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(Stock Exchange Code 3252)  
February 29, 2024

**To Shareholders with Voting Rights:**

Hirofumi Nishira  
Representative Director and President  
JINUSHI Co., Ltd.  
1-5-1 Marunouchi, Chiyoda-ku, Tokyo

**NOTICE OF THE 24TH ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

We are pleased to announce the 24th Annual General Meeting of Shareholders of JINUSHI Co., Ltd. (the “Company”). The meeting will be held for the purposes as described 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 as “Notice of the 24th Annual General Meeting of Shareholders” on the website. Please access one of the following websites to review the information.

[Our website]

<https://www.jinushi-jp.com/ir/stock/meeting.html> (in Japanese)

[Website with Materials for the General Meeting of Shareholders]

<https://d.sokai.jp/3252/teiji/> (in Japanese)

In addition to posting matters for which measures for providing information in electronic format are to be taken on each website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the TSE website (Listed Company Search) by using the internet address given below, input the issue name (JINUSHI) or securities code (3252), 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].”

[TSE website (TSE-listed company information service)]

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

If you are unable to attend the meeting, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Guide to Exercising Voting Rights” on pages 3 to 4 by 5:30 p.m. on Thursday, March 21, 2024, Japan time.

- 1. Date and Time:** Friday, March 22, 2024 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)
- 2. Place:** 4th Floor Yamabuki of Palace Hotel Tokyo  
located at 1-1-1 Marunouchi, Chiyoda-ku, Tokyo  
(Due to the relocation of the head office from Osaka to Chiyoda-ku, Tokyo in July 2023, the location of the General Meeting of Shareholders has been changed from that of the last year.).

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 24th Fiscal Year (January 1, 2023 - December 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 24th Fiscal Year (January 1, 2023 - December 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Two (2) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Four (4) Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Election of Accounting Auditor
- Proposal 5:** Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

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When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk.

© If revisions to the matters for which measures for providing information in electronic format are to be taken 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.

© Among matters for which measures for providing information in electronic format are to be taken, the following matters are not provided in the documents delivered to shareholders who have requested the delivery of paper-based documents (the same documents will also be sent to shareholders who have not requested the delivery of paper-based documents for this General Meeting of Shareholders) as provided for by the provisions of laws and regulations and Article 17, Paragraph 2 of the Articles of Incorporation of the Company.

- (i) "Company Systems and Policies" in the Business Report
- (ii) "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (iii) "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Matters not included in the documents that are delivered to shareholders who have requested the delivery of paper-based documents are within the scope of audits by the Audit and Supervisory Committee, and Accounting Auditor.

# Guide to Exercising Voting Rights

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There are three ways to exercise your voting rights.

## 1 Exercise of voting rights by attending the meeting



Please bring the Voting Rights Exercise Form and submit it at the reception desk.

10:00 a.m., Friday, March 22, 2024, Japan time

## 2 Exercise of voting rights via the Internet, etc.



If you exercise your voting rights via the Internet, etc., please see “Guide to Exercising Voting Rights via the Internet, Etc.” on the next page and exercise your voting rights.

If you have any questions, please contact the Stock Transfer Agency Web Support Hotline provided on the next page in “Guide to Exercising Voting Rights via the Internet, Etc.”

Until 5:30 p.m., Thursday, March 21, 2024, Japan time

## 3 Exercise of voting rights by mail



Please indicate your vote for or against the proposal on the Voting Rights Exercise Form and return it to the Company.

If you do not indicate approval or disapproval of each proposal in the returned Voting Rights Exercise Form, it will be considered a vote for approval.

Arrival by 5:30 p.m., Thursday, March 21, 2024, Japan time

### **Institutional Investors**

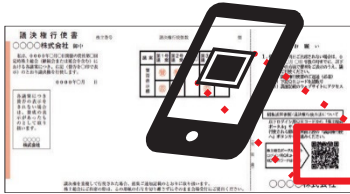
You may exercise your voting rights using the Electronic Voting System Platform for institutional investors operated by ICJ Inc.

# Guide to Exercising Voting Rights via the Internet, Etc.

**Internet Voting Deadline:  
5:30 p.m., Thursday, March 21, 2024**

## Exercising Voting Rights via Smartphone, etc.

- 1 Scan the QR code on the voting form.
- 2 Tap the “Go to Voting” button on the home page of the Shareholders’ Meeting Portal.
- 3 The home page of Smart Exercise® will appear. Please follow the on-screen guidance and enter your approval or disapproval.

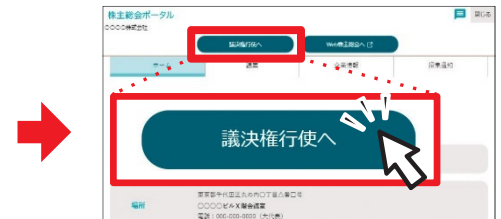


\* “QR Code” is a registered trademark of Denso Wave Incorporated.



## Exercising voting rights via PC, etc.

Please visit the page from the following URL by entering the login ID and password shown on the Voting Rights Exercise Form. After logging in, please follow the on-screen guidance and enter your approval or disapproval.



**Click the “Go to Voting” button!**

### Shareholders’ Meeting Portal URL

☐ <https://www.soukai-portal.net> (in Japanese only)

The website for exercising voting rights will remain available.

☐ <https://www.web54.net> (in Japanese only)

## Notes

- If you wish to change your vote after you have already exercised your voting rights, you will need to enter the Voting Code and Password indicated on the Voting Rights Exercise Form.
- If you exercise your voting rights both by mail and via the Internet, etc., the vote via the Internet, etc., will be treated as effective. If you exercise your voting rights multiple times via the Internet, etc., the most recent exercise of your voting rights will be deemed to be effective.
- The website will not be available from 0:00 to 5:00 a.m. on the first Monday of January, April, July, and October due to maintenance.

## Inquiries:

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Web Support Hotline  
**0120-652-031**  
(Hours: 9:00 a.m. to 9:00 p.m.)  
(Toll free, only in Japan)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The basic policy of the Company is to carry out a stable dividend policy in consideration of the business results for the current fiscal year as well as future business development and required internal reserves. Internal reserves will be allocated to growth investments for future business development, among other purposes.

Based on this policy, the Company proposes the year-end dividend for the fiscal year under review as follows.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property and the total amount  
55 yen per share of common stock of the Company  
The total amount of dividend will be 904,346,245 yen.
- (3) Effective date of distribution of surplus  
March 25, 2024

**Proposal 2:** Election of Two (2) Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of two (2) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Director Mr. Kazuya Matsumoto left office due to resignation as of July 31, 2023. Accordingly, the election of two (2) Directors is proposed.

This proposal has undergone deliberation by the Nomination and Remuneration Committee in advance.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Hirofumi Nishira (August 17, 1974)  <u>Reelection</u>	<p>April 1998      Joined Kanematsu Toshikaihatsu Co., Ltd.</p> <p>October 2000    Joined the Company</p> <p>June 2005        Director, Manager of Development Sec. of the Company</p> <p>October 2005    Director, General Manager of Development Division of the Company</p> <p>July 2007        Managing Director, General Manager of Tokyo Business Development Division of the Company</p> <p>January 2012    Managing Director, General Manager of Investment and Management Division of the Company</p> <p>April 2016        Chief Executive Officer of JINUSHI Asset Management Co., Ltd.</p> <p>March 2022      Representative Director and President, and COO of the Company</p> <p>                      General Manager of Overseas Business Division of the Company (current position)</p> <p>                      General Manager of Tokyo Business Development Division of the Company</p> <p>October 2022    General Manager of Osaka Acquisition Division of the Company</p> <p>March 2023      Representative Director and President of the Company (current position)</p> <p>                      Chief Executive Officer of JINUSHI USA INC. (current position)</p> <p>(Significant concurrent positions)</p> <p>Chief Executive Officer of JINUSHI USA INC.</p>	367,500 shares
	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hirofumi Nishira was appointed Director in June 2005 for his thorough knowledge of the real estate market and his high business ability. He has extensive expertise in the real estate market and has played a leading role in establishing JINUSHI REIT and increasing the portfolio of assets under management. He has been serving as the Representative Director and President since March 2022, and the Company has once again nominated him as a candidate for Director based on the belief that it will need him as an essential leader to the Company.</p>		

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
2	Tetsuya Matsuoka (July 10, 1961)  <u>Reelection</u>	<p>April 1986      Joined Kanematsu Toshikaihatsu Co., Ltd.</p> <p>April 2000      Established the Company Representative Director and President of the Company</p> <p>May 2018        Chief Executive Officer of JINUSHI USA INC.</p> <p>March 2022      Representative Director, Chairman and CEO of the Company</p> <p>March 2023      Director of the Company (current position)</p>	2,887,300 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Tetsuya Matsuoka is the founder of the Company and an establisher of the JINUSHI Business model of the Company. He has led the Company to its current scale with his swift, appropriate and well-balanced managerial judgment. The Company has once again nominated him as a candidate for Director based on his performance record to date and his knowledge.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. We have obtained approval for appointments from each candidate, conditional upon the approval of this proposal.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for the insurance is borne by the Company. If each candidate is elected and assumes the office as Director, the Company plans to include each of them as an insured in the insurance policy. The term of the insurance policy is one year, and when the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal 3: Election of Four (4) Directors who are Audit and Supervisory Committee Members**

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors who are Audit and Supervisory Committee Members is proposed.

This proposal has been discussed in advance by the Nomination and Remuneration Committee, and the consent of the Audit and Supervisory Committee has been obtained.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	<p>Hiroyuki Nishimura (August 11, 1958)</p> <p style="text-align: center;">Reelection Outside Director Independent Director</p>	<p>April 1983      Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>October 2008    Joined Korea Exchange Bank (now KEB Hana Bank), Compliance Officer of Osaka Branch</p> <p>April 2013      Compliance Officer Supervising Japan Region of Korea Exchange Bank</p> <p>June 2020      Director (Full-time Audit and Supervisory Committee Member) of the Company (current position)</p>	- shares
	<p>[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>The Company once again nominates Mr. Hiroyuki Nishimura based on the belief that he is suitable as an Outside Director who is an Audit and Supervisory Committee Member because he has a wealth of knowledge and experience accumulated as a person responsible for the compliance section in a financial institution. If he is elected and assumes office, the Company expects him to be involved as a Nomination and Remuneration Committee Member from a standpoint of objectivity and neutrality in appointing the Company's candidates for Director and making decisions on remuneration and other such matters. He will have served as Outside Director of the Company for a period of three years and nine months at the conclusion of this Annual General Meeting of Shareholders.</p>		
2	<p>Kensuke Shiwa (December 11, 1978)</p> <p style="text-align: center;">Reelection Outside Director Independent Director</p>	<p>October 2006    Registered as attorney, joined Kitahama Partners</p> <p>January 2014    Established Shiwa Law Office Representative</p> <p>June 2018      Director of the Company</p> <p>July 2018      President of Shiwa Takahashi Law Office (current position)</p> <p>June 2020      Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>(Significant concurrent positions)</p> <p>Attorney President of Shiwa Takahashi Law Office</p>	- shares
	<p>[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>Although Mr. Kensuke Shiwa has not been directly involved in corporate management in the past, the Company once again nominates him based on the belief that he is suitable as an Outside Director who is an Audit and Supervisory Committee Member because he has a high degree of expertise in corporate legal affairs as well as wealth of knowledge and experience as an attorney. If he is elected and assumes office, the Company expects him to be involved as a Nomination and Remuneration Committee Member from a standpoint of objectivity and neutrality in appointing the Company's candidates for Director and making decisions on remuneration and other such matters. He will have served as Outside Director of the Company for a period of five years and nine months at the conclusion of this Annual General Meeting of Shareholders.</p>		



No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	Aya Ozasa (January 28, 1977)  New election Outside Director Independent Director	<p>April 1999      Joined Recruit Co.</p> <p>June 2006      Joined Google Inc.</p> <p>June 2009      Chief Executive Officer of Nine Slash One, Inc.</p> <p>March 2011     Chief Operating Officer (COO) of EventRegist Inc.</p> <p>January 2012   Director and Chief Operating Officer (COO) of EventRegist Inc.</p> <p>July 2018      Senior Partner of Colorful LLC (current position)</p> <p>March 2021     Outside Director (Audit and Supervisory Committee Member) of Metaps, Inc.</p> <p>July 2023      Outside Director of Metaps, Inc.</p> <p>(Significant concurrent positions) Senior Partner of Colorful LLC</p>	- shares
<p>[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>The Company nominates Ms. Aya Ozasa based on the belief that she is suitable as an Outside Director who is an Audit and Supervisory Committee Member because of her extensive experience and track record in corporate management and her ability to use her wide-ranging insights to supervise the overall management of the Company and make appropriate recommendations. If she is elected and assumes office, the Company expects her to be involved as a Nomination and Remuneration Committee Member from a standpoint of objectivity and neutrality in appointing the Company's candidates for Director and making decisions on remuneration and other such matters.</p>			
4	Tomonori Ishiwata (February 8, 1975)  New election Outside Director Independent Director	<p>April 1998      Joined Kawamura Real Estate Appraisal Office Co.</p> <p>April 2000      Joined Century Ota Showa &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>April 2003      Registered as certified public accountant</p> <p>June 2007      Registered as real estate appraiser</p> <p>July 2014      Joined First Brothers Co., Ltd.</p> <p>June 2017      Joined Tokyo Kyodo Accounting Office (current position)</p> <p>September 2017 Supervisory Director of XYMAX REIT Investment Corporation (current position)</p> <p>June 2021      Auditor, Japan Association of Real Estate Counselors (current position)</p> <p>(Significant concurrent positions) Certified Public Accountant, Real Estate Appraiser, Tokyo Kyodo Accounting Office, Supervisory Director, XYMAX REIT Investment Corporation, Auditor, Japan Association of Real Estate Counselors (NPO)</p>	- shares
<p>[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>Although Mr. Tomonori Ishiwata has not been directly involved in corporate management in the past, other than as an outside officer, the Company nominates him based on the belief that he is suitable as an Outside Director who is an Audit and Supervisory Committee Member because he has abundant experience as a certified public accountant and professional knowledge of finance and accounting, and is capable of appropriately performing his duties to strengthen the supervisory function of overall management. If he is elected and assumes office, the Company expects him to be involved as a Nomination and Remuneration Committee Member from a standpoint of objectivity and neutrality in appointing the Company's candidates for Director and making decisions on remuneration and other such matters.</p>			

(Notes)

1. There are no special interests between each candidate for Director who is an Audit and Supervisory Committee Member and the Company.
2. We have obtained approval for appointments from each candidate for Director who is an Audit and Supervisory Committee Member, conditional upon the approval of this proposal.
3. Messrs. Hiroyuki Nishimura and Kensuke Shiwa are candidates for Outside Director. The Company has reported them to the Tokyo Stock Exchange as Independent Director stipulated by the said Exchanges. If they are elected as originally proposed, they will remain as Independent Directors.
4. Ms. Aya Ozasa and Mr. Tomonori Ishiwata are candidates for Outside Director and, if elected as proposed, will be reported to the Tokyo Stock Exchange as Independent Directors as stipulated by the Exchange.
5. Messrs. Hiroyuki Nishimura and Kensuke Shiwa have concluded with the Company liability limitation agreements that limits the amount of liability as provided in Article 423, Paragraph 1 of the Companies Act to the minimum amount of liability stipulated by laws and regulations. If they are elected as originally proposed, the Company plans

to continue these agreements with them. If Ms. Aya Ozasa and Mr. Tomonori Ishiwata are elected as proposed, the Company plans to enter into similar agreements with them.

6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for the insurance is borne by the Company. If each candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, the Company plans to include each of them as an insured in the insurance policy. The term of the insurance policy is one year, and when the policy is renewed, the Company plans to renew the policy with the same terms.

[Reference: Skill Matrix of the Board of Directors after the General Meeting of Shareholders]

If Proposals 2 and 3 are approved as originally proposed, the Skill Matrix of the Board of Directors shall be as follows:

	Corporate management	Sales/Marketing	Finance/Accounting	Legal/Compliance/Audit	Sustainability	Overseas
Hirofumi Nishira	○	○			○	○
Tetsuya Matsuoka	○	○		○	○	○
Hiroyuki Nishimura			○	○		○
Kensuke Shiwa				○		
Aya Ozasa	○	○			○	○
Tomonori Ishiwata			○	○	○	

**Proposal 4: Election of Accounting Auditor**

Hibiki Audit Corporation, which is the accounting auditor of the Company, will leave the Company at the conclusion of this General Meeting of Shareholders due to the expiration of its term of office, and the Company therefore requests the appointment of a new accounting auditor.

This proposal is based on the decision of the Audit and Supervisory Committee.

The Audit and Supervisory Committee has also nominated PwC Japan LLC as a candidate for accounting auditor because of the firm’s expertise, independence, and quality control system as an accounting auditor and the expectation of efficient and effective audit services suited to the Company’s scale of operations, as well as because the Audit and Supervisory Committee considered the firm’s audit fees and other relevant factors to be appropriate after comprehensive consideration.

The candidates for accounting auditor are as follows:

(As of December 1, 2023)

Name	PwC Japan LLC
Location	Otemachi Park Building, 1-1-1 Otemachi, Chiyoda-ku, Tokyo
Company History	June 2006: PricewaterhouseCoopers Aarata established July 2015: Japanese name changed from “Aarata Kansa Hojin” to “PwC Aarata Kansa Hojin” July 2016: Converted to a limited liability audit corporation, and changed its name to PricewaterhouseCoopers Aarata LLC December 2023: PwC PricewaterhouseCoopers Aarata LLC and PricewaterhouseCoopers Kyoto merged and changed name to PwC Japan LLC
Overview	Capital: 1,000 million yen Partners (Employees): 245 Certified Public Accountants (CPAs): 1,092 Assistant CPAs: 524 U.S. CPAs and other professionals: 1,392 Clerks: 127 Total: 3,380

**Proposal 5:** Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

The amount of remuneration, etc. for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) was approved at the 20th Ordinary General Meeting of Shareholders held on June 25, 2020 as an annual amount not exceeding 800,000 thousand yen (not including employee salaries for directors who also serve as employees).

As part of the review of the remuneration system for Directors and other officers, the Company proposes to provide remuneration for the grant of restricted stock to the eligible Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as “eligible Director(s)”), which will be paid separately from the above remuneration, in order to give them incentives to continuously improve the Company’s corporate value and further promote value sharing with the Company’s shareholders.

The remuneration to be paid to the eligible Director for the grant of restricted stock pursuant to this proposal shall be a monetary claim, the total amount of which shall not exceed 200,000 thousand yen per year (but not including employee salaries for directors who also serve as employees). The Board of Directors will consult with the Nomination and Remuneration Committee, a majority of whose members are Independent Outside Directors, and the Board of Directors will decide the specific timing and allocation of payments to each eligible Director after fully honoring and discussing the committee’s findings.

The current number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is two (2) (including 0 Outside Directors). If Proposal 2, “Election of Two (2) Directors (Excluding Directors who are Audit and Supervisory Committee Members),” is approved and passed as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will still be two (2) (including 0 Outside Directors).

In addition, the eligible Director shall, based on the resolution of the Board of Directors of the Company, pay all of the monetary claims to be paid under this proposal as assets contributed in kind and receive the issuance or disposal of common shares of the Company, and the total number of common shares of the Company to be issued or disposed of as a result thereof shall be 80,000 shares or less per year. (However, in the event of a stock split (including gratis allotment of shares of common stock of the Company) or reverse stock split of shares of common stock of the Company or any other event requiring adjustment of the total number of shares of common stock of the Company to be issued or disposed of as restricted stock after the date of approval of this Proposal, such total number shall be adjusted within reasonable limits.)

The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or the closing price of the immediately preceding trading day if no trading was effected on that date) to an extent not particularly favorable to the eligible Directors who subscribe for such common stock. The issuance or disposal of shares of common stock of the Company and the payment of monetary claims as assets contributed in kind shall be subject to the execution of a restricted stock allotment agreement (the “Allotment Agreement”) between the Company and the eligible Director, which shall include the following details. The maximum amount of remuneration, the total number of shares of the Company’s common stock to be issued or disposed of, and other terms and conditions of the grant of restricted stock to the eligible Directors under this Proposal have been determined in consideration of the above purposes, the Company’s business conditions, the Company’s policies regarding the determination of the content of remuneration, etc. for each individual Director (if this Proposal is approved, we plan to change this policy to the contents described in the [Reference] column below to be consistent with the contents approved by the Board of Directors) and various other circumstances, and are considered reasonable.

[Summary of the contents of the Allotment Agreement]

(1) Restricted transfer period

During the period from the date of allotment under the Allotment Agreement to the time immediately following retirement or resignation from his/her position as an officer or employee of the Company or its subsidiary, as determined in advance by the Board of Directors of the Company (the “Restricted Transfer Period”), the Director subject to the Restricted Transfer Period shall not transfer, grant a security interest in or otherwise dispose of the Company common stock allotted under the Allotment Agreement (the “Allotted Shares”) (“Transfer Restriction”). However, if the time immediately following such retirement or resignation is before the date at which three months have elapsed since the end of the fiscal year that includes the date on which the Allotted Shares are to be allotted, the termination date of the Restricted Transfer Period may be adjusted within reasonable limits.

(2) Treatment in the case of retirement or resignation

If an eligible Director resigns or retires from his/her position as an officer or employee of the Company or its subsidiary before the expiration of the period predetermined by the Board of Directors of the Company (the "Service Period"), the Company shall naturally acquire the Allotted Shares without consideration, unless there is a justifiable reason such as the expiration of his/her term of office or death in connection with his/her resignation or retirement.

(3) Lifting of Transfer Restriction

The Company shall cancel the Transfer Restriction of all of the Allotted Shares upon the expiration of the Restricted Transfer Period, provided that the eligible Director has continuously held a position as an officer or employee of the Company or its subsidiary, as previously determined by the Board of Directors of the Company, during the Service Period. However, the number of the Allotted Shares to be released from the Transfer Restriction and the timing of the lifting of the Transfer Restriction shall be reasonably adjusted as necessary if (i) such eligible Director resigns or retires from his/her position as an officer or employee of the Company or its subsidiary, as determined in advance by the Board of Directors of the Company, before the expiration of the Service Period for justifiable reasons; or (ii) If such eligible Director resigns or retires from his/her position as an officer or employee of the Company or its subsidiary, as determined in advance by the Board of Directors of the Company, for reasons other than justifiable reasons, even after the expiration of the Service Period, but before the expiration of the Restricted Transfer Period. In addition, the Company shall naturally acquire the Allotted Shares without consideration immediately after the Transfer Restriction is lifted in accordance with the above provisions, if the Transfer Restriction has not yet been lifted.

(4) Treatment in the case of organizational restructuring, etc.

Notwithstanding the provisions of (1) above, in the event that a merger agreement under which the Company becomes a defunct company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders of the Company (however, in cases where approval by a general meeting of the Company's shareholders is not required for such reorganization, etc., the Board of Directors of the Company) during the Restricted Transfer Period, the Company shall, by a resolution of its Board of Directors, lift the Transfer Restriction on the number of Allotted Shares reasonably determined based on the period from the start of the Restricted Transfer Period until the date of approval of such organizational restructuring, etc., prior to the effective date of such restructuring. In addition, the Company shall naturally acquire the Allotted Shares without consideration immediately after the Transfer Restriction is lifted if stipulated in the above provisions, if the Transfer Restriction has not yet been lifted.

(5) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Board of Directors of the Company.

[Reference] Policy for Determining Individual Remuneration, etc. of Directors

The Board of Directors consults with the Nomination and Remuneration Committee, a majority of whose members are Independent Outside Directors, on the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members), and the Board of Directors determines the amount of individual remuneration within the total amount of remuneration approved at the General Meeting of Shareholders after fully honoring and discussing the findings of the committee.

Specifically, it consists of "annual salary with fixed remuneration" (equally divided and paid as monthly fixed remuneration) at a certain level in accordance with the responsibilities of the position based on the role of business execution, taking into consideration the company's performance and individual performance, and "restricted stock remuneration" (paid at a certain time each year) to provide incentives to continuously increase corporate value and further promote value sharing with shareholders, without performance-linked remuneration or retirement benefits.

The ratio of "annual salary with fixed remuneration" to "restricted stock remuneration" is determined by the Board of Directors based on the findings of the Nomination and Remuneration Committee, which is consulted after considering the amount of "annual salary with fixed remuneration" for each individual Director (excluding Directors who are Audit and Supervisory Committee Members).

For both "annual salary with fixed remuneration" and "restricted stock remuneration," each Director (excluding Directors who are Audit and Supervisory Committee Members) shall prepare an individual remuneration proposal after evaluating the business results, etc. for the previous fiscal year, and meet individually with the Representative Director and President.

The Board of Directors has the authority to determine the amount of remuneration for each Director (excluding Directors who are Audit and Supervisory Committee Members) or the policy for determining the method of calculation of such remuneration. The Representative Director and President delegated by the Board of Directors shall explain the individual remuneration proposal for each Director (excluding Directors who are Audit and Supervisory Committee Members) at the Nomination and Remuneration Committee and the Committee deliberates. Thereafter, the Representative Director and President shall explain the process of formulating individual remuneration amounts at the Board of Directors meeting and reports on the findings from the Nomination and Remuneration Committee, after which each individual remuneration amount is resolved at the Board of Directors meeting.

Remuneration for Directors who are Audit and Supervisory Committee Members is determined through discussions among the Directors who are Audit and Supervisory Committee Members (Audit and Supervisory Committee) within the total amount of remuneration approved at the General Meeting of Shareholders.

Specifically, it consists solely of an annual salary with a fixed level of fixed remuneration based on the role of supervising the execution of duties by Directors (excluding Directors who are Audit and Supervisory Committee Members), and the amount of each individual remuneration is determined upon consultation among the Directors who are Audit and Supervisory Committee Members (Audit and Supervisory Committee), taking into consideration the prevailing standards in the industry and other factors.