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Securities code: 6788

June 5, 2026

To Shareholders with Voting Rights:

Shinkatsu Morisawa
Chairman & CEO
NIHON TRIM CO., LTD.
1-8-34 Oyodonaka, Kita-ku,
Osaka, Japan

NOTICE OF THE 44TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

We hereby inform you that the 44th Annual General Meeting of Shareholders of Nihon Trim Co., Ltd. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted the matters subject to the electronic provision measures on the following website as the “Notice of the 44th Annual General Meeting of Shareholders,” and “Other matters subject to the electronic provision measures (matters for which delivery of documents is omitted).”

Nihon Trim website

<https://www.nihon-trim.co.jp/english/ir/convocation/>

In addition to this website, information distributed electronically can be viewed on the following website.

Tokyo Stock Exchange website (Tokyo Stock Exchange listed company search service)

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

After accessing this website, enter either “Nihon Trim” in the company name box or “6788” in the securities code box and click search. Then select “Basic information” and then “Documents for public inspection/PR information.”

If you do not attend this meeting, you are able to submit your votes by using the internet or postal mail. Please review the following Reference Documents for the General Meeting of Shareholders in the information distributed electronically. In accordance with the instructions below, you are kindly asked to exercise your voting rights by 6:00 p.m. (the end of the operating hours) on Monday, June 22, 2026, Japan time.

1. Date and Time: Tuesday, June 23, 2026, at 10:00 a.m. Japan time

2. Place: *Kin* Ballroom (4F), Hilton Osaka Hotel
1-8-8, Umeda, Kita-ku, Osaka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2025–March 31, 2026)
 2. Non-consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2025–March 31, 2026)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal 4:** Determination of Compensation for the Allotment of Restricted Stock to Directors (Excluding Outside Directors)

When attending the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form at the reception desk.

If you do not indicate your approval or disapproval for the proposals on the Voting Rights Exercise Form, the Company will assume that you have voted in favor of the proposal.

The following items are not included in the paper document sent to shareholders who requested the delivery of documents in accordance with law and regulations and Article 17 of the Articles of Incorporation of the Company. Consequently, the paper document will be only part of the documents that are subject to examinations for the preparation of audit reports by the Accounting Auditor and the Audit & Supervisory Board Members.

- *System to Ensure Operational Adequacy and Status of Operation of the System* in the Business Report
- *Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements* in the Consolidated Financial Statements
- *Non-consolidated Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements* in the Non-consolidated Financial Statements

If there are revisions to information provided electronically, the revised information will be posted on the websites used to provide this information.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the following appropriation of surplus.

Matters concerning the year-end dividend

In order to sustainably increase shareholder value, the Company pays progressive dividends while ensuring financial soundness, with a standard DOE (dividend on equity ratio) of 4% in our basic policy on capital policy, as long as there is no significant impact on business performance.

Regarding the year-end dividend for the 44th fiscal year, the Company proposes an ordinary dividend of ¥130 per share (DOE 4.1%).

- (1) Type of dividend assets
Cash
- (2) Allocation of dividend assets to shareholders and total amount of dividends

Amount per share of common stock	¥130
Total amount of dividends	¥1,044,875,000
- (3) Effective date of distribution of surplus
June 24, 2026

Proposal 2: Election of Six (6) Directors

The terms of office of all the current five (5) Directors will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, with the aim of strengthening the management system and enhancing corporate value, the Company proposes to increase the number of Directors by one (1) and to elect six (6) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary and current positions & responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Shinkatsu Morisawa (October 8, 1944) [Reappointment] [Male]	<p>June 1982 Established the Company President</p> <p>June 2022 Chairman & CEO (current position)</p> <p>[Reason for nomination] Mr. Shinkatsu Morisawa has accumulated extensive management experience as President since the foundation of the Company. He still exercises leadership as general manager of the Company and the Group. The Company therefore requests his election as Director to utilize his capability and experience for the management of the Company and the Group.</p>	1,230,280 shares
2	Norio Tahara (May 20, 1972) [Reappointment] [Male]	<p>March 2003 Joined the Company</p> <p>April 2013 General Manager of Business Strategy & Management Department</p> <p>January 2014 Executive Officer, General Manager of Business Strategy & Management Department</p> <p>June 2017 Director, General Manager of Business Strategy & Management Department</p> <p>April 2018 Director, General Manager of Administration Division and General Manager of Business Strategy & Management Department</p> <p>April 2019 Senior Managing Director, General Manager of Administration Division and General Manager of Business Strategy & Management Department</p> <p>June 2022 President (current position)</p> <p>[Reason for nomination] Mr. Norio Tahara has great achievements in planning of management strategies and budgeting as well as in investor relations (IR) activities of the whole Group in the corporate planning division. He has demonstrated leadership as President and Representative Director of the Company since June 2022. The Company therefore requests his election as Director to utilize his capability and experience for the management of the Company and the Group.</p>	12,800 shares

No.	Name (Date of birth)	Career summary and current positions & responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Yoshimi Nishitani (December 24, 1958) [Reappointment] [Male]	<p>November 1987 Joined the Company</p> <p>June 2003 Director, Nagoya Branch Manager</p> <p>April 2006 Director, Supervising DS/HS Division and General Manager of Head Office Sales Department</p> <p>April 2007 Managing Director, Supervising DS/HS Division</p> <p>April 2008 Managing Director, Supervising DS/HS Division and General Manager of Head Office Sales Department</p> <p>January 2009 Managing Director, Nagoya Branch Manager</p> <p>October 2009 Managing Director, Tokyo Branch Manager</p> <p>April 2011 Managing Director, Nagoya Branch Manager</p> <p>April 2012 Managing Director, Tokyo Branch Manager</p> <p>July 2014 Managing Director, General Manager of Sales Division and Tokyo Branch Manager</p> <p>April 2016 Managing Director, General Manager of Sales Division and General Manager of Head Office Sales Department</p> <p>April 2017 Managing Director, General Manager of Sales Division</p> <p>April 2018 Managing Director, Deputy General Manager of Sales Division and General Manager of DS Division</p> <p>April 2019 Managing Director, Deputy General Manager of Sales Division, General Manager of DS Division, and Tokyo Branch Manager</p> <p>April 2022 Managing Director, Deputy General Manager of Sales Division, General Manager of DS Division, and General Manager of Head Office Sales Department</p> <p>June 2022 Managing Director, General Manager of Sales Division, General Manager of DS Division, and General Manager of Head Office Sales Department</p> <p>March 2023 Senior Managing Director, General Manager of Sales Division, General Manager of DS Division, and General Manager of Head Office Sales Department</p> <p>April 2023 Senior Managing Director, General Manager of Sales Division</p> <p>April 2024 Senior Managing Director, General Manager of Sales Division and General Manager of SS Division</p> <p>September 2024 Senior Managing Director, General Manager of Sales Division (current position)</p> <p>[Reason for nomination] Mr. Yoshimi Nishitani has great achievements in the sales division and extensive management experience as Director. He still exercises leadership as management of the Company. The Company therefore requests his election as Director to utilize his capability and experience for the management of the Company.</p>	7,900 shares

No.	Name (Date of birth)	Career summary and current positions & responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
4	<p>Takafumi Shimizu (March 17, 1973)</p> <p>[New appointment] [Male]</p>	<p>September 1998 Joined the Company</p> <p>August 2006 Vice President, PT. SUPER WAHANA TEHNO (Indonesia)</p> <p>April 2010 General Manager of Business Strategy & Management Department, the Company</p> <p>April 2013 Executive Officer responsible for overseas business and corporate planning, the Company</p> <p>September 2013 Resigned from the Company</p> <p>September 2013 Director, StemCell Institute Inc.</p> <p>June 2016 Representative Director and President, StemCell Institute Inc. (current position)</p> <hr/> <p>[Reason for nomination]</p> <p>Mr. Takafumi Shimizu has practical experience at the Business Strategy & Management Department of the Company and possesses high-level expertise in the medical field and overseas business in particular. He also has management experience at StemCell Institute Inc.</p> <p>In addition, he has a deep understanding of business management and management strategies of the Company and the Group, enabling him to make management decisions from a comprehensive perspective of the entire business. The Company expects him to contribute to highly transparent decision-making and strengthening of its governance and therefore requests his election as Director.</p>	1,900 shares

No.	Name (Date of birth)	Career summary and current positions & responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	<p data-bbox="245 757 456 810">Midori Kamei (December 23, 1959)</p> <p data-bbox="268 837 434 922">[Reappointment] [Outside] [Female]</p>	<p data-bbox="485 259 1216 1039"> April 1990 Joined the Ministry of Health and Welfare (current Ministry of Health, Labour and Welfare) January 2001 Counsellor, Organization for Pharmaceutical Safety and Research (OPSR) (current Pharmaceutical and Medical Devices Agency (PMDA)) August 2002 Head, Health and Safety Office, Employee Welfare Section, Bureau of Remuneration and Employment Environment, National Personnel Authority July 2009 Director, Blood and Blood Products Division, Pharmaceutical and Food Safety Bureau, Ministry of Health, Labour and Welfare (MHLW) July 2010 Director, Tuberculosis and Infectious Diseases Control Division, Health Service Bureau, MHLW July 2011 Manager, Narita Airport Quarantine Station, MHLW April 2014 Director, Japan Community Health Care Organization April 2016 Deputy Director, MHLW (in charge of Community Health Care) and Cabinet Official (Attached to Assistant Chief Cabinet Secretary) June 2016 Resigned from MHLW August 2016 Professor of Social Medicine, Faculty of Medicine, Saitama Medical University June 2019 Outside Director, the Company (current position) April 2025 Visiting Professor of Social Medicine, Faculty of Medicine, Saitama Medical University (current position) Senior Professor Specially Appointed, Fujita Health University (current position) </p> <p data-bbox="485 1055 1216 1400"> [Reason for nomination] Although Ms. Midori Kamei has not been directly involved in corporate management, she has extensive experience of long involvement in the government administration in the Ministry of Health, Labour and Welfare as well as broad knowledge and insight in medical care. The Company expects her to give advice from a medical professional's position on the general management of the Company, which primarily manufactures and sells household medical devices with an aim at being a global medical company, and to strengthen the corporate governance from an independent position, contributing to the enhancement of the corporate value of the Group. The Company therefore requests her election as Outside Director. </p>	<p data-bbox="1334 824 1414 855">– shares</p>

No.	Name (Date of birth)	Career summary and current positions & responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
6	Kuniya Daini (October 12, 1944) [Reappointment] [Outside] [Male]	<p>April 1970 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>1972-1977 Japan Football National Team member (played in 44 International “A” Matches)</p> <p>October 1992 Special-Appointment Director, Japan Football Association</p> <p>June 1996 Director, Japan Football Association</p> <p>May 2000 Executive Managing Director, Japan Football Association</p> <p>September 2000 Resigned from Mitsubishi Heavy Industries, Ltd.</p> <p>March 2003 Vice President, Japan Football Village CO, INC. (current J-Village INC.)</p> <p>April 2006 President, Japan Futsal Federation</p> <p>July 2006 Vice President, Japan Football Association</p> <p>August 2007 COO, Japan Futsal League (F. League)</p> <p>June 2012 President, Japan Football Association</p> <p>August 2012 Member, FIFA Associations Committee</p> <p>March 2016 Honorary President, Japan Football Association</p> <p>March 2016 Director, Japan Football Museum</p> <p>March 2020 Supreme Advisor, Japan Football Association</p> <p>June 2021 Outside Director, the Company (current position)</p> <p>March 2026 Executive Advisor, Japan Football Association (current position)</p> <p>[Reason for nomination] Mr. Kuniya Daini has long led Japan’s football world and has extensive experience and broad knowledge and insight as top management of a public interest incorporated foundation and as management of corporations. The Company expects him to give advice on the general management of the Company that aims to be a global medical company in this age where the sustainable development goals (SDGs) are highlighted and to put effort into strengthening the corporate governance from an independent position, contributing to the enhancement of the corporate value of the Group. The Company therefore requests his election as Outside Director.</p>	– shares

- Notes: 1. No special interests exist between the candidates and the Company.
2. Ms. Midori Kamei and Mr. Kuniya Daini are candidates for Outside Directors. The Company has reported them as Independent Officers to the Tokyo Stock Exchange.
3. The term of office of Ms. Midori Kamei as Outside Director of the Company will be seven (7) years at the closing of this Annual General Meeting of Shareholders. The term of office of Mr. Kuniya Daini as Outside Director of the Company will be five (5) years at the closing of this Annual General Meeting of Shareholders.
4. The Company has entered into an agreement with Ms. Midori Kamei and Mr. Kuniya Daini that compensates for their liability if they are without knowledge and are not grossly negligent in fulfilling the liability provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability under such agreement is the minimum liability amount stipulated by laws and regulations. If the reappointment of both of the candidates is approved, the Company will continue these liability limitation agreements.
5. The Company has entered into a directors and officers liability insurance with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Directors to be insured. The insurance will compensate for any legal damage and litigation cost incurred by the insured. When this Proposal is approved and passed, and the candidates assume the office of Director, they will be insured under the insurance contract. The Company intends to renew these insurance contracts within the term of office of the Directors related to this Proposal.

(Reference) Skill Matrix

Name	Corporate management	Sales/ Marketing	Manufacturing/ Quality control	R&D	Human resources	Finance/ Accounting	Legal/ Risk management	ESG/ Sustainability
Shinkatsu Morisawa	○		○	○	○			○
Norio Tahara	○	○		○	○	○	○	○
Yoshimi Nishitani	○	○			○			○
Takafumi Shimizu	○	○			○	○		○
Midori Kamei				○			○	○
Kuniya Daini	○							○
Akihiko Kanzaki						○	○	○
Yuki Uchiyama					○		○	○
Kenichiro Yamagishi					○	○	○	○

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

In case the number of Audit & Supervisory Board Members falls short of that required by laws and regulations, the Company requests the election of one (1) substitute Audit & Supervisory Board Member.

The effectiveness of the election may be canceled by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board, provided it is before his appointment.

The Audit & Supervisory Board has given its prior consent to this Proposal.

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

Name (Date of birth)	Career summary and current positions at the Company (Significant concurrent positions)	Number of shares of the Company held	
Masataka Imahashi (September 22, 1953)	April 1976	Joined The Taiyo Kobe Bank, Limited (current Sumitomo Mitsui Banking Corporation (SMBC))	– shares
	October 1995	Manager, Sumiyoshi Branch, The Sakura Bank, Limited (current SMBC)	
	April 1999	Manager of Channel Reform, The Sakura Bank, Limited (current SMBC)	
	April 2001	Manager of Midosuji Corporate Sales Division #1, SMBC	
	April 2004	Manager of Sales Promotion, The Minato Bank, Ltd.	
	June 2005	Executive Officer, Manager of Sales Promotion, The Minato Bank, Ltd.	
	April 2008	Executive Officer, Manager of Sales Management and Manager of Capital Operation Support, The Minato Bank, Ltd.	
	June 2008	Full-time Audit & Supervisory Board Member, The Minato Bank, Ltd.	
	June 2011	President, MINATO CARD CO., LTD.	
	June 2016	Outside Audit & Supervisory Board Member, the Company	
	June 2020	Outside Audit & Supervisory Board Member, the Company (resigned)	
	[Reason for nomination] Mr. Masataka Imahashi used to be Outside Audit & Supervisory Board Member of the Company. In addition to the proven adequate results of activities as Outside Audit & Supervisory Board Member, he has expertise accumulated in financial institutions as director. The Company therefore requests his election as substitute Outside Audit & Supervisory Board Member to strengthen the audit system of the Company by utilizing his career and expertise.		

- Notes:
1. No special interests exist between the candidate and the Company.
 2. Mr. Masataka Imahashi is a candidate for substitute Outside Audit & Supervisory Board Member. If Mr. Masataka Imahashi assumes the office of Outside Audit & Supervisory Board Member, he will be an independent officer as stipulated under the Tokyo Stock Exchange guideline.
 3. If Mr. Masataka Imahashi assumes the office of Outside Audit & Supervisory Board Member, the Company will enter into an agreement with him that compensates for his liability if he is without knowledge and is not grossly negligent in fulfilling the liability provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability under such agreement is the minimum liability amount stipulated by laws and regulations.
 4. The Company has entered into a directors and officers liability insurance with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Audit & Supervisory Board Members to be insured. The insurance will compensate for any legal damage and litigation cost incurred by the insured. If Mr. Masataka Imahashi assumes the office of Audit & Supervisory Board Member, he will be insured under the insurance contract.

Proposal 4: Determination of Compensation for the Allotment of Restricted Stock to Directors (Excluding Outside Directors)

At the 15th Annual General Meeting of Shareholders of the Company held on June 27, 1997, shareholders approved the amount of compensation for Directors of the Company at no more than 200 million yen per year.

Now, the Company proposes the allotment of shares of the Company's common stock (the "Restricted Stock") that are subject to certain stipulations, including a transfer restriction period and reasonable grounds for the Company's acquisition of those shares without compensation, to the Company's Directors (excluding Outside Directors; the "Eligible Directors") as described below. The purpose of the plan is for the Eligible Directors to share the benefits and risks of share price fluctuations with shareholders and to further increase their motivation to contribute to an increase in the share price and the enhancement of corporate value.

Accordingly, the Company intends to set the total amount of monetary compensation claims to be paid as compensation, etc. concerning Restricted Stock for the Eligible Directors at no more than 20 million yen per year, separately from the above amount of compensation for Directors. The allotment of Restricted Stock will be determined based on comprehensive consideration of a range of factors such as contributions by the Eligible Directors, and the maximum number of shares of Restricted Stock to be allotted in each fiscal year as set forth in 2. below will be approximately 0.06% of the total number of issued shares (if the maximum number of shares of Restricted Stock is issued over a 10-year period, the percentage of the total number of shares issued will be approximately 0.58%). Since the rate of dilution will therefore be minor, we believe this content to be appropriate. If this Proposal is approved, so as to be consistent with the content of that approval, at the Board of Directors meeting following the closing of this General Meeting of Shareholders, the Company plans to amend the "Policy for Determining the Details of Compensation, etc. of Individual Directors and Audit & Supervisory Board Members" described on page 32 of the Business Report (Japanese only) as described in this Proposal (Reference). This Proposal is in line with the revised policy and we deem its content to be appropriate.

The number of Directors of the Company is currently five (5), including two (2) Outside Directors. If Proposal 2 is approved, the number of Directors will be six (6), including two (2) Outside Directors, and the number of Eligible Directors will be four (4).

Specific details and maximum number of shares of Restricted Stock to be allotted to Eligible Directors

1. Allotment and payment of Restricted Stock

Based on a resolution of the Company's Board of Directors, the Company will pay monetary compensation claims to the Eligible Directors as compensation, etc. concerning Restricted Stock within the above annual amount. Each Eligible Director will receive an allotment of Restricted Stock by making an in-kind contribution of all of such monetary compensation claims.

The paid-in amount for Restricted Stock will be determined by the Company's Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately before the date of the resolution of the Company's Board of Directors concerning the issuance or disposal of the Restricted Stock (or, if no transaction is executed on that day, the closing price on the most recent trading day before that day), within a range that is not particularly advantageous to the Eligible Directors who receive the Restricted Stock.

The above monetary compensation claims will be paid on the condition that the Eligible Directors have agreed to the above in-kind contribution and have entered into a Restricted Stock allotment agreement that includes the details set forth in 3. below.

2. Total number of shares of Restricted Stock

The total number of shares of Restricted Stock to be allotted to the Eligible Directors will be 5,000 shares, and this will be the maximum number of shares of Restricted Stock to be allotted in each fiscal year.

However, if, on or after the date of resolution of the Proposal, a stock split (including a gratis allotment of shares)

or stock consolidation is conducted with respect to the Company's common stock, or in other similar cases where an adjustment is required to the total number of shares of Restricted Stock to be allotted, the total number of shares of Restricted Stock may be reasonably adjusted.

3. Details of Restricted Stock allotment agreement

The Restricted Stock allotment agreement that will be entered into between the Company and each Eligible Director who receives an allotment of Restricted Stock upon the allotment of Restricted Stock, based on a resolution of the Company's Board of Directors, will include the following details.

(1) Details of transfer restrictions

An Eligible Director who has received an allotment of Restricted Stock may not transfer, create a pledge over, create a transfer security interest over, make an inter vivos gift of, bequeath, or otherwise dispose of the Restricted Stock allotted to the Eligible Director (the "Allotted Shares") to any third party during the period from the delivery date of the Restricted Stock to the date on which the Eligible Director retires from the office of Director of the Company (the "Transfer Restriction Period") (the "Transfer Restrictions").

(2) Acquisition of Restricted Stock without consideration

If an Eligible Director who has received an allotment of Restricted Stock retires from the office of Director of the Company during the period from the start date of the Transfer Restriction Period to the day immediately before the date of the first Annual General Meeting of Shareholders of the Company that is held after that start date, the Company will automatically acquire the Allotted Shares without consideration, unless there is a reason that the Company's Board of Directors considers justifiable.

In addition, if any of the Allotted Shares remain subject to the Transfer Restrictions at the time of expiration of the Transfer Restriction Period set forth in (1) above, based on the grounds for release of the Transfer Restrictions set forth in (3) below, the Company will automatically acquire such shares without consideration.

(3) Release of Transfer Restrictions

The Company will release the Transfer Restrictions on all of the Allotted Shares at the time of expiration of the Transfer Restriction Period, on the condition that the Eligible Director who has received an allotment of Restricted Stock has continuously held the office of Director of the Company from the start date of the Transfer Restriction Period to the date of the first Annual General Meeting of Shareholders of the Company that is held after that start date.

However, if the Eligible Director retires from the office of Director of the Company during the period from the start date of the Transfer Restriction Period to the day immediately before the date of the first Annual General Meeting of Shareholders of the Company that is held after that start date for a reason that the Company's Board of Directors considers justifiable, the number of Allotted Shares for which the Transfer Restrictions will be released and the timing of the release of the Transfer Restrictions will be reasonably adjusted as necessary.

(4) Treatment in organizational restructuring, etc.

If, during the Transfer Restriction Period, a proposal concerning a merger agreement under which the Company will become the disappearing company, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or any other organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or by the Company's Board of Directors if approval at a General Meeting of Shareholders of the Company is not required for the organizational restructuring, etc.), the Company will, by resolution of the Company's Board of Directors, release the Transfer Restrictions before the effective date of the organizational restructuring, etc. with respect to the number of Allotted Shares reasonably determined based on the period from the start date of the Transfer Restriction Period to the approval date of the organizational restructuring, etc.

In this case, the Company will automatically acquire without consideration the Allotted Shares for which the Transfer Restrictions have not yet been released at the time immediately after the Transfer Restrictions are released based on the above provisions.

(Reference)

If this Proposal is approved, at the Board of Directors meeting following the closing of this General Meeting of Shareholders, the Company plans to amend the “Policy for Determining the Details of Compensation, etc. of Individual Directors and Audit & Supervisory Board Members” as follows.

Policy for Determining the Details of Compensation, etc. of Individual Directors and Audit & Supervisory Board Members

- Overview of details of determination policy

The Company has established a policy for determining the details of compensation, etc. of individual Directors. An overview of this policy is as follows.

The basic policy regarding compensation for Directors is to establish a compensation system that contributes to the sustainable growth and enhancement of corporate value of the Group, with the level of compensation for Directors determined based on economic and social conditions. Specifically, compensation consists of: a. basic compensation; b. bonuses as short-term incentive compensation; c. stock options as medium- to long-term incentive compensation; and d. restricted stock compensation as long-term incentive compensation.

Compensation for Outside Directors consists solely of basic compensation in order to ensure the effective function of their supervisory role over management.

- a. Basic compensation

Monthly fixed compensation determined based on position and responsibilities (including retirement bonuses).

- b. Bonuses as short-term incentive compensation

Amount and timing of payment for bonuses are determined by the Board of Directors in accordance with a proposal drafted by the Chairman & CEO based on business performance in addition to position and responsibilities, subject to approval by a resolution of the General Meeting of Shareholders.

- c. Stock options as medium- to long-term incentive compensation

When granting stock options to Directors as medium- to long-term incentive compensation, the details in each instance are determined by a resolution of the Board of Directors and submitted to the General Meeting of Shareholders for approval.

- d. Restricted stock compensation as long-term incentive compensation

Determined for each Director based on their position and responsibilities.