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Securities Code: 9658

June 2, 2025

To our shareholders:

Kazuhiro Komiya
President
Business Brain Showa-Ota Inc.
1-1-1 Nishishimbashi, Minato-ku, Tokyo

Notice of the 58th Annual General Meeting of Shareholders

We are pleased to inform you that the 58th Annual General Meeting of Shareholders of Business Brain Showa-Ota Inc. (the “Company”) will be held as explained below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access one of the websites by using the Internet address shown below to review the information.

[Company’s website]

<https://www.bbs.co.jp/> (in Japanese)

(From the above website, select “Shareholder/Investor”)

[Website where informational materials for the general shareholders meeting are posted]

<https://d.sokai.jp/9658/teiji/> (in Japanese)

[Tokyo Stock Exchange (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 “Business Brain Showa-Ota” in “Issue name (company name)” or the Company’s securities code “9658” 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].”)

In addition to exercising voting rights by attending the meeting in person, it is possible to exercise your voting rights via the Internet, etc. or in writing (by mail). We request that you examine the reference documents for the general meeting of shareholders and exercise your voting rights by 5:30 p.m. on Friday, June 20, 2025 (JST).

1. **Date and Time:** Monday, June 23, 2025, at 10:00 a.m. (JST) (Reception desk will open at 9:30 a.m.)
2. **Venue:** Conference Room, 15th floor, Hibiya Fort Tower
1-1-1 Nishishimbashi, Minato-ku, Tokyo

3. **Purpose of the Meeting**

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports of the Consolidated Financial Statements submitted by the financial auditor and Audit and Supervisory Committee for the 58th fiscal year (April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 58th fiscal year (April 1, 2024 to March 31, 2025)

Matters to be resolved:

- Proposal No. 1** Election of Nine Managing Directors (Excluding Managing Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of Three Managing Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3** Revisions to Share-based Remuneration Plans for Managing Directors

4. **How to Exercise Voting Rights**

See How to Exercise Voting Rights on pages 5 - 6 (in Japanese only).

5. **Information on Documents Delivered to Shareholders**

We will also send paper-based documents stating the matters subject to measures for electronic provision to shareholders from whom we have received a request for document delivery. However, among the matters subject to measures for electronic provision, the following items are omitted from those documents in accordance with the provisions of laws and regulations and Article 16, paragraph (2) of the Articles of Incorporation of the Company.

■The following items in the Business Report:

- Business progress and results
- Status of property, profit and loss for the most recent three business years
- Primary business
- Matters regarding outside officers
- Status of financial auditor
- Summary of the system for ensuring the appropriateness of operations and the operational status of the system

■The following items in the consolidated financial statements:

- Consolidated Statement of Financial Position
- Consolidated Statement of Income
- Consolidated Statement of Changes in Equity
- Notes to Consolidated Financial Statements

■The following items in the Non-consolidated Financial Statements:

- Non-consolidated Balance Sheet
- Non-consolidated Statement of Income
- Non-consolidated Statement of Changes in Equity
- Notes to Non-consolidated Financial Statements

■The following matters in the audit report:

- Accounting audit report regarding consolidated financial statements
- Accounting audit report regarding Non-consolidated Financial Statements
- Audit report of Audit and Supervisory Committee

Accordingly, said documents are part of the documents audited by the Audit and Supervisory Committee and financial auditor in preparing their audit reports.

If you attend the meeting in person, we request that you submit the voting rights exercise form to the reception desk.

If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites. If changes are made to how the meeting will be held because of subsequent circumstances, this will be posted on the Company's website (in Japanese only).

Website: <https://www.bbs.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Nine Managing Directors (Excluding Managing Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 10 Managing Directors (excluding Managing Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting. In that regard, the Company proposes the election of nine Managing Directors, lowering the number of Managing Directors by one, to enable more strategic and flexible decision-making in the Board of Managing Directors. Regarding this proposal, the Audit and Supervisory Committee of the Company has found all candidates to be qualified for Managing Directors.

The candidates for Managing Director are as follows:

No.	Name	Current position and responsibility	Attributes
1	Kazuhiro Komiya	President	Reelection
2	Hitoshi Uehara	Senior Executive Officer, Group Management Supervisor, Director of Accounting Department and Director of Corporate Branding Department	Reelection
3	Yuji Nakamura	Senior Executive Officer, Group Solution Supervisor and General Manager of ACT-Horizon Business Division	Reelection
4	Masato Tanibuchi	Senior Executive Officer, Group Consulting Supervisor, General Manager of Accounting Consulting Service and Director of Overseas Business Promotion Office	Reelection
5	Toshiya Sugino	Senior Executive Officer, Group BPO Supervisor and General Manager of BPO Consulting Service	Reelection
6	Hisato Noda	Senior Executive Officer, Group Region Promoter and General Manager of West Japan Region	Reelection
7	Yoshitaka Makimoto	Executive Director Group Sales Supervisor, Director of Solution Sales Management Department, Director of Business Administration Department and Director of Business Planning Department, ACT-Horizon Business Division	New election
8	Hiroaki Nagaya	Managing Director	Reelection Outside Independent
9	Naohiko Kagawa	Managing Director	Reelection Outside Independent

Reelection	Candidate for Managing Director to be reelected
New election	Candidate for Managing Director to be newly elected
Outside	Candidate for outside Managing Director
Independent	Independent officer as defined by the securities exchange, etc.

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Kazuhiro Komiya (September 29, 1962)</p> <p>Reelection</p> <p>Tenure as Managing Director 12 years</p> <p>Attendance at Board of Managing Directors meetings during the fiscal year under review 14/14 (100%)</p>	<p>July 1993 Joined INOUE AUDIT CORPORATION</p> <p>Mar. 1998 Joined the Company</p> <p>Apr. 2003 Director of CPA Office</p> <p>Apr. 2006 Senior Director</p> <p>Apr. 2008 General Manager of Accounting Consulting Service</p> <p>Apr. 2011 Executive Director and General Manager of Consulting Service</p> <p>June 2013 Executive Director and General Manager of Consulting Service</p> <p>Apr. 2015 Senior Executive Officer and General Manager of Consulting Service</p> <p>Apr. 2017 Senior Executive Officer, Group Consulting Supervisor and General Manager of Consulting Division</p> <p>June 2018 Senior Managing Director, Group Consulting Supervisor and General Manager of Consulting Division</p> <p>Apr. 2019 Senior Managing Director and Group Consulting Supervisor</p> <p>Apr. 2020 Senior Managing Director</p> <p>June 2020 President (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>No significant concurrent positions.</p>	30,680
<p>Reasons for nomination as a candidate for Managing Director</p> <p>Involved in management as a Managing Director of the Company and the Group companies, Kazuhiro Komiya drives forward the Group as a whole and contributes to the enhancement of its corporate value. He possesses expertise as a certified public accountant. The Company believes that his abundance of experience and insight in its consulting business and overseas business domains is indispensable for the management of the Company, and has continued to nominate him as a candidate for Managing Director.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Hitoshi Uehara (September 10, 1966)</p> <p>Reelection</p> <p>Tenure as Managing Director 5 years</p> <p>Attendance at Board of Managing Directors meetings during the fiscal year under review 14/14 (100%)</p>	<p>Dec. 1988 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>July 2008 Representative Partner of Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Mar. 2016 Joined the Company</p> <p>Apr. 2017 Senior Director and Director of Global Consulting Division</p> <p>Apr. 2018 Executive Director and Deputy General Manager of Administration Division</p> <p>Apr. 2020 Executive Director, Group Management Supervisor and General Manager of Administration Division</p> <p>June 2020 Executive Director, Group Management Supervisor and General Manager of Administration Division</p> <p>Apr. 2021 Senior Executive Officer, Group Management Supervisor and General Manager of Administration Division</p> <p>Apr. 2022 Senior Executive Officer, Group Management Supervisor and General Manager of Administration Division</p> <p>Apr. 2023 Senior Executive Officer, Group Management Supervisor, General Manager of Administration Division and General Manager of Human Resources Division</p> <p>Apr. 2025 Senior Executive Officer, Group Management Supervisor, Director of Accounting Department and Director of Corporate Branding Department (current position)</p> <p>Significant concurrent positions outside the Company No significant concurrent positions.</p>	12,020
<p>Reasons for nomination as a candidate for Managing Director</p> <p>Hitoshi Uehara possesses an abundance of experience and broad insight as a certified public accountant. During his career, he has been engaged in the promotion and reinforcement of various fields that form the backbone of a company, including personnel affairs, recruitment, training, accounting, corporate planning and information systems. The Company believes that he is capable of contributing to the reinforcement and promotion of the administrative structure of the Company and the Group companies, and has continued to nominate him as a candidate for Managing Director.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company’s shares owned
3	Yuji Nakamura (August 18, 1965) Reelection Tenure as Managing Director 5 years Attendance at Board of Managing Directors meetings during the fiscal year under review 14/14 (100%)	Mar. 1988	Joined the Company	18,900
		Apr. 2011	Senior Director and Deputy General Manager of Solution Division	
		Apr. 2017	Executive Director and Director of SL Business 5 Department	
		Apr. 2018	Executive Director and Deputy General Manager of Consulting SI Division	
		Apr. 2019	Executive Director and General Manager of Solutions Consulting Division	
		June 2020	Executive Director and General Manager of Solutions Consulting Division	
		Apr. 2021	Senior Executive Officer and General Manager of Solutions Consultation Service	
		Apr. 2022	Senior Executive Officer, Group Manufacturing Supervisor and General Manager of Solutions Consultation Service	
		Apr. 2025	Senior Executive Officer, Group Solution Supervisor, and General Manager of ACT- Horizon Business Division (current position)	
		Significant concurrent positions outside the Company No significant concurrent positions.		
Reasons for nomination as a candidate for Managing Director For years, Yuji Nakamura has driven forward the solutions business at the Company, and possesses an abundance of experience and broad insight. The Company believes that he is capable of contributing to the reinforcement and promotion of the solutions business of the Company and the Group companies, and has continued to nominate him as a candidate for Managing Director. Special interests between the candidate and the Company There are no special interests.				

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Masato Tanibuchi (November 27, 1971)</p> <p>Reelection</p> <p>Tenure as Managing Director 3 years</p> <p>Attendance at Board of Managing Directors meetings during the fiscal year under review 14/14 (100%)</p>	<p>Oct. 1997 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>July 2010 Partner of Ernst & Young ShinNihon LLC</p> <p>Mar. 2016 Joined the Company</p> <p>Apr. 2018 Senior Director and Director of CPA Office</p> <p>Apr. 2019 Senior Director, General Manager of Consulting Division and Director of CPA Office</p> <p>Apr. 2020 Executive Director, General Manager of Group Overseas Promotion Division, General Manager of Consulting Division and Director of CPA Office</p> <p>Nov. 2020 Executive Director, General Manager of Group Overseas Promotion Division, General Manager of Consulting Division, Director of Global Shared Services Division and Director of CPA Office</p> <p>Apr. 2021 Senior Executive Director, Group Overseas Promotion Supervisor, Group Consulting Supervisor, General Manager of Accounting Consulting Service and Director of CPA Office</p> <p>Apr. 2022 Senior Executive Director, Group Consulting Supervisor, General Manager of Accounting Consulting Service and Director of CPA Office</p> <p>June 2022 Senior Executive Officer, Group Consulting Supervisor, General Manager of Accounting Consulting Service and Director of CPA Office</p> <p>Apr. 2023 Senior Executive Officer, Group Consulting Supervisor and General Manager of Accounting Consulting Service</p> <p>July 2023 Senior Executive Officer, Group Consulting Supervisor, General Manager of Accounting Consulting Service and Director of Overseas Business Promotion Office (current position)</p> <p>Significant concurrent positions outside the Company CEO of BBS (Thailand) Co., Ltd</p>	4,574
<p>Reasons for nomination as a candidate for Managing Director</p> <p>Masato Tanibuchi possesses an abundance of experience and broad insight as a certified public accountant and drives forward the consulting business of the Company. The Company believes that he is capable of contributing to the further development of the consulting business of the Company and the Group companies, and has continued to nominate him as a candidate for Managing Director.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company’s shares owned		
5	Toshiya Sugino (March 4, 1967) Reelection Tenure as Managing Director 1 year Attendance at Board of Managing Directors meetings during the fiscal year under review 11/11 (100%)	Apr. 1990	Joined Saison Information Systems Inc.	800		
		Feb. 2016	Joined BBS Outsourcing Service Inc., Executive Officer and General Manager of Sales Division			
		June 2017	Director and Executive Officer			
		Apr. 2019	Director and Managing Executive Officer			
		Apr. 2023	Director and Senior Executive Officer			
		June 2023	President and Representative Director			
		Apr. 2024	Joined the Company Senior Executive Director and General Manager of BPO Consulting Service			
		June 2024	Senior Executive Officer, Group BPO Supervisor and General Manager of BPO Consulting Service (current position)			
		Significant concurrent positions outside the Company				
		No significant concurrent positions.				
Reasons for nomination as a candidate for Managing Director Toshiya Sugino has involved in management as a Representative Director of the Group company. The Company expects that he will continue to contribute to the further development of the BPO business of the Company and the Group companies by using his abundance of experience and broad insight spanning management in general, and has continued to nominate him as a candidate for Managing Director.						
Special interests between the candidate and the Company There are no special interests.						
6	Hisato Noda (April 8, 1976) Reelection Tenure as Managing Director 1 year Attendance at Board of Managing Directors meetings during the fiscal year under review 11/11 (100%)	Apr. 1998	Joined ASAHI INTELLIGENCE SERVICE CO., LTD.	972		
		Oct. 2007	Joined the Company			
		Apr. 2020	Senior Director and Branch Manager of Osaka Branch			
		Apr. 2023	Executive Director and Branch Manager of Osaka Branch			
		Apr. 2024	Senior Executive Director and General Manager of West Japan Region			
		June 2024	Senior Executive Officer, Group Region Promoter and General Manager of West Japan Region (current position)			
		Significant concurrent positions outside the Company				
		No significant concurrent positions.				
		Reasons for nomination as a candidate for Managing Director Hisato Noda possesses an abundance of experience and broad insight, driving forward the solutions business, in addition to experience in managing a branch as the Company’s branch manager. The Company expects that he will continue to contribute to the reinforcement and promotion of the Company’s solutions business, and has continued to nominate him as a candidate for Managing Director.				
		Special interests between the candidate and the Company There are no special interests.				

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yoshitaka Makimoto (June 7, 1975) New election	Apr. 1998 Joined the Company Apr. 2014 Director of Sales Department 2 Apr. 2021 Senior Director and General Manager of Solution Sales Department Apr. 2024 Executive Director, Director of Solution Sales Management Department, Director of Sales Department 1 and Director of Business Administration Department Apr. 2025 Executive Director, Group Sales Supervisor, Director of Solution Sales Management Department, Director of Business Administration Department and Director of Business Planning Department, ACT-Horizon Business Division (current position) Significant concurrent positions outside the Company No significant concurrent positions.	3,620
Reasons for nomination as a candidate for Managing Director Currently, Yoshitaka Makimoto drives forward the sales division as a whole in the capacity of Group Sales Supervisor. The Company believes that he is qualified to further expand and promote the businesses of the Company and the Group companies, and has newly nominated him as a candidate for Managing Director. Special interests between the candidate and the Company There are no special interests.			
8	Hiroaki Nagaya (April 22, 1963) Reelection Outside Independent Tenure as outside Managing Director 2 years Attendance at Board of Managing Directors meetings during the fiscal year under review 13/14 (92%)	Apr. 1997 Registered as an attorney-at-law with Dai-Ichi Tokyo Bar Association Apr. 2000 Established Ark General Law Office Apr. 2004 Established Integral Law Office (current position) June 2023 Outside Managing Director of the Company (current position) Significant concurrent positions outside the Company Attorney-at-law of Integral Law Office Outside Director of Tokyo Bus Co., Ltd. Outside Audit & Supervisory Board Member of Art Brain Company Co., Ltd. Director of Japan Sauna Spa Association	0
Reasons for nomination as a candidate for outside Managing Director and overview of expected roles Although Hiroaki Nagaya has not been directly involved in corporate management, the Company believes that he is capable of providing advice regarding the Company's management from an independent and fair standpoint as well as appropriate supervision of business execution based on his advanced knowledge and insight and abundance of experience as an attorney at law, and expects that he will further strengthen and enhance the management structure. Therefore, the Company has continued to nominate him as a candidate for outside Managing Director. Special interests between the candidate and the Company There are no special interests.			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Naohiko Kagawa (August 17, 1963) Reelection Outside Independent Tenure as outside Managing Director 2 years Attendance at Board of Managing Directors meetings during the fiscal year under review 13/14 (92%)	<p>Apr. 1987 Joined Hitachi, Ltd.</p> <p>Feb. 2000 Acting General Manager of Industry Group 2 of Industry Information System Sales Department of Kansai Area Operation</p> <p>Apr. 2005 General Manager of Industry Information System Sales Department of Kansai Area Operation</p> <p>Apr. 2012 Acting General Manager of Kansai Area Operation</p> <p>July 2014 Deputy General Manager of Kansai Area Operation</p> <p>Apr. 2019 Administrative Officer and Deputy General Manager of Sales Operations of Hitachi Solutions, Ltd.</p> <p>Apr. 2021 Executive Officer and Deputy General Manager of Sales Operations</p> <p>Apr. 2023 Director, Vice President and Executive Officer and General Manager of Sales Operations (current position)</p> <p>June 2023 Outside Managing Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company Director, Vice President and Executive Officer and General Manager of Sales Operations of Hitachi Solutions, Ltd.</p>	0
<p>Reasons for nomination as a candidate for outside Managing Director and overview of expected roles</p> <p>Naohiko Kagawa possesses experience and insight from his involvement in management as an officer of a systems company. The Company believes that he is expected to provide recommendations and supervision independently of management from the standpoint of protecting general investors, and has continued to nominate him as a candidate for outside Managing Director.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

- Notes: 1. Hiroaki Nagaya and Naohiko Kagawa are candidates for outside Managing Director.
2. The Company has entered into agreements with Hiroaki Nagaya and Naohiko Kagawa to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under the agreements is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. Additionally, if their reelection is approved, the Company plans to renew the agreements.
3. The Company has submitted notification to the Tokyo Stock Exchange that Hiroaki Nagaya and Naohiko Kagawa have been designated as independent officers. If their reelection is approved, the Company plans to continue to designate them as independent officers.
4. The Company has entered into a directors and officers liability insurance policy with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act, under which all Managing Directors, including Audit and Supervisory Committee Members, are the insured. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. All insurance premiums therefor are borne by the Company. Candidates who are already insured under such insurance policy will continue to be insured after assuming the office of Managing Director. Candidates who are not currently insured will

be insured under the insurance policy at the time that they assume the office of Managing Director. (The Company plans to renew such insurance policy with the same terms and conditions thereafter.)

Proposal No. 2 Election of Three Managing Directors Who Are Audit and Supervisory Committee Members

The terms of office of Hidetoshi Watanabe and Nahoko Yano, who are Managing Directors who are Audit and Supervisory Committee Members, will expire at the conclusion of this meeting. In that regard, the Company proposes the election of three Managing Directors who are Audit and Supervisory Committee Members, increasing the number of such positions by one, to strengthen and enhance the audit system.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Managing Director who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Hidetoshi Watanabe (August 30, 1953)</p> <p>Reelection Outside Independent</p> <p>Tenure as outside Managing Director 8 years</p> <p>Attendance at Board of Managing Directors meetings during the fiscal year under review 13/14 (92%)</p> <p>Attendance at Audit and Supervisory Committee meetings during the fiscal year under review 13/13 (100%)</p>	<p>Nov. 1977 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>May 1991 Partner of Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>May 1998 Representative Partner</p> <p>Aug. 2008 Managing Director of Ernst & Young ShinNihon LLC</p> <p>Aug. 2012 Senior Managing Director</p> <p>July 2014 Vice Chairman</p> <p>June 2016 Resigned</p> <p>July 2016 Established Hidetoshi Watanabe Certified Public Accountant Office (current position)</p> <p>June 2017 Outside Managing Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>Dec. 2018 External Audit and Supervisory Board Member of CMIC HOLDINGS Co., Ltd.</p> <p>June 2021 Outside Audit & Supervisory Board Member of SAN-AI OBBLI Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Certified public accountant</p> <p>Outside Audit & Supervisory Board Member of SAN-AI OBBLI Co., Ltd.</p>	0
<p>Reasons for nomination as a candidate for outside Managing Director and overview of expected roles</p> <p>Although Hidetoshi Watanabe has not been directly involved in corporate management, he has an abundance of practical experience in accounting audits as a certified public accountant. The Company believes that he is expected to monitor management and provide appropriate advice from an expert viewpoint. Additionally, given that he is well versed in corporate finance and legal affairs and possesses substantial insight into supervising corporate management, the Company has continued to nominate him as a candidate for outside Managing Director who is an Audit and Supervisory Committee Member.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Nahoko Yano (June 29, 1962)</p> <p>Reelection Outside Independent</p> <p>Tenure as outside Managing Director 4 years</p> <p>Attendance at Board of Managing Directors meetings during the fiscal year under review 14/14 (100%)</p> <p>Attendance at Audit and Supervisory Committee meetings during the fiscal year under review 13/13 (100%)</p>	<p>Apr. 1986 Joined NEC Corporation</p> <p>Mar. 1994 Joined the Company</p> <p>Nov. 2000 Resigned</p> <p>Dec. 2000 Senior Researcher of The Japan Research Institute, Limited</p> <p>Feb. 2008 Representative of Yano Certified Public Accountants Office (current position)</p> <p>Feb. 2012 President & CEO of Comfort Consulting Co., Ltd. (current position)</p> <p>June 2019 Outside Director of Ten Allied Co., Ltd. (current position)</p> <p>July 2019 Auditor of Pharmaceuticals and Medical Devices Agency</p> <p>June 2021 Outside Managing Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>July 2021 Auditor of National Institute for Environmental Studies (current position)</p> <p>Sept. 2024 Auditor of SV. LEAGUE (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Certified public accountant</p> <p>Representative of Yano Certified Public Accountants Office</p> <p>President & CEO of Comfort Consulting Co., Ltd.</p> <p>Outside Director of Ten Allied Co., Ltd.</p> <p>Auditor of National Institute for Environmental Studies</p> <p>Auditor of SV. LEAGUE</p>	0
<p>Reasons for nomination as a candidate for outside Managing Director and overview of expected roles</p> <p>Nahoko Yano has involvement with numerous clients as the head of an accounting firm and possesses knowledge of corporate management. Based on her considerable insight, specialized skills and experience as a certified public accountant, the Company believes that she is expected to provide recommendations and supervise independently of management from the standpoint of protecting general investors, and has continued to nominate her as a candidate for outside Managing Director who is an Audit and Supervisory Committee Member.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hideya Namba (February 8, 1963) New election Outside Independent	<p>Apr. 1987 Joined The Shoko Chukin Bank, Ltd.</p> <p>Oct. 1990 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Oct. 2001 Joined The Asahi Bank, Ltd. (currently Resona Bank, Limited and Resona Holdings, Inc.)</p> <p>Feb. 2005 Joined Ernst & Young ShinNihon LLC</p> <p>May 2006 Partner</p> <p>May 2012 Senior Partner</p> <p>July 2017 Managing Director</p> <p>July 2021 Senior Managing Director</p> <p>July 2024 Representative Managing Director of Japan Foundation for Accounting Education and Learning (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Representative Managing Director of Japan Foundation for Accounting Education and Learning</p>	0
<p>Reasons for nomination as a candidate for outside Managing Director and overview of expected roles</p> <p>Although Hideya Namba has not been directly involved in corporate management, he has abundant practical experience of accounting audits, and based on his considerable insight, specialized skills and experience as a certified public accountant, the Company believes that he is capable of providing recommendations and supervise independently of management from the standpoint of protecting general investors, and has newly nominated him as a candidate for outside Managing Director who is an Audit and Supervisory Committee Member.</p> <p>Special interests between the candidate and the Company</p> <p>There are no special interests.</p>			

- Notes:
1. Hidetoshi Watanabe, Nahoko Yano and Hideya Namba are candidates for outside Managing Director.
 2. The Company has entered into agreements with Hidetoshi Watanabe and Nahoko Yano to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under the agreements is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. Additionally, if their reelection is approved, the Company plans to renew the agreements. If the election of Hideya Namba is approved, the Company plans to enter into the same limited liability agreement with him.
 3. The Company has submitted notification to the Tokyo Stock Exchange that Hidetoshi Watanabe and Nahoko Yano have been designated as independent officers. If their reelection is approved, the Company plans to continue to designate them as independent officers. Furthermore, Hideya Namba satisfies the requirements for an independent officer pursuant to the stipulations of the Tokyo Stock Exchange. If his election is approved, the Company plans to submit notification to the Tokyo Stock Exchange that he has been designated as an independent officer.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act, under which all Managing Directors, including Audit and Supervisory Committee Members, are the insured. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. All insurance premiums therefor are borne by the Company. Candidates who are already insured under such insurance policy will continue to be insured after assuming the office of Managing Director. Candidates who are not currently insured will be insured under the insurance policy at the time that they assume the office of Managing Director. (The Company plans to renew such insurance policy with the same terms and conditions thereafter.)

(Reference)

“Standards for Independence of Outside Officers”

The policy of the Company is to select candidates for independent officer who satisfy all of the following in principle in addition to the independence standards set forth by financial instruments exchanges.

- (i) When a candidate or a corporation of which a candidate is an executive officer holds the Company's shares, the voting rights ownership ratio thereof must not exceed 5%.
- (ii) Sales to a candidate or a corporation to which a candidate belongs in transactions conducted during the most recent fiscal year must be less than 1% of the consolidated net sales of the Company.

<Reference> Skill matrix of the Board of Managing Directors

If Proposals No. 1 and 2 are approved and adopted as originally proposed, the Board of Managing Directors of the Company will be comprised of members with the following skills.

		General management and management experience	Legal affairs, risk management and internal controls	Finance and accounting	IT software, system development /quality assurance	Personnel affairs, labor affairs and human resources development	Marketing and sales	Industry experience and knowledge (Note)	International business and overseas experience	Sustainability
Kazuhiro Komiya	President	○		○				–	○	
Hitoshi Uehara	Senior Executive Officer		○	○		○		–	○	○
Yuji Nakamura	Senior Executive Officer				○			–		
Masato Tanibuchi	Senior Executive Officer		○	○				–	○	
Toshiya Sugino	Senior Executive Officer				○			–		
Hisato Noda	Senior Executive Officer				○			–		
Yoshitaka Makimoto	Executive Director						○	–		
Hiroaki Nagaya	Outside Managing Director		○							
Naohiko Kagawa	Outside Managing Director	○			○		○	○		
Hidetoshi Watanabe	Outside Managing Director (Full-time Audit and Supervisory Committee Member)	○	○	○						
Yoichi Hasegawa	Outside Managing Director (Audit and Supervisory Committee Member)	○					○		○	
Nahoko Yano	Outside Managing Director (Audit and Supervisory Committee Member)		○	○				○		
Yasuharu Nakajima	Outside Managing Director (Audit and Supervisory Committee Member)		○	○						
Hideya Namba	Outside Managing Director (Audit and Supervisory Committee Member)		○	○					○	

Note: All Managing Directors (excluding Outside Managing Directors) possess industry experience and knowledge.

Proposal No. 3 Revisions to Share-based Remuneration Plans for Managing Directors

1. Reasons for the revisions to the plans

The Company received approval from shareholders for share-based remuneration plans for Managing Directors (excluding outside Managing Directors and Managing Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) (hereinafter the “Plans”) at both the 48th Annual General Meeting of Shareholders held on June 23, 2015 and the 53rd Annual General Meeting of Shareholders held on June 24, 2020. The Plans have been used by the Company since then.

The Plans operated most recently and now concluded covered a period of five consecutive business years (from the business year ended March 31, 2021 to the business year ended March 31, 2025). With the conclusion, the Company is revising the Plans in light of changes to Managing Director remuneration systems, including remuneration levels and composition, and the contents of the Company’s Long-term Vision. The Company therefore requests shareholder approval of the revisions to and the continuation of the Plans.

The purpose of the Plans is to further enhance Managing Directors’ motivation to contribute to the improvement of the Company’s business performance and the enhancement of the Company’s corporate value over the medium and long term. There is consistency with the methods for determining the remuneration, etc. of each of the Managing Directors, etc. (explained below), and therefore the continuation of and revisions to the Plans are deemed appropriate by the Company.

Currently, there are eight Managing Directors who are eligible for the Plans. If Proposal No. 1 “Election of Nine Managing Directors (Excluding Managing Directors Who Are Audit and Supervisory Committee Members)” is approved, there will be seven Managing Directors who are eligible for the Plans.

2. The Plans following revision, etc.

(1) Overview of the current Plans

Under the share-based remuneration plans operated by the Company, the source of funds provided by the Company for Managing Directors’ remuneration has been acquired through a trust of Company shares. For the five consecutive business years defined by the Plans, the Company completed the issuance or disbursement (hereinafter “disbursements, etc.”) of Company shares or an amount of funds equal to the conversion value of the Company shares (hereinafter “Company shares, etc.”) in accordance with each Managing Director’s position and degree of achievements in performance, etc.

Furthermore, Managing Directors have been made disbursements, etc. of the Company shares, etc. at the time of their resignation from the Company.

(2) Maximum amount of money provided by the Company

For each of the consecutive five-business-year periods under the Plans, the Company had set a maximum amount of 325 million yen to be provided to Managing Directors for remuneration and established a trust period of five years for Managing Director beneficiaries who met the beneficiary requirements. In light of the fact that the Company’s Long-term Vision extends through fiscal 2030, the Company is revising the period of the Plans to a consecutive six-business-year period (six business years starting the business year ending March 31, 2026 and ending the business year ending March 31, 2031; in the event the trust period is extended as explained below, then a period of six further consecutive business years thereafter; hereinafter the “applicable period”), and establishing a trust with a trust period of approximately six years (hereinafter “the Trust”). Additionally, the Company is revising the maximum amount to be provided as remuneration for Managing Directors to 918 million yen for each applicable period.

Under the direction of the trust administrator, the Trust will use the funds provided for the trust to acquire Company shares either from the Company (dispositions of treasury shares) or from the stock market.

At the time of the conclusion of the trust period, the Trust may be continued through a change to the trust contract or the creation of a new share-based remuneration plan based upon an additional trust. In that event, the trust period of the Trust will be extended by the same time period under the currently proposed Plans, and for each extended trust period, the additional trust will be funded by the Company within the maximum amount of 918 million yen as funds for the Managing Director remuneration. In the extended trust period, Managing Directors will continue to be issued points.

However, in the event that additional contributions are provided, if there is a remaining balance of Company shares (excluding Company shares attached to points disbursed to Managing Directors and whose disbursements, etc. has not been completed) or monies representing trust assets (hereinafter “remaining shares, etc.”) on the final day of the trust period prior to an extension, the total amount of trust assets to be provided for the Trust will be a

maximum of 918 million yen, representing the combined total of the remaining shares, etc. and the additional contributions.

Furthermore, at the conclusion of the trust period (if the trust period is extended as explained above, then at the conclusion of the extended period), in the event there has not been a change in the trust contract or the establishment of an additional trust, Managing Directors will not be disbursed new points after the conclusion. However, the Trust may be continued for a specified period in order to make disbursements, etc. of Company shares, etc. for Managing Directors who may meet the beneficiary requirements.

(3) Maximum number of Company shares, etc. to be acquired by Managing Directors

During the trust period, on March 31 of each year marking the end of the business year (hereinafter “business year subject to evaluation”), a specific number of points will be disbursed to Managing Directors in accordance with their positions and degrees of achievements in performance in the business year. One point will be equal to one share of common stock of the Company. During the trust period, in the event that it is deemed fair to adjust the amount of points due to share split or consolidation of shares, etc., the amount of points will be adjusted according to the share split ratio or consolidation of shares ratio, etc.

During the trust period, points will be disbursed to Managing Directors annually. The amount of points disbursed to each Managing Director will comprise a fixed amount of points determined by position, to which will be added an amount of points calculated by a payment coefficient corresponding to degree of achievements in performance for the business year subject to evaluation.

Furthermore, the total maximum amount of points disbursed annually to Managing Directors is 50,000 points (equivalent to approximately 0.44% of outstanding shares excluding treasury shares as of March 31, 2025).

(4) Period of disbursement of Company shares, etc. to Managing Directors of the Company

Upon their resignation, Managing Directors who meet the beneficiary requirements can receive, upon taking beneficiary vesting procedures, disbursements, etc. of Company shares, etc. from the Trust equal to the accumulated amount of points received by the resignation date.

Policy on determination of remuneration of Managing Directors, etc.

The basic policy on remuneration systems for Managing Directors is as follows.

(Improving medium- to long-term business performance, sustainably enhancing corporate value)

The Company maintains remuneration structures and levels which compensate each individual Managing Director fairly and appropriately according to their responsibilities, while providing incentives to improve the Company’s business performance over the short, medium, and long term as well as sustainably enhance corporate value.

(Shared interests with shareholders, transparency, fairness, reasonableness, and objectivity)

The remuneration structures and procedures for determining remuneration are implemented with the aims of building shared interest with shareholders and ensuring transparency, fairness, reasonableness, and objectivity for accountability.

(Stakeholder trust)

In promoting corporate management strengthened from the viewpoint of ESG, the Company will establish a transparent and suitable Managing Director remuneration governance system in order to earn the trust and support of stakeholders.

(Declaration of remuneration structure and levels)

The remuneration structure and levels contribute to sustainably raising the Group’s corporate value for management, while also supporting the recruitment of talented employees contributing to the Company’s corporate governance.

(Decision-making process through the use of a Remuneration Committee)

The Company has established a Remuneration Committee as a voluntary advisory body comprised primarily of outside Managing Directors. The committee evaluates the appropriateness and other matters pertaining to remuneration in order to maintain objectivity and reasonableness. It reviews remuneration as needed based on economic conditions, the Company’s financial performance, and remuneration levels at other companies, etc.

(Relation to the Company's management philosophy)

The Plans aim to promote a spirit of challenge among Managing Directors, in accordance with the Company's management philosophy and the spirit behind its corporate motto.