

(Securities Code: 3772)  
June 8, 2022

To our shareholders

1-12-32 Akasaka, Minato-ku, Tokyo, Japan  
Wealth Management, Inc.  
President and Representative Director Kazutoshi Senno

### Notice of the 23rd Annual General Meeting of Shareholders

We are pleased to announce the 23rd Annual General Meeting of Shareholders, which will be held as indicated below.

Shareholders who are unable to attend in person can exercise their voting rights by the following methods. Please review the following Reference Materials for the General Meeting of Shareholders and exercise your voting rights.

[Exercise of voting rights in writing]

Please review the following Reference Materials for the General Meeting of Shareholders, indicate your approval or disapproval of each proposal on the enclosed voting form, and return it to us to arrive by Friday, June 24, 2022, at 6:00 p.m. (JST).

[Exercise of voting rights via the Internet, etc.]

Please review the following Reference Materials for the General Meeting of Shareholders, access the dedicated website for exercising voting rights (<https://www.web54.net>), follow the on-screen guide, and enter your approval or disapproval for each proposal by Friday, June 24, 2022, at 6:00 p.m. (JST). Please refer to “Guide to Exercising Voting Rights via the Internet” (available in Japanese language only) when exercising voting rights via the Internet.

1. Date and time: Monday, June 27, 2022, at 10:00 a.m. (JST)  
(Reception opens: 9:30 a.m.)
2. Location: Akasaka Intercity Conference Center “The Amphitheater,” 4th floor,  
Akasaka Intercity AIR, 1-8-1 Akasaka, Minato-ku, Tokyo  
(Notes) 1. We apologize for the inconvenience, but please enter through the 3F conference center entrance and go up to the 4F venue.  
2. Please be sure to bring this notice and your voting form when entering the venue.

3. Purpose of meeting:  
Matters to be reported:

1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit Committee on the audit results of the consolidated financial statements for the Company's 23rd business year (from April 1, 2021 to March 31, 2022)
2. Details of non-consolidated financial statements for the Company's 23rd business year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

- |                |   |
|----------------|---|
| Proposal No. 1 | Appropriation of surplus  |
| Proposal No. 2 | Partial Amendment to the Articles of Incorporation  |
| Proposal No. 3 | Election of Six Directors Who Are Not Audit & Supervisory Board Members   |
| Proposal No. 4 | Election of Four Directors Who Are Audit & Supervisory Board Members  |
| Proposal No. 5 | Establishment of Remuneration for Directors Who Are Not Audit & Supervisory Board Members   |
| Proposal No. 6 | Establishment of Remuneration for Directors Who Are Audit & Supervisory Board Members   |
| Proposal No. 7 | Establishment of Remuneration Related to Performance-Linked Restricted Share Remuneration System for Directors Who Are Not Audit & Supervisory Board Members and Are Not Executive Officers |

4. Decisions related to meeting:

- (1) When exercising voting rights via writing, if approval or disapproval is not indicated on each proposal, the vote will be treated as an approval.
- (2) When exercising voting rights via the Internet multiple times, the last vote issued will be the only one valid.
- (3) When exercising voting rights both via writing and the Internet, only the votes exercised via the Internet will be valid.
- (4) Based on laws and regulations and Article 14 of the Articles of Incorporation, out of items that are to be provided for this notice, the following will be published on the Company website (<https://www.wealth-mngt.com/>). Therefore, they are not provided in writing with this notice.
  - (i) System to ensure the appropriateness of operations and the operation of this system
  - (ii) Consolidated statement of changes in equity
  - (iii) Notes to consolidated financial statements
  - (iv) Statement of changes in equity
  - (v) Notes to non-consolidated financial statementsFurther, (i) above is included in the business report audited by Auditors in preparing audit reports. Also, (ii) to (v) above are included in consolidated financial statements and non-consolidated financial statements audited by accounting auditors and Auditors.

- If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall.
- Alcohol disinfectant will be provided for shareholders at the reception to the venue. Please wear a mask when attending the meeting in person.
- We will take temperatures at the entrance of the venue. Persons who have a fever, are unwell, or have arrived to Japan from overseas within 14 days may not be allowed entry into the venue. If you have arrived to Japan from overseas within 14 days, please notify reception upon entry.
- Staff operating the General Meeting of Shareholders shall undergo temperature checks and confirmation of well-being, and shall wear a mask in the venue.
- If any circumstance gives rise to the need for alteration to the Reference Materials for the General Meeting of Shareholders, the business report, the consolidated financial statements, and the non-consolidated financial statements, we will post the altered contents on the Company's website (<https://www.wealth-mngt.com/>).

## Reference Materials for the General Meeting of Shareholders

### Proposals and Reference Materials

#### Proposal No. 1: Appropriation of Surplus

##### Matters concerning year-end dividend

The Company will return profit to shareholders based on the indicator of "total shareholder returns" that includes dividends, shareholder benefit program, and capital gains on shares.

In the fiscal year ended March 31, 2022, the Company issued a special shareholder benefit to commemorate the rebranding of the hotels in February 2022.

In the fiscal year ended March 31, 2022, the first year of the Medium-Term Management Plan 2024, the Company realized record high profit from completing large transactions that were planned for the previous year as well as realizing progress on projects this year. After taking comprehensive consideration of the business environment, the direction of results, financial health, capital efficiency, and the retained earnings standards required to establish a management foundation that is stable into the long-term, the Company responded to many shareholder expectations and increased the dividend ¥10 per common share in the Company stock to an annual dividend of ¥30.00.

##### 1. Type of dividend asset:

Monetary

##### 2. Items related to allocation of dividend assets and total amount:

¥30.00 per common share of Company stock

Breakdown: Ordinary dividend ¥30.00

In this case, the total amount is ¥255,768,840.

##### 3. Effective date for dividends of surplus

Effective June 28, 2022.

## Proposal No. 2: Partial Amendment to the Articles of Incorporation

### 1. Reason for proposal

- (1) In order to further enhance corporate governance by granting Audit & Supervisory Board Members, who are in charge of auditing the execution of business of Directors, with voting rights in the Board of Directors, thus strengthening the supervisory function of the Board of Directors and further strengthening the monitoring system, the Company intends to transition from a company with the Audit Committee to a company with an Audit & Supervisory Board. Therefore, the Company proposes changes, including the deletion of provisions related to Auditors and the Audit Committee and establishment of new provisions related to the Audit & Supervisory Board and Directors who are Audit & Supervisory Board Members, which is required for the transition to a company with an Audit & Supervisory Board.
- (2) The amending provisions provided in the proviso to Article 1 of the Supplementary Provisions of the Act for Partially Amending the Companies Act (Act No. 70 of 2019) were enforced on September 1, 2022. To prepare for the implementation of an electronic provision system for documents for the General Meeting of Shareholders, the Company proposes to amend the Articles of Incorporation of the Company as follows.
  - (a) The proposed amendment in Article 14, Paragraph 1 establishes the electronic provision system for information that is included in the Reference Materials for the General Meeting of Shareholders.
  - (b) The proposed amendment in Article 14, Paragraph 2 establishes the provisions to limit the scope of items provided to shareholders in writing upon request.
  - (c) Deletion of provision for disclosure of Reference Materials for the General Meeting of Shareholders via the Internet (current Article 14) because it is no longer needed.
  - (d) Establishment of supplementary provisions related to effective dates, etc. corresponding with the above establishment and deletion of provisions.
- (3) The Company proposes changes to revise numbering, etc. corresponding with the above changes.

### 2. Details of the amendment

The details of amendments are as follows. (Underline indicates amended portions)

Amendments to the Articles of Incorporation in this proposal are, for the exception of (2) above, effective as of the conclusion of this General Meeting of Shareholders.

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="575 803 890 836">Section 1. General Provisions</p> <p data-bbox="471 867 741 900">Article 1-3 (text omitted)</p> <p data-bbox="471 930 846 963">(Establishment of governing body)</p> <p data-bbox="471 963 977 1050">Article 4. The Company shall establish a Board of Directors, <u>Audit Committee</u>, <u>Auditors</u>, and accounting auditors.</p>	<p data-bbox="1126 803 1441 836">Section 1. General Provisions</p> <p data-bbox="1023 867 1267 900">Article 1-3 (as current)</p> <p data-bbox="1023 930 1398 963">(Establishment of governing body)</p> <p data-bbox="1023 963 1530 1050">Article 4. The Company shall establish a Board of Directors, <u>Audit &amp; Supervisory Board</u>, and accounting auditors.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 5. (text omitted)</p> <p style="text-align: center;">Section 2. Shares</p> <p>Article 6-9 (text omitted)</p> <p style="text-align: center;">Section 3. General Meeting of Shareholders</p> <p>Article 10-13 (text omitted)</p> <p><u>(Disclosure of reference materials via the Internet)</u></p> <p><u>Article 14. Information in the Reference Materials for the General Meeting of Shareholders, non-consolidated financial statements, consolidated financial statements, and business report may be disclosed via the Internet by ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">(New establishment)</p>	<p>Article 5. (as current)</p> <p style="text-align: center;">Section 2. Shares</p> <p>Article 6-9 (as current)</p> <p style="text-align: center;">Section 3. General Meeting of Shareholders</p> <p>Article 10-13 (as current)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;"><u>(Electronic provision system, etc.)</u></p> <p><u>Article 14. (i) Upon convocation of the General Meeting of Shareholders, the Company utilizes an electronic provision system for information corresponding with the Reference Materials for the General Meeting of Shareholders.</u></p> <p><u>(ii) The Company may not provide all or some of the information disclosed by the electronic provision system by ordinance of the Ministry of Justice to shareholders in writing, even if said shareholder requests the information in writing by the voting rights record date.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 15. (text omitted)</p> <p>Section 4. Directors and the Board of Directors</p> <p>(Number of Directors) Article 16. The number of Directors of the Company shall be within <u>8</u>. (New establishment)</p> <p>(Election method) Article 17. (i) Directors are elected when they receive a majority of the voting rights cast at the General Meeting of Shareholders when shareholders are in attendance who represent at minimum one-third of shareholder voting rights.</p> <p>(ii) (text omitted)</p> <p>(Dismissal method) Article 18. (i) Directors are dismissed by the General Meeting of Shareholders. (ii) Directors are dismissed when such a proposal receives at minimum two-thirds of the voting rights cast at the General Meeting of Shareholders when shareholders are in attendance who represent at minimum one-third of shareholder voting rights.</p>	<p>Article 15. (as current)</p> <p>Section 4. Directors and the Board of Directors</p> <p>(Number of Directors) Article 16. (i) The number of Directors of the Company shall be within <u>12</u>. (ii) <u>Of the Directors indicated above, four or fewer shall be Directors who are Audit &amp; Supervisory Board Members.</u></p> <p>(Election method) Article 17. (i) <u>After categorizing Directors as those who are Audit &amp; Supervisory Board Members and those who are not,</u> Directors are elected when they receive a majority of the voting rights cast at the General Meeting of Shareholders when shareholders are in attendance who represent at minimum one-third of shareholder voting rights. (ii) (as current)</p> <p>(Dismissal method) Article 18. (i) Directors are dismissed by the General Meeting of Shareholders. (ii) <u>After categorizing Directors as those who are Audit &amp; Supervisory Board Members and those who are not,</u> Directors are dismissed when such a proposal receives at minimum two-thirds of the voting rights cast at the General Meeting of Shareholders when shareholders are in attendance who represent at minimum one-third of shareholder voting rights.</p>



Current Articles of Incorporation	Proposed Amendments
<p>(Term)  Article 19. The term of office for Directors is until the conclusion of the last ordinary general meeting of shareholders relating to the fiscal year ending within one year of their election.</p> <p>(New establishment)</p> <p><u>(ii) The term of office of Directors added or elected as substitute Directors is until the conclusion of the term of current Directors.</u></p> <p>(New establishment)</p> <p>(New establishment)</p>	<p>(Term)  Article 19. (i) <u>The term of office for Directors who are not Audit &amp; Supervisory Board Members is until the conclusion of the last ordinary general meeting of shareholders relating to the fiscal year ending within one year of their election.</u></p> <p><u>(ii) The term of office for Directors who are Audit &amp; Supervisory Board Members is until the conclusion of the last ordinary general meeting of shareholders relating to the fiscal year ending within two years of their election.</u></p> <p>(Deleted)</p> <p><u>(iii) The term of office of Directors who are Audit &amp; Supervisory Board Members elected as substitute Directors for Directors who are Audit &amp; Supervisory Board Members who retired before the conclusion of their term is until the conclusion of the term of the retired Director who is a Audit &amp; Supervisory Board Member.</u></p> <p><u>(iv) The term that the election remains effective for substitute Directors who are Audit &amp; Supervisory Board Members elected based on Article 329 Paragraph 3 of the Companies Act is until the beginning of the last ordinary general meeting of shareholders relating to the fiscal year ending within two years of their election.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Representative Director and Executive Directors)</p> <p>Article 20. (i) The Board of Directors shall select the Representative Director(s) from among the Directors.</p> <p>(ii) The Board of Directors may, by resolution, <u>select</u> one Chair and President, Vice Presidents, Senior Managing Directors, and Managing Directors.</p> <p>Article 21. (text omitted)</p> <p>(Notice of convocation of Board of Directors meeting)</p> <p>Article 22. (i) The Notice of Convocation of the Board of Directors meeting shall be issued to each Director <u>and Auditor</u> at least three days before the meeting date. However, it is possible to reduce this period in case of emergency.</p> <p>(ii) If approval of all Directors <u>and Auditors</u> is received, the Board may hold the Board of Directors meeting without going through the procedure for convocation.</p> <p>(New establishment)</p>	<p>(Representative Director and Executive Directors)</p> <p>Article 20. (i) The Board of Directors shall select the Representative Director(s) from among the <u>Directors who are not Audit &amp; Supervisory Board Members.</u></p> <p>(ii) The Board of Directors may, by resolution, <u>elect</u> one Chair and President, Vice Presidents, Senior Managing Directors, and Managing Directors <u>from among the Directors who are not Audit &amp; Supervisory Board Members.</u></p> <p>Article 21. (as current)</p> <p>(Notice of convocation of Board of Directors meeting)</p> <p>Article 22. (i) The Notice of Convocation of the Board of Directors meeting shall be issued to each Director at least three days before the meeting date. However, it is possible to reduce this period in case of emergency.</p> <p>(ii) If approval of all Directors is received, the Board may hold the Board of Directors meeting without going through the procedure for convocation.</p> <p><u>(Delegation of important business execution decisions)</u></p> <p><u>Article 23. In accordance with Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or some decisions related to important business execution decisions to Directors (excluding items listed in Item 5 of the same provision) through resolution of the Board of Directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Resolution method of Board of Directors)  <u>Article 23.</u> (i) Resolutions are passed in the Board of Directors with a majority vote of Directors in attendance at meetings where a majority of all Directors are present.</p> <p>(ii) When Directors propose the purpose of resolutions of Board of Directors meetings, if all Directors who are able to vote on this resolution indicate their approval either in writing or electronically, and <u>Auditors do not make any objections</u>, it will be considered approval of the resolution by the Board of Directors.</p> <p>Article <u>24-25</u> (text omitted)</p> <p><u>Section 5. Auditors and Audit Committee</u></p> <p>(Number of Directors)  <u>Article 26.</u> (i) <u>The number of Auditors of the Company shall be within four.</u>  (ii) <u>The effective term of resolutions to elect substitute Auditors is until the beginning of the last ordinary general meeting of shareholders relating to the fiscal year ending within four years of the resolution passing.</u></p> <p>(Election method)  <u>Article 27</u> <u>Auditors are elected when they receive a majority of the voting rights cast at the General Meeting of Shareholders when shareholders are in attendance who represent at minimum one-third of shareholder voting rights.</u></p>	<p>(Resolution method of Board of Directors)  <u>Article 24.</u> (i) Resolutions are passed in the Board of Directors with a majority vote of Directors in attendance at meetings where a majority of all Directors <u>who are able to vote</u> are present.</p> <p>(ii) When Directors propose the purpose of resolutions of Board of Directors meetings, if all Directors who are able to vote on this resolution indicate their approval either in writing or electronically, it will be considered approval of the resolution by the Board of Directors.</p> <p>Article <u>25-26</u> (text omitted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Term)</u>  <u>Article 28. (i) The term of office for Auditors is until the conclusion of the last ordinary general meeting of shareholders relating to the fiscal year ending within four years of their election.</u>  <u>(ii) The term of office of Auditors elected as substitute Auditors is until the conclusion of the term of the retired Auditors.</u></p>	(Deleted)
<p><u>(Full-time Auditor)</u>  <u>Article 29. The Audit Committee shall select Full-time Auditors from among the Auditors.</u></p>	(Deleted)
<p><u>(Notice of convocation of Audit Committee meeting)</u>  <u>Article 30. (i) The Notice of Convocation of the Audit Committee meeting shall be issued to each Auditor at least three days before the meeting date. However, it is possible to reduce this period in case of emergency.</u>  <u>(ii) If approval of all Auditors is received, the committee may hold the Audit Committee meeting without going through the procedure for convocation.</u></p>	(Deleted)
<p><u>(Resolution method of Audit Committee)</u>  <u>Article 31. Excluding cases when other provisions are established in laws and regulations, resolutions of the Audit Committee are passed by a major vote.</u></p>	(Deleted)
<p><u>(Audit committee rules)</u>  <u>Article 32. Matters related to operations of the Audit Committee are based on the Audit Committee Rules established in the Audit Committee.</u></p>	(Deleted)



Current Articles of Incorporation	Proposed Amendments
(New establishment)	<u>(Resolution method of Audit &amp; Supervisory Board)</u> <u>Article 29. Resolutions are passed in the Audit &amp; Supervisory Board with a majority vote of Audit &amp; Supervisory Board Members in attendance at meetings where a majority of all Audit &amp; Supervisory Board Members who can issue a vote are present.</u>
(New establishment)	<u>(Audit &amp; Supervisory Board rules)</u> <u>Article 30. Matters related to operations of the Audit &amp; Supervisory Board are based on laws and regulations, the Articles of Incorporation and the Audit &amp; Supervisory Board Rules established in the Audit &amp; Supervisory Board.</u>
Section 6. Calculation	Section 6. Calculation
Article <u>34-37</u> (text omitted)	Article <u>31-34</u> (as current)
(New establishment)	Supplementary Provisions
(New establishment)	<u>(Transitory measures related to liability waiver of Auditors)</u> <u>Article 1. In accordance with Article 426 Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, waive liability for damages resulting from neglect of duties before the conclusion of the 23rd Annual General Meeting of Shareholders for Auditors (including former Auditors) to the limit of laws and regulations.</u>

Current Articles of Incorporation	Proposed Amendments
(New establishment)	<p data-bbox="1018 771 1470 831"><u>(Transitory measures related to electronic provision system, etc.)</u></p> <p data-bbox="1018 831 1441 861"><u>Article 2. (i) The deletion of Article 14</u></p> <p data-bbox="1155 861 1545 1314"><u>(Disclosure of reference materials via the Internet) before amendments and new establishment of Article 14 (Electronic provision system, etc.) after amendments to be decided by resolution of the 23rd Annual General Meeting of Shareholders shall be effective on September 1, 2022 (hereinafter “Effective Date”), the effective date of amending provisions provided in the proviso to Article 1 of the Supplementary Provisions of the Act for Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p data-bbox="1128 1314 1545 1588"><u>(ii) Regardless of the previous provision, Article 14 (Disclosure of reference materials via the Internet) before amendments approved at the 23rd Annual General Meeting of Shareholders shall remain effective for general meeting of shareholders held within six months of the effective date.</u></p> <p data-bbox="1128 1588 1545 1745"><u>(iii) This article shall be deleted at the later of six months after the Effective Date or three months after the general meeting of shareholders in the previous paragraph.</u></p>

Proposal No. 3: Election of Six Directors Who Are Not Audit & Supervisory Board Members

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as drafted, the Company will transition into a company with an Audit & Supervisory Board. In this case, all eight Directors shall resign at the conclusion of their terms upon the effective date of the Articles of Incorporation amendments. Therefore, the Company proposes the election of six Directors who are not Audit & Supervisory Board Members (same hereinafter in this proposal) after the transition to a company with an Audit & Supervisory Board.

This proposal becomes effective only upon the effectiveness of the amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation.” The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
1	Kazutoshi Senno (December 7, 1957)	<p>Apr. 2001 General Manager of Transaction Advisory Department of Mitsubishi Jisho Investment Advisors, Inc.</p> <p>Apr. 2003 Director</p> <p>Apr. 2006 Established Wealth Management, Inc. (currently Richesse Management, Inc.) Representative Director (current)</p> <p>June 2013 Representative Director of the Company</p> <p>Feb. 2014 Director of WEALTH PARTNERS SINGAPORE PTE LTD</p> <p>Apr. 2017 President and Representative Director of the Company (current)</p> <p>July 2019 Director of SUN RICHESSE SINGAPORE PTE. LTD. (current)</p> <p>(Important concurrent positions) Representative Director of Richesse Management, Inc.</p>	762,600 shares



Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
2	Akihiro Imada (March 9, 1963)	<p>Apr. 2001 Transaction Advisory Department of Mitsubishi Jisho Investment Advisors, Inc.</p> <p>June 2006 Senior Managing Director of Wealth Management, Inc. (currently Richesse Management, Inc.)</p> <p>Sep. 2015 Representative Director of Hotel W Management, Inc.</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>June 2017 Director of the Company</p> <p>Oct. 2018 Representative Director of Mimatsu Co., Ltd. (current)</p> <p>May 2020 Representative Director of Wealth Realty Management, Inc. (current)</p> <p>June 2021 Representative Director and Senior Managing Executive Officer of the Company (current)</p> <p>(Important concurrent positions)</p> <p>Senior Managing Director of Richesse Management, Inc.</p> <p>Representative Director of Mimatsu Co., Ltd.</p> <p>Representative Director of Wealth Realty Management, Inc.</p>	41,800 shares

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock	
3	Atsushi Chikamochi (July 24, 1958)	Apr. 1981	The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	29,100 shares
		Apr. 2005	General Manager of Capital Markets Department at Lehman Brothers Holdings Inc. (Senior Vice President)	
		June 2006	AEON Financial Project Co., Ltd. (currently AEON Bank, Ltd.)	
		Oct. 2007	Director, Executive Officer, and General Manager of Financial Department of AEON Bank, Ltd.	
		Sep. 2013	Executive Officer and General Manager of Management Administration Department at Mikasa Asset Management, LLC	
		Mar. 2015	In charge of Finance and Accounting HQ of Maruhan Corporation	
		Sep. 2016	Finance Division of the Company	
		Oct. 2016	General Manager of Finance Division and Director of Legal Affairs Office of the Company	
		Apr. 2017	Executive Officer, General Manager of Corporate Planning Division, and General Manager of Finance Division of the Company	
		Oct. 2018	Executive Officer and General Manager of Corporate Planning Division of the Company Representative Director of Hotel W Management, Inc. (current) Director of Mimatsu Co., Ltd. (current)	
		Nov. 2018	Representative Director of Sanyo Kogyo Co., Ltd.	
		Apr. 2019	Managing Executive Officer and General Manager of Corporate Planning Division of the Company	
		Dec. 2020	Representative Director of Dojima Hotel Operations, Inc. (current)	
		Apr. 2021	Senior Managing Executive Officer and General Manager of Corporate Planning Division of the Company	
		June 2021	Director, Senior Managing Executive Officer and General Manager of Corporate Planning Division of the Company	
Apr. 2022	Director and Senior Managing Executive Officer of the Company (current)			
		(Important concurrent positions) Representative Director of Hotel W Management, Inc. Representative Director of Dojima Hotel Operations, Inc. Director of Mimatsu Co., Ltd.		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
4	Daisuke Mihara (March 5, 1973)	<p>Oct. 1998 The Tanizawa Sogo Appraisal Co., Ltd.  July 2006 Financing Department of Unified Partners Ltd.  May 2011 Asset Operations Division of Wealth Management, Inc. (currently Richesse Management, Inc.)  Sep. 2015 Director of Hotel W Management, Inc.  Apr. 2017 Executive Officer of the Company  Director of Richesse Management, Inc.  June 2019 Director of the Company (current)  Apr. 2021 Managing Executive Officer of the Company (current)  Managing Director of Richesse Management, Inc. (current)</p> <p>(Important concurrent positions)  Managing Director of Richesse Management, Inc.</p>	47,800 shares

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
5	Norihiro Masuda (July 25, 1969)	<p>Apr. 1994 CBRE K.K.</p> <p>Mar. 2004 Real Estate Business Div. 2 of Nikko Real Estate</p> <p>Apr. 2007 Acquisition Department of Number One Asset Management, Inc.</p> <p>May 2010 Transaction Unit of Wealth Management, Inc. (currently Richesse Management, Inc.)</p> <p>Sep. 2013 Investment Services Department of K.K. Halifax Associates</p> <p>Sep. 2015 Asset Operations Division of Richesse Management, Inc.</p> <p>Sep. 2015 Director of Hotel W Management, Inc.</p> <p>Apr. 2017 Executive Officer of the Company (current)</p> <p>June 2018 Director of Richesse Management, Inc. (current)</p> <p>Oct. 2018 Director of Mimatsu Co., Ltd. (current)</p> <p>Nov. 2018 Director of Sanyo Kogyo Co., Ltd.</p> <p>June 2019 Director of the Company (current)</p> <p>Dec. 2019 Director of Dojima Hotel Operations, Inc. (current)</p> <p>Apr. 2021 Managing Director of Hotel W Management, Inc. (current)</p> <p>(Important concurrent positions)</p> <p>Managing Director of Hotel W Management, Inc.</p> <p>Director of Richesse Management, Inc.</p> <p>Director of Mimatsu Co., Ltd.</p> <p>Director of Dojima Hotel Operations, Inc.</p>	33,100 shares

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
6	Takaharu Terauchi (December 4, 1962)	<p>Apr. 1986 Daikyo Kanko Inc. (currently DAIKYO INCORPORATED)</p> <p>Mar. 2001 ES-CON JAPAN Ltd.</p> <p>Mar. 2007 Executive Officer</p> <p>Mar. 2008 Director</p> <p>Apr. 2013 Deputy Branch Manager of Tokyo Branch of Samty Co., Ltd.</p> <p>Apr. 2017 Branch Manager of Fukuoka Branch, Branch Management Headquarters of Samty Co., Ltd.</p> <p>Feb. 2019 Executive Officer Transferred to Samty Asset Management Co., Ltd. Director and Vice President</p> <p>Oct. 2019 Executive Officer, General Manager of Group Sales Promotion Department of Samty Co., Ltd.</p> <p>Feb. 2020 Director and General Manager of Group Sales Promotion Department Representative Director of Samty Hotel Management, Co., Ltd. (current)</p> <p>Dec. 2020 Director in charge of Tokyo Branch, General Manager of Group Sales Promotion Department of Samty Co., Ltd. (current)</p> <p>June 2021 Outside Director of the Company (current)</p> <p>(Important concurrent positions) Representative Director of Samty Hotel Management, Co., Ltd. Director in charge of Tokyo Branch, General Manager of Group Sales Promotion Department of Samty Co., Ltd.</p>	- shares

- (Notes) 1. Takaharu Terauchi serves concurrently as an executive officer for Samty Co., Ltd., which has entered a capital and business alliance agreement with the Company on May 25, 2021, and has been disclosed in “Other Affiliates” of the Company and became a top shareholder of the Company.
2. Excluding Takaharu Terauchi, no candidates have a special interest with the Company.
3. Takaharu Terauchi is a candidate for outside Director.
4. Takaharu Terauchi is a current outside Director of the Company. At the conclusion of this general meeting of shareholders, he will have served one year as an outside Director.
5. In terms of the reason for nominating Takaharu Terauchi as a candidate for outside Director and his expected role, the Company expects that he will contribute to the management of the Company with supervision and advice from an expert perspective, utilizing his rich experience and achievements, as he possesses a wealth of experience and knowledge related to comprehensive real estate businesses based on his many years in real estate companies. Therefore, the Company proposes his election as it has determined he can appropriately execute his role as an outside Director.
6. The Company entered into an agreement with Mr. Takaharu Terauchi to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as drafted and his reelection is approved, the Company will continue the said agreement.
7. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company and subsidiaries are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim by shareholders, investors, employees, and other third parties for damages caused by the insured person’s actions (including omissions) during the term insured will be compensated under said contract. Candidates are also included among the insured persons for this liability insurance contract. The Company plans to renew this liability insurance contract under the same conditions at the next renewal period.

Proposal No. 4: Election of Four Directors Who Are Audit & Supervisory Board Members

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as original proposed, the Company will transition into a company with an Audit & Supervisory Board. In this case, the Company proposes the election of four Directors who are Audit & Supervisory Board Members.

The Audit Committee has approved this proposal.

This proposal becomes effective only upon the effectiveness of the amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation.”

The candidates for Directors who are Audit & Supervisory Board Members are as follows.

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
1	(New election) Yasushi Okuyama (April 12, 1963)	Apr. 1988      Joined SMBC Nikko Securities Inc. Mar. 1995      Trading System Development Department Dec. 2001      Joined the Company Sep. 2002      Director of the Company Sep. 2004      Senior Managing Director of the Company Aug. 2010      Representative Director of the Company June 2013      Chairman and Representative Director of the Company  June 2014      Director of the Company Apr. 2015      Director of Richesse Management, Inc. May 2016      Director of Wealth Mortgage, Inc. June 2017      Auditor of the Company (current) June 2017      Auditor of Hotel W Management, Inc. (current) Oct. 2018      Auditor of Mimatsu Co., Ltd. (current) Nov. 2018      Auditor of Sanyo Kogyo Co., Ltd. June 2019      Auditor of Richesse Management, Inc. (current) Dec. 2019      Auditor of Dojima Hotel Operations, Inc. (current)	70,400 shares
		(Important concurrent positions) Auditor of Hotel W Management, Inc. Auditor of Richesse Management, Inc. Auditor of Mimatsu Co., Ltd. Auditor of Dojima Hotel Operations, Inc.	

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
2	(New election) Tsuneo Yamada (December 15, 1943)	<p>Apr. 1970 Registered as attorney with Osaka Bar Association</p> <p>Apr. 1994 Vice President of Osaka Bar Association</p> <p>July 1997 Chairman of Violent Intervention in Civil Affairs Countermeasures Committee of the Japan Federation of Bar Associations</p> <p>Aug. 1999 Financial Administrator for Namihaya Bank, Inc.</p> <p>Apr. 2004 Part-time Auditor of Nara Institute of Science and Technology</p> <p>Apr. 2005 Full-time Director of Japan Federation of Bar Associations</p> <p>Apr. 2007 President of Osaka Bar Association, Vice President of Japan Federation of Bar Associations</p> <p>Apr. 2008 Branch Manager of Kinki Region of CSR Popularization Association</p> <p>Oct. 2013 Established General Incorporated Umegae-Chuo Kizuna Foundation (currently Public-Interest Corporation Umegae-Chuo Kizuna Foundation), Representative Director</p> <p>June 2019 Outside Director of the Company (current)</p> <p>Feb. 2021 Outside Auditor of SymEnergy Inc. (current)</p> <p>(Important concurrent positions) Outside Auditor of SymEnergy Inc. (current)</p>	- shares
3	(New election) Yosuke Masuda (July 1, 1970)	<p>Apr. 1993 ORIX Corporation</p> <p>Jan. 2005 Director of Sun Capital Management Corp.</p> <p>Aug. 2007 Director of Sun Asset Management Co., Ltd. (currently Samty Asset Management Co., Ltd.)</p> <p>Nov. 2007 Director of Grand Hotel Matto</p> <p>Apr. 2009 Director, Vice President, and Tokyo Branch Manager of Sun Asset Management Co., Ltd. (currently Samty Asset Management Co., Ltd.)</p> <p>Apr. 2010 Representative Director and President of Sun Asset Management Corp. (currently Samty Asset Management Co., Ltd.)</p> <p>Feb. 2021 Executive Officer and General Manager of Finance Department of Samty Co., Ltd. (current), Director of Samty Asset Management Co., Ltd. (current)</p> <p>June 2021 Outside Director of the Company (current)</p> <p>(Important concurrent positions) Executive Officer, General Manager of Finance Department of Samty Co., Ltd. Director of Samty Asset Management Co., Ltd.</p>	- shares



Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
4	(New election) Masaru Ohta (June 8, 1966)	Oct. 1991    Joined Aoyama Audit Corporation Feb. 1997    Joined PwC Consulting Inc. Apr. 1997    Registered as Certified Public Accountant Mar. 2001    Joined Sanwa Capital Inc. (currently Mitsubishi UFJ Capital Co., Ltd.) Dec. 2002    Joined Phoenix Capital Co., Ltd. Mar. 2003    Director of Phoenix Capital Co., Ltd. Apr. 2006    Established Ascent Partners, Inc., President and Representative Director (current) June 2015    Auditor of MORITA HOLDINGS CORPORATION (current) June 2017    Outside Auditor of the Company (current) Dec. 2019    Auditor of CMIC HOLDINGS Co., Ltd. (current)	- shares
		(Important concurrent positions) President and Representative Director of Ascent Partners, Inc. Auditor of MORITA HOLDINGS CORPORATION Auditor of CMIC HOLDINGS Co., Ltd.	

(Notes) 1. (New election) indicates a new candidate for Director.

2. Yosuke Masuda serves concurrently as an executive officer for Samty Co., Ltd., which has entered a capital and business alliance agreement with the Company on May 25, 2021, and has been disclosed in "Other Affiliates" of the Company and will become a top shareholder of the Company.
3. Excluding Yosuke Masuda, no candidates have a special interest with the Company.
4. Tsuneo Yamada, Yosuke Masuda, and Masaru Ohta are candidates for Outside Director.
5. The Company has designated Tsuneo Yamada as an independent officer as stipulated under the Tokyo Stock Exchange guideline, and registered him as such at the Tokyo Stock Exchange. The Company plans to designate Masaru Ohta as an independent officer and register him as such at the Tokyo Stock Exchange.
6. In terms of the reason for nominating Tsuneo Yamada as a candidate for Outside Director who is an Audit & Supervisory Board Member and his expected role, the Company expects that he will provide supervision and advice from an expert perspective related to governance and compliance as he possesses many years of experience and knowledge related to legal matters, as well as certifications as an attorney. Therefore, the Company proposes his election as it has determined he can appropriately execute his role as an Outside Director who is an Audit & Supervisory Board Member. Tsuneo Yamada has not been involved in company management besides in the role of outside officer. However, based on the reasons stated above, the Company determined that he can appropriately execute the duties of Outside Director.
7. Tsuneo Yamada is a current Outside Director of the Company. At the conclusion of this General Meeting of Shareholders, he will have served three years as an Outside Director.

8. In terms of the reason for nominating Yosuke Masuda as a candidate for Outside Director who is an Audit & Supervisory Board Member and his expected role, the Company expects that he will provide supervision and advice from an expert perspective related to real estate finance businesses in particular, utilizing his rich experience and achievements, as he possesses a wealth of experience and knowledge related to all real estate investment operations based on his many years of experience at asset management companies. Therefore, the Company proposes his election as it has determined he can appropriately execute his role as an Outside Director who is an Audit & Supervisory Board Member.
9. Yosuke Masuda is a current Outside Director of the Company. At the conclusion of this General Meeting of Shareholders, he will have served one year as an Outside Director.
10. In terms of the reason for nominating Masaru Ohta as a candidate for Outside Director who is an Audit & Supervisory Board Member and his expected role, the Company expects that he will provide supervision and advice from an expert perspective related to accounting processes, primarily in real estate transactions, as he possesses wide insights and expert knowledge related to internal controls of companies and accounting as a Certified Public Accountant. Therefore, the Company proposes his election as it has determined he can appropriately execute his role as an Outside Director who is an Audit & Supervisory Board Member.
11. Masaru Ohta is a current Outside Auditor of the Company. At the conclusion of this General Meeting of Shareholders, he will have served five years as an Outside Auditor
12. The Company entered into an agreement with Tsuneo Yamada and Yosuke Masuda to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as original proposed and their election is approved, the Company plans to enter said agreement. If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as original proposed and their election is approved, the Company plans to enter said agreement with them. The Company entered into an agreement with the same provisions with Masaru Ohta as an Outside Auditor. If Proposal No. 2 is passed as original proposed and his election is approved, the Company plans to enter said agreement with him.
13. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company and subsidiaries are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim by shareholders, investors, employees, and other third parties for damages caused by the insured person’s actions (including omissions) during the term insured will be compensated under said contract. Candidates are also included among the insured persons for this liability insurance contract. The Company plans to renew this liability insurance contract under the same conditions at the next renewal period.

Proposal No. 5: Establishment of Remuneration for Directors Who Are Not Audit & Supervisory Board Members

At the Organizational Meeting of Shareholders held on December 6, 1999, the Company passed a resolution to set remuneration for Directors at an annual amount of within 300 million yen (does not include employee portion of remuneration). However, if Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as original proposed, the Company will transition into a company with an Audit & Supervisory Board. Therefore, in consideration of recent economic conditions, the Company proposes that Directors elected after the transition to a company with an Audit & Supervisory Board (excludes Directors who are Audit & Supervisory Board Members. Same hereinafter in this proposal) receive remuneration at an annual amount of within 500 million yen (including remuneration of no more than 50 million yen per year for Outside Directors). The Company also requests approval for the following specific amounts for Directors and payment periods, etc. as decided by the Board of Directors. This remuneration does not include the employee portion for Directors serving concurrently as employees.

If the Company transitions to a company with an Audit & Supervisory Board and this proposal passes, the Company plans to pass resolutions in the Board of Directors related to the decision-making policies for individual remuneration, etc. for Directors as follows. The Company has determined that granting remuneration to Directors based on these policies is both needed and logical.

There are currently eight directors. However, if Proposal No. 2 “Partial Amendment to the Articles of Incorporation” and Proposal No. 3 “Election of Six Directors Who Are Not Audit & Supervisory Board Members” pass as originally proposed, the number of Directors will be six (including one Outside Director).

The content of this proposal becomes effective only upon the effectiveness of the amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation.”

Proposal No. 6: Establishment of Remuneration for Directors Who Are Audit & Supervisory Board Members

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as original proposed, the Company will transition into a company with an Audit & Supervisory Board. Therefore, in consideration of recent economic conditions, the Company proposes that Directors who are Audit & Supervisory Board Members elected after the transition to a company with an Audit & Supervisory Board receive remuneration at an annual amount of within 50 million yen. The Company also requests approval for the following specific amounts for Directors who are Audit & Supervisory Board Members and payment periods, etc. as decided by the Directors who are Audit & Supervisory Board Members. The Company has determined that the remuneration in this proposal reflects the duties of Directors who are Audit & Supervisory Board Members.

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” and Proposal No. 4 “Election of Four Directors Who Are Audit & Supervisory Board Members” pass as originally proposed, the number of Directors who are Audit & Supervisory Board Members will be four.

The content of this proposal becomes effective only upon the effectiveness of the amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation.”

Proposal No. 7: Establishment of Remuneration Related to Performance-Linked Restricted Share Remuneration System for Directors Who Are Not Audit & Supervisory Board Members and Are Not Executive Officers

At the 18th Ordinary General Meeting of Shareholders held on June 28, 2017, the Company passed a resolution to implement a performance-linked restricted share remuneration system for Executive Directors as a form of Director remuneration. Further, at the 21st Ordinary General Meeting of Shareholders held on June 29, 2020, the Company passed a resolution revising the details of this system, changing the restricted period from the payment date of the restricted shares to the date decided in advance by the Board of Directors following the Director, executive officer, or Group executive officer losing their position (hereinafter “resignation”) in order to construct a remuneration system that further promotes shared values of Directors and shareholders and contributes to enhancing medium-to-long-term corporate value. Further, at the 22nd Ordinary General Meeting of Shareholders held on June 23, 2021, the Company passed a resolution to revise the system to pay point-based monetary remuneration linked with the share price upon the restriction unlock for a portion of the remuneration in order to promote officers to continue holding shares for a long period even after retirement instead of needing to sell shares to secure the capital to make tax payments. (Hereinafter, the resolutions at these General Meetings of Shareholders will be “Original Resolution”.)

The Original Resolution established restricted stock remuneration for Executive Directors separate from the remuneration limit for Directors (annual amount of within 300 million yen (does not include employee portion of remuneration)). Under this system, (i) the total annual amount of monetary compensation claims to allocate restricted shares shall be within 150 million yen and the total number of common shares of Company stock to be issued or disposed of shall be within 150,000 shares a year. (ii) Also, points granted to Directors are limited to 75,000 points per fiscal year (in other words, the limit of total share price-linked monetary remuneration per year is 75,000 shares multiplied by the share price at the time of the restriction unlock.).

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is passed as original proposed, the Company will transition into a company with an Audit & Supervisory Board and the Company will propose Proposal No. 5 “Establishment of Remuneration for Directors Who Are Not Audit & Supervisory Board Members,” which sets the limit of remuneration for Directors (excluding Directors who are Audit & Supervisory Board Members) as 500 million yen. Separate from the limit, the Company proposes the establishment of a restricted stock unit remuneration under the following conditions. (i) The total annual amount of monetary compensation claims to allocate restricted shares shall be within 150 million yen and the total number of common shares of Company stock to be issued or disposed of shall be within 150,000 shares a year. (ii) Also, points granted to Directors are limited to 75,000 points per fiscal year (in other words, the limit of total share price-linked monetary remuneration per year is 75,000 shares multiplied by the share price at the time of the restriction unlock.).

At the 7th Ordinary General Meeting of Shareholders held on September 27, 2006, the Company passed a

resolution that established a separate stock option remuneration as within 30 million yen per year. However, if this current proposal is passed, the Company shall terminate this stock option compensation.

If the Company transitions to a company with an Audit & Supervisory Board and this proposal passes, the Company plans to pass resolutions in the Board of Directors related to the decision-making policies for individual remuneration, etc. for Directors as follows. The Company has determined that the content of this proposal is both required and logical for granting performance-linked restricted share remuneration to Directors based on these policies.

Only Executive Directors are eligible for this system. There are currently five Executive Directors. However, if Proposal No. 2 “Partial Amendment to the Articles of Incorporation” and Proposal No. 3 “Election of Six Directors Who Are Not Audit & Supervisory Board Members” pass as originally proposed, the number of Executive Directors will be five.

If this proposal is passed, the Company will not allocate share acquisition rights as stock options for Directors, excluding those that have already been allocated.

This proposal becomes effective only upon the effectiveness of the amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendment to the Articles of Incorporation.”

The details of restricted shares allocated to Executive Directors are as stated in the Original Resolution below.

(1) Overview

Under this system, in principle each fiscal year, the Company uses a set percentage of ordinary profit from the previous fiscal year as capital and grants monetary remuneration claims based on the level of contribution to ordinary profit by the individual Executive Directors (hereinafter “eligible Director”) in order to allocate restricted shares. The eligible Director makes an in-kind contribution to the Company for monetary remuneration claims, and the Company issues or disposes of common shares of Company to the eligible Director. The Company shall enter a restricted share allocation agreement (hereinafter “the Allocation Agreement”) with the eligible Director, who will be unable to freely transfer, set as collateral, or dispose of (hereinafter “transfer, etc.”) the shares granted by this agreement (hereinafter “Allocated Shares”) for the set period established in the Allocation Agreement (hereinafter “Restricted Period”). The restriction on the Allocated Shares will be unlocked on a date following the resignation date the Board of Directors establishes in advance. If circumstances arise wherein the Director resigns for a reason other than those acknowledged as appropriate, the Company may acquire the Allocated Shares free of cost.

In addition to the above, the Company shall grant eligible Directors points in the amount of the number of restricted shares granted to them each year multiplied by 0.5 as share price-linked monetary remuneration. Upon the restriction unlock, the Company shall pay monetary remuneration in the sum of the points accumulated during their term in office (however, subtract points for restricted shares acquired free of cost) multiplied by the share price upon the restriction unlock (defined in (5) below).

The Board of Directors shall make other decisions related to the operation of this system.

(2) Remuneration amount and limit of number of shares for monetary remuneration claims paid to allocate restricted shares

The total amount of monetary remuneration claims paid to eligible Directors for the allocation of restricted shares shall be within 150 million yen per fiscal year. The total number of Allocated Shares eligible Directors can be granted shall be within 150,000 shares per fiscal year. However, after the conclusion of this General Meeting of Shareholders, in the case of a share split or reverse stock split of common shares of Company stock, the Company shall logically adjust the number of Allocated Shares if such adjustment is necessary, based on the details of these adjustments.

(3) Payment amount per share

Payment amount per share shall be decided by the Board of Directors within the scope of avoiding advantageous treatment of Directors who receive common shares of Company stock from this system based on the closing price of common shares of the Company at the Tokyo Stock Exchange on the business day before the date of the Board of Directors resolution (if there is no trading on this date, the closing price from the nearest date before this).

(4) Overview of details established in this Allocation Agreement

(i) Restriction period

The restricted period shall be from the date of granting the restricted shares to the date decided in advance by the Board of Directors following resignation. During this period, eligible Directors are not permitted to transfer, etc. Allocated Shares.

(ii) Restriction unlock

The Company shall unlock restrictions on Allocated Shares on the date decided in advance by the Board of Directors following resignation.

(iii) Acquisition without compensation

If circumstances arise wherein the eligible Director resigns for a reason other than those acknowledged as

appropriate by the Company, the Company may acquire the Allocated Shares free of cost.

(iv) Handling for reorganization, etc.

During the restricted period, if the General Meeting of Shareholders (or Board of Directors if the reorganization does not require approval of the General Meeting of Shareholders) passes a resolution for a merger agreement wherein the Company becomes the non-surviving company, a share transfer agreement wherein the Company becomes a wholly-owned subsidiary, a share transfer plan, or other type of reorganization, the timing of restriction unlock may be logically adjusted as needed or the restricted shares may be acquired without compensation by resolution of the Board of Directors of the Company.

(v) Other details established by Board of Directors

Other details related to this system shall be established by the Board of Directors and be treated as provisions of this Allotment Agreement.



(5) Share price-linked monetary remuneration

(i) Grant points related to share price-linked monetary remuneration

The number of points granted to each eligible Director shall be limited to 75,000 points per fiscal year (1 point = 1 share). Based on a resolution of the Board of Directors, the Company shall grant eligible Director points calculated by the below formula each year (hereinafter “Points”); however, these points shall not exceed the annual maximum number of 75,000 points.

$$\text{Granted points} = \text{Number of restricted shares issued in a fiscal year} \times 0.5$$

However, after the conclusion of this General Meeting of Shareholders, in the case of a share split or reverse stock split of common shares of Company stock, the Company shall logically adjust the number of points and the limit of points if such adjustment is necessary, based on the details of these adjustments.

(ii) Payment of share price-linked monetary remuneration

Points are continuously granted during the term of office of each eligible Director. The accumulated points are determined based on the restriction unlock date.

On the restriction unlock date, based on the below formula, the Company shall pay a monetary sum to eligible Directors within the amount determined by multiplying the number of points accumulated by the eligible Director (minus the number of points related to restricted shares acquired free of costs) with the share price at the time of the restriction unlock. However, the monetary remuneration payment amount calculated below shall be rounded down to the nearest 1 yen.

$$\text{Monetary remuneration payment amount} = \text{Total number of points held by eligible Director} \times \text{share price at the time of restriction unlock}^*$$

\*Closing price of Company stock at the Tokyo Stock Exchange on the date of the restriction unlock (if there is no trading on this date, the closing price from the nearest date before this).

(Reference)

If Proposal No. 7 is approved, after the conclusion of this General Meeting of Shareholders, the Company plans to pay restricted share remuneration and share price-linked monetary remuneration as stated above to executive officers of the Company as well.

(Reference)

<Decision-making policies related to individual remuneration, etc. for Directors to be decided after the transition to a company with an Audit & Supervisory Board>

a. Policy related to basic remuneration

The remuneration for Directors (excluding Directors who are Audit & Supervisory Board Members) shall be no more than 500 million yen a year (including remuneration of no more than 50 million yen per year for Outside Directors) which is approved in the General Meeting of Shareholders. Individual remuneration amounts are determined by the Representative Director, who is delegated this task each year by the Board of Directors, based on the evaluation of the officer's position and execution of duties, a comprehensive consideration of company performance, and objective benchmarks that refer to survey data from external expert organizations.

b. Policy related to performance-linked remuneration, etc.

The Company has implemented a performance-linked restricted share remuneration system for Directors (excluding Directors who are Audit & Supervisory Board Members and Non-executive Directors).

1. Performance indicators

Ordinary profit standards/business forecast achievement

2. Policy related to deciding calculation method for performance-linked remuneration, etc. amount

(1) Performance-linked remuneration, etc. amount

In principle, no more than 200 million yen a year, using set percentage of ordinary profit from previous fiscal year as capital. The Company shall grant eligible Directors points in the amount of the number of restricted shares granted to them each year multiplied by 0.5. Upon the restriction unlock, the Company shall pay monetary remuneration in the sum of the total points accumulated during the term of office of the Director multiplied by the share price at the time of the restriction unlock. Under this system, (i) the total annual amount of monetary compensation claims to allocate restricted shares shall be within 150 million yen and the total number of common shares of Company stock to be issued or disposed of shall be within 150,000 shares a year. (ii) Also, points granted to Directors are limited to 75,000 points per fiscal year (in other words, the limit of total share price-linked monetary remuneration per year is 75,000 shares multiplied by the share price at the time of the restriction unlock).

(2) Policy related to deciding calculation method

Being delegated by the Board of Directors, the Representative Director determines the remuneration amount for each eligible Director based on objective benchmarks that reference survey data from external expert organizations and contribution level to ordinary profit and business forecast achievement from evaluating the areas of responsibility of each Director as well as overall Company performance.

c. Policy related to non-monetary remuneration, etc.

Not applicable.

d. Policy related to remuneration, etc. ratios

There is no set ratio of each remuneration that makes up remuneration for directors (and other officers). However, basic remuneration is the stable value based on an evaluation of execution of duties while performance-linked remuneration is determined based on Company performance (achieving targets) and contribution level to ordinary profit.

e. Policy related to conditions and periods for granting remuneration, etc.

Basic remuneration is determined every June. Performance-linked remuneration is determined at the Board of Directors meeting in April each year.

f. Items related to delegation of decision-making for remuneration, etc.

Name of person delegated responsibility: Kazutoshi Senno, Representative Director

Authority delegated: All decision-making related to remuneration for individual Directors (excluding Directors who are Audit & Supervisory Board Members)

Reason for delegation: The Board of Directors determined that the Representative Director was suited to evaluating the areas of responsibility of each Director (excluding Director who is an Audit & Supervisory Board Member) while considering overall Company performance.

Measures to ensure authority is properly exercised: Uses objective benchmarks that refer to survey data by external expert organizations.

g. Items related the decision-making for remuneration, etc. other than the above

Not applicable.