day. However, subject to the approval and passing of Proposal 1, "Partial Changes to Articles of Incorporation," the Company will transition to a company with an audit & supervisory committee.

In light of this transition, and taking into consideration the economic situation and other circumstances, the Company requests your approval for issuing share options as stock options to directors (excluding directors who are audit & supervisory committee members; the same applies hereinafter in this proposal) with an upper limit of 100 million yen per year (of which up to 10 million yen will be for outside directors), separately from Proposal 4 "Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)," as well as the specific details of share options, as detailed below.

The amount of remuneration as Stock Options will be calculated by multiplying the fair value for each share option by the total number of share options to be allocated.

This proposal was decided by the Board of Directors based on the deliberation of the Nomination and Remuneration Committee.

In addition, the Company has established a policy for determining the remuneration, etc. of individual directors, as set out on page 40 and following of the Business Report. This proposal is being made based on that policy. Furthermore, taking into consideration that the proportion of the shares to be issued through the exercise of the share options to the total number of issued shares will be insignificant, the Company has judged that the content is appropriate.

Moreover, the number of directors is currently five (including two outside directors). When Proposals 1 and 2 are approved and passed as originally proposed, the number of directors (excluding directors who are audit & supervisory committee members) will be four (including one outside director).

This proposal shall take effect on the condition that the changes to the Articles of Incorporation in Proposal 1 "Partial Changes to Articles of Incorporation" becomes effective.

1. Reasons for issuance of share options to directors

The purpose of the issuance of share options as stock options is to provide directors of the Company with an incentive to increase corporate value and heighten their awareness of shareholder-oriented management as compensation for the execution of their duties.

2. Details of share options

(1) Type and number of shares to be delivered upon exercise of share options

The upper limit of the number of common stocks that can be issued upon exercise of share options issued within one year from the date of the Ordinary General Meeting of Shareholders for each fiscal year shall be 2,000,000 shares.

In case the Company conducts a share split (including gratis allotment of shares) or share consolidation of the Company's common stock, the subject number of shares shall be adjusted by applying the following formula; provided, however, that the applied adjustment is performed on the number of shares underlying the share options that are not exercised in the aforementioned period and fractions of less than one share resulting from the adjustment are disregarded.

$$\text{Number of shares after adjustment} = \text{Number of shares before adjustment} \times \text{Ratio of share split or share consolidation}$$

Furthermore, in events separate to the above that may occur after the day of resolution, including a merger between the Company and another company, the Company undergoing a company split, the Company reducing its capital, or other event where it is necessary to adjust

the number of shares, the Company shall make the necessary adjustment to the extent reasonable.

(2) Number of share options

The maximum total number of share options to be issued within one year from the day of the Ordinary General Meeting of Shareholders for each fiscal year shall be set at 20,000. The number of shares for each share option (hereinafter referred to as the “Number of Granted Shares”) shall be 100 shares; provided, however, if a share number adjustment set forth in “(1) Type and number of shares to be delivered upon exercise of share options” above is conducted, similar adjustment shall be applied to the Number of Granted Shares.

(3) Payment amount for share options

Payment of money for share options shall not be required.

(4) Amount to be paid when share options are exercised

Amount to be paid when share options are exercised shall be the paid amount per share that can be delivered by exercising the share options (hereinafter referred to as the “Exercise Amount”), multiplied by the Number of Granted Shares concerning the relevant share options.

The Exercise Amount will be the average value of closing price in regular trading of the Company’s common stock on the Tokyo Stock Exchange (hereinafter referred to as the “Closing Price”) on each day of the previous month of the date when the share options are allocated (hereinafter referred to as the “Allotment Date”), multiplied by 1.05. Note that the date when the trade was not effective is not included. Fractions of less than 1 yen will be rounded up. However, in the case the amount is lower than the Closing Price of the Allotment Date (when no Closing Price is published on that day, Closing Price of the nearest previous date shall be applied; the same shall apply hereinafter), it will be the Closing Price on the Allotment Date.

After the Allotment Date, in an event of a share split or share consolidation of the Company’s common stock, or other event where it is necessary to adjust the Exercise Amount, it will be adjusted by the following formula, with fractions of less than 1 yen rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{1}{\text{Ratio of share split or share consolidation}}$$

In addition, after the Allotment Date of the share options, in an event where the Company issues new shares of common stock or disposes of treasury shares of common stock at a price lower than market price, the Exercise Amount will be adjusted by the following formula, with fractions of less than 1 yen rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares to be issued} \times \text{Subscription price per share to be issued}}{\text{Market price per share}}}{\text{Number of shares outstanding} + \text{Number of shares to be issued}}$$

In the above formula, the “number of shares outstanding” is the number of the Company’s outstanding shares of common stock, deducted by the number of shares of common stock in its treasury stock. In the case the treasury stock is disposed, the “number of shares to be issued” shall be treated as the “number of shares to be disposed.”

Furthermore, in the case the Company is merged with another company, executes a company split, the Company reducing its capital, or other event where it is necessary to adjust the Exercise Amount after the Allotment Date, the Exercise Amount shall be adjusted within a rational range, subject to a resolution of the Board of Directors.

(5) Exercise period of share options

The exercise period shall be determined at the same meeting of the Board of Directors that determines the subscription requirements of the share options and shall be within a range beginning from the day two years after the day of the aforesaid meeting of the Board of Directors and ending on the day ten years after the day of the aforesaid meeting.

(6) Limits of acquisition of share options by assignment

Acquisition of share options by assignment shall require approval of the Board of Directors.

(7) Fair value of share options

The Black-Scholes model, etc. shall be used to calculate the fair value of the share options based on various conditions including the share price of the Company's shares and the Exercise Amount on the Allotment Date.

(8) Exercise conditions of share options

Holders of the share options are required to satisfy the condition of serving as a director, director who is an audit & supervisory committee member, audit & supervisory board member or employee of the Company or its affiliated companies, even at the time of exercising the share options; providing that this requirement does not apply in cases where a director, director who is an audit & supervisory committee member, or audit & supervisory board member of the Company or its affiliated companies resigns due to the expiry of his/her term of office, retires at his/her mandatory retirement age, or where there are other justifiable grounds.

(9) Other subscription requirements concerning share options may be decided by resolution at separately held meetings of the Board of Directors.