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Securities Code : 3974 January 10, 2024 (Start date of measures for electronic provision : January 5, 2024)

To our shareholders:

Hideo Nagashima Representative Director and President SCAT Inc. 1-6-33 Joto, Oyama City, Tochigi Prefecture, Japan

# Notice of the 56th Annual General Meeting of Shareholders

We are pleased to announce the 56th Annual General Meeting of Shareholders of SCAT Inc. (the "Company"), which will be held as indicated below.

In convening the Meeting, we have taken electronic provision measures for information contained in the Reference Documents for the General Meeting of Shareholders and other documents (the "Matters Subject to Electronic Provision Measures"). They are posted on our website, etc. as the "Notice of Convocation of the 56th Ordinary General Meeting of Shareholders."

Please access one of the following websites to review the information. The Company's Website : https://www.scat.inc/ir.html

In addition to the above, the information is also available on the following website on the Internet.

Tokyo Stock Exchange Website :

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

Please access the above website, and enter the Company's name or securities code to perform a search, then select "Basic information" followed by "Documents for public inspection/PR information" to view the information.

If you will not attend the Meeting in person, you have the option to exercise your voting right via the Internet or in writing. We cordially request that you review the Reference Documents for the General Meeting of Shareholders and exercise your rights by 5:45 p.m. on Monday, January 29, 2024.

Date and Time Friday, January 30, 2024, 10:00 a.m. (JST) (Doors open at 9:00 a.m.)
Venue Oyama Grand Hotel 2nd floor conference room 202 Hitotonoya Oyama City, Tochigi Prefecture, Japan

## **3.** Purpose of the Meeting

### Matters to be reported:

- The Business Report and the Consolidated Financial Statements for the 56th fiscal year (from November 1, 2022 to October 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
- 2. The Non-consolidated Financial Statements for the 56th fiscal year (from November 1, 2022 to October 31, 2023)

## Matters to be resolved:

| Proposal No. 1 | Election of six directors.   |
|----------------|--|
| Proposal No. 2 | Election of three auditors.  |
| Proposal No. 3 | Determination of remuneration for allotment of restricted stock to directors.          |
| Proposal No. 4 | Determination of remuneration for allotment of restricted stock to corporate auditors. |

# **Reference Documents for General Meeting of Shareholders**

## **Proposals and Reference Information**

Proposal No. 1 Election of six directors.

The terms of office of all Five Directors will expire at the conclusion of this meeting.

Therefore, in order to strengthen the management supervisory function, we would like to request that the number of outside directors be increased by one and that six directors be elected (four will be reappointed).

The candidate for Director is as follows.

|   |              | Name             | Position                                    | ₩1    |
|---|--------------|------------------|---|-------|
| 1 | Reelection   | Hideo Nagashima  | Representative Director and President       | 14/14 |
| 2 | Reelection   | Hiroyuki Fukuda  | Director Executive Officer                  | 14/14 |
|   |              |                  | Beauty ICT Division Division Manager        |       |
| 3 | Reelection   | Shinobu Nishio   | Director Executive Officer                  | 14/14 |
|   |              |                  | Head of Accounting and Finance Headquarters |       |
| 4 | New election | Sakae Takahashi  | Executive Officer in charge of IR           | —     |
|   |              |                  | Manager of Corporate Planning Office        |       |
| 5 | Reelection   | Kazuharu Tomioka | Outside Director (Independent)              | 14/14 |
| 6 | New election | Reiko Akemine    | — ×2  | —     |

 $\cancel{*}1$ : Attendance at Board of Directors meetings

\* 2 : Newly appointed Ms. Reiko Akemine is a candidate for outside director (independent officer).

## [No.1]

| Name                           | Hideo Nagashima   | [Reelection]                                       |  |
|--------------------------------|-------------------|--|--|
| Date of Birth                  | December 22, 1961 | December 22, 1961                                  |  |
| Summary                        | February 1998     | Joined the company                                 |  |
|                                | January 2002      | Appointed as director                              |  |
|                                | January 2014      | Appointed as Director and Vice President           |  |
|                                | January 2020      | Appointed as representative director               |  |
|                                | January 2021      | Appointed Representative Director,                 |  |
|                                |                   | President and Executive Officer (current position) |  |
| Number of Company Shares Owned |                   | 37,100-  |  |

[Reasons for Nomination]

Mr. Hideo Nagashima has held key positions in the ICT business for beauty salons, which is our main business, and has a track record of significantly improving business performance. As Representative Director and President, he has led management, and as an Executive Officer, he has demonstrated leadership in business execution, thereby increasing corporate value. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

## [No.2]

| Name                           | Hiroyuki Fukuda | [Reelection]  |
|--------------------------------|-----------------|---|
| Date of Birth                  | August 4, 1975  |   |
| Summary                        | February 2005   | Joined the company  |
|                                | November 2010   | Appointed as executive officer. In charge of ICT business for |
|                                |                 | beauty salons. (current position)                             |
|                                | November 2010   | BICT Business Department Business Manager                     |
|                                |                 | (current position)  |
|                                | January 2022    | Appointed as director (current position)                      |
| Number of Company Shares Owned |                 | 7,700-  |

[Reasons for Nomination]

Mr. Hiroyuki Fukuda has held key positions in the ICT business for beauty salons, which is our main business, and has demonstrated leadership in business execution as a director and executive officer, and has a track record of improving business operations and performance. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

| No.3 | 3] |
|------|----|
|------|----|

| Name                           | Shinobu Nishio    | [Reelection]   |
|--------------------------------|-------------------|--|
| Date of Birth                  | February 15, 1976 |  |
| Summary                        | January 2007      | Joined Audit Corporation Tohmatsu                            |
|                                |                   | (currently Tohmatsu Limited Liability Audit Corporation)     |
|                                | November 2015     | Director of Nishio Certified Public Accountant Office        |
|                                |                   | (current position)   |
|                                | May 2016          | Fujiya Glass Co., Ltd. Accounting Advisor (current position) |
|                                | July 2016         | Appointed as auditor   |
|                                | June 2020         | Representative Director of Fujiya Partners Co., Ltd.         |
|                                |                   | (current position)   |
|                                | January 2021      | Appointed as Director and Executive Officer                  |
|                                |                   | Business Management Headquarters Deputy Head                 |
|                                | November 2021     | Appointed as Director and Executive Officer                  |
|                                |                   | (in charge of accounting and finance) (current position)     |
|                                |                   | Head of Accounting and Finance Headquarters                  |
|                                |                   | (current position)   |
| Number of Company Shares Owned |                   | 2,300-   |

[Reasons for Nomination]

Mr. Shinobu Nishio utilizes his abundant experience and insight as a certified public accountant and tax accountant as an accounting and tax expert to assist the President and Representative Director and carry out his duties as the Company's director in charge of accounting and finance and as an executive officer. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

| No.4 | 1) |
|------|----|
|------|----|

| Name                           | Sakae Takahashi  | [New election]   |
|--------------------------------|------------------|--|
| Date of Birth                  | February 28,1971 |  |
| Summary                        | April 1993       | Joined the company   |
|                                | November 2010    | Seconded to "Administrative Scrivener Corporation Aoba" as |
|                                |                  | a manager.   |
|                                | November 2012    | Corporate Management Headquarters                          |
|                                |                  | Corporate Planning Office Manager                          |
|                                | November 2020    | Executive Officer in charge of IR                          |
| Number of Company Shares Owned |                  | 14,700-  |

[Reasons for Nomination]

Mr. Sakae Takahashi has worked hard to improve corporate value as the manager of the Corporate Planning Office, assisting the representative director, and as the executive officer in charge of IR. He has experience and knowledge regarding company management, and we have selected him as a director candidate as a necessary human resource for the management of our company.

| [No.5] |  |
|--------|--|
|--------|--|

| Name                              | Kazuharu Tomioka   | [Reelection]  |
|-----------------------------------|--------------------|---|
| Date of Birth                     | December 31, 1958  |   |
| Summary                           | April 1982         | Joined Daiwa Securities Co., Ltd.                           |
|                                   | October 1987       | Registered as an assistant accountant                       |
|                                   | April 1998         | Appointed representative director of                        |
|                                   |                    | Disclosure Co., Ltd. (current position)                     |
|                                   | May 2004           | Appointed outside director of                               |
|                                   |                    | Bio Mimetics Sympathies Co., Ltd. (current position)        |
|                                   | November 2024      | Director of YWT Co., Ltd. (current position)                |
|                                   | May 2007           | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | PE&HR Co., Ltd. (current position)                          |
|                                   | December 2016      | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | Fujizakura Hotel Co., Ltd. (current position)               |
|                                   | July 2018          | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | Mail Solution Japan Co., Ltd. (current position)            |
|                                   | January 2019       | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | Yokohama International Auction Co., Ltd. (current position) |
|                                   | January 2019       | Director of the Company (current position)                  |
|                                   | July 2021          | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | Esporia Co., Ltd.   |
|                                   | October 2021       | Director of Chiyoda SDGs Research Institute Co., Ltd        |
|                                   |                    | (current position)  |
|                                   | November 2023      | Outside Audit & Supervisory Board Member of                 |
|                                   |                    | Kurotani Co., Ltd. (current position)                       |
|                                   | November 2023      | Outside Director of Esporia Co., Ltd. (current position)    |
| Number of $\overline{\text{Cor}}$ | npany Shares Owned | 3,000-  |

[Reasons for Nomination]

Mr. Kazuharu Tomioka has extensive knowledge of management and accounting cultivated through many years of experience in the securities industry and as a corporate manager, and as an outside director he supervises and advises executive directors. We believe that his experience and insight will continue to be essential, and we will continue to nominate him as a candidate for outside director. Please note that he is independent from the Company and has been registered as an independent officer with the Tokyo Stock Exchange..

# [No.6]

| Name   | Reiko Akemine                    | [New election]   |  |
|--|----------------------------------|--|--|
| Date of Birth  | August 23, 1958                  |  |  |
| Summary  | October 1990                     | Joined Emmers Co., Ltd.                                  |  |
|  | June 2000                        | Joined C'BON COSMETICS Co.,Ltd.                          |  |
|  | June 2005                        | Executive Officer (Administration Department Manager,    |  |
|  |                                  | System Manager)  |  |
|  | February 2007                    | Sales Headquarters Manager                               |  |
| June 2008 Director (in charge of Sales Promotion Department)   |                                  | Director (in charge of Sales Promotion Department)       |  |
| June 2013 Director and Executive Officer (Direct Sales Department)   |                                  | Director and Executive Officer (Direct Sales Department) |  |
| July 2016 Joined M·H·GROUP LTD.  |                                  | Joined M·H·GROUP LTD.                                    |  |
| September 2016Executive vice-presidentSeptember 2017Representative director and executive officerSeptember 2023Executive chairmanOctober 2021Appointed outside director of AXXZIA INC. |                                  | Executive vice-president                                 |  |
|  |                                  | Representative director and executive officer            |  |
|  |                                  | Executive chairman                                       |  |
|  |                                  | Appointed outside director of AXXZIA INC.                |  |
| Number of Com  | Number of Company Shares Owned — |  |  |
| [Reasons for Nomination]   |                                  |  |  |
| Ms. Reiko Akemine has extensive experience and deep insight cultivated as a corporate manager, is  |                                  |  |  |
| knowledgeable about business strategies from a global perspective, and is determined to play a   |                                  |  |  |
| sufficient role in ensuring and strengthening the soundness of management decision-making at the   |                                  |  |  |
| Company. We believe that he has promise and have selected him as a condidate for outside director  |                                  |  |  |

Company. We believe that he has promise and have selected him as a candidate for outside director (independent officer).

《Additional information》

- 1. There are no special interests between each candidate and the Company.
- 2. The number of Company shares held by director candidates is as of October 31, 2023.
- 3. Mr. Kazuharu Tomioka and Ms. Reiko Akemine are candidates for Outside Director.
- 4. Mr. Kazuharu Tomioka's term of office as an outside director of the Company will be five years at the conclusion of this Ordinary General Meeting of Shareholders.
- 5. The Company has registered Mr. Kazuharu Tomioka as an independent director pursuant to the regulations of the Tokyo Stock Exchange, and if his reappointment is approved, the Company plans to continue to register Mr. Kazuharu Tomioka as an independent director. In addition, if Ms. Reiko Akemine's appointment is approved, we plan to notify her as an independent officer in accordance with the regulations of the Tokyo Stock Exchange.
- 6. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kazuharu Tomioka that limits liability for damages as provided in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on this contract is the amount stipulated in Article 425, Paragraph 1 of the same law, and if Kazuharu Tomioka's reappointment is approved, we plan to continue this contract with him. Additionally, if the appointment of Reiko Akemine is approved, the Company plans to conclude a similar liability limitation agreement with her.
- 7. The Company has concluded a contract with an insurance company for "Director's Liability Insurance." The insurance contract will compensate for any damage that may occur as a result of the insured being responsible for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If each candidate's appointment is approved, they will become an insured person under the insurance contract. The insurance contract is scheduled to be renewed with the same content at the next renewal.

## Proposal No. 2 Election of three auditors.

The term of office of all three current corporate auditors will expire at the conclusion of this general meeting. Therefore, we would like to request the election of three corporate auditors (with two reappointed). The submission of this proposal has been approved by the Board of Corporate Auditors. The candidates for Audit & Supervisory Board Member are as follows.

| Position                      | Name                |
|-------------------------------|---------------------|
| Standing Auditor              | Nobufumi Mori (New) |
| Outside Auditor (Independent) | Kuniaki Yamasawa    |
| Outside Auditor (Independent) | Hirokazu Sato       |

## [No.1]

| Name                           | Nobufumi Mori | [New election]                                     |
|--------------------------------|---------------|--|
| Date of Birth                  | June 18, 1963 |  |
| Summary                        | August 2000   | Joined the company                                 |
|                                | January 2019  | Director, Head of Business Management Headquarters |
|                                | November 2020 | Operating officer                                  |
|                                | January 2022  | Director of TBC Silver Service Co., Ltd.           |
|                                |               | (consolidated subsidiary, current position)        |
| Number of Company Shares Owned |               | 25,000-  |

[Reasons for Nomination]

Mr. Nobufumi Mori assists the President and Representative Director as a Director and General Manager of the Corporate Management Headquarters, and as an Executive Officer, oversees the general affairs, human resources, and information systems departments, and has worked hard to improve corporate value. We have selected him as a candidate for Standing Audit & Supervisory Board Member as we believe that he can be expected to play a sufficient role in ensuring the soundness of our management by providing useful advice from an objective perspective regarding the appropriateness of directors' business execution.

## [No.2]

| Name          | Kuniaki Yamasaw   | a [Reelection]  |
|---------------|-------------------|---|
| Date of Birth | October 18, 1969  |   |
| Summary       | March 1993        | Joined Teikoku Hotel Co., Ltd.                          |
|               | October 2002      | Joined Tohmatsu Limited Liability Audit Corporation     |
|               | June 2016         | Opening of Yamazawa Certified Public Accountant Office  |
|               | June 2016         | Joined CSG Consulting Co., Ltd.                         |
|               | July 2016         | Director of Disclosure Pro Co., Ltd. (current position) |
|               | January 2022      | Audit & Supervisory Board Member of the Company         |
|               |                   | (current position)                                      |
| Number of Com | pany Shares Owned | _   |

[Reasons for Nomination]

Mr. Kuniaki Yamazawa has highly specialized knowledge as a certified public accountant, and knowledge and experience in corporate management as a director of a subsidiary of a listed company. We believe that he will be able to perform appropriate monitoring and supervision from a neutral and fair standpoint as an outside corporate auditor of the Company, and therefore we have nominated him as a continued candidate for outside corporate auditor. Please note that he is independent from the Company and has been registered as an independent officer with the Tokyo Stock Exchange.

## [No.3]

| Name          | Hirokazu Sato      | [Reelection]   |
|---------------|--------------------|--|
| Date of Birth | October 9, 1961    |  |
| Summary       | April 1984         | Joined Nippon Steel Trading Co., Ltd.                        |
|               | January 1992       | Joined Casio Computer Co., Ltd.                              |
|               | December 1994      | International Sales Headquarters Calculator Trade Department |
|               | April 2006         | Director of Casio India Co., Pvt. Ltd.                       |
|               | February 2016      | Head of Singapore Jakarta Office                             |
|               | January 2020       | Sales Planning Department Market Development Office          |
|               |                    | (in charge of overseas EC research)                          |
|               | June 2020          | Retired from Casio Computer Co., Ltd.                        |
|               | January 2022       | Audit & Supervisory Board Member of the Company              |
|               |                    | (current position)   |
| Number of Cor | npany Shares Owned | —  |

[Reasons for Nomination]

Mr. Hirokazu Sato has a wide range of knowledge as a businessman cultivated through his work at a listed company, as well as internationalism and diversity gained from his experience working overseas. We believe that he will be able to provide management advice from an objective and neutral perspective from a standpoint independent of the management team, and therefore we have nominated him as a candidate for the position of outside corporate auditor. Please note that he is independent from the Company and has been registered as an independent officer with the Tokyo Stock Exchange.

《Additional information》

- 1. There are no special interests between each candidate and the Company.
- 2. Mr. Yamazawa and Mr. Sato are candidates for Outside Corporate Auditor.
- 3. The term of office of Mr. Yamazawa and Mr. Sato as Audit & Supervisory Board Members of the Company will be two years at the conclusion of this Ordinary General Meeting of Shareholders.
- 4. The Company has registered Mr. Yamazawa and Mr. Sato as independent officers pursuant to the regulations of the Tokyo Stock Exchange.
- 5. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yamazawa and Mr. Sato to limit liability for damages as provided in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on this agreement is the amount stipulated in Article 425, Paragraph 1 of the same law, and if the reappointment of both of them is approved, we plan to continue this agreement with both of them.
- 6. The Company has concluded a contract with an insurance company for "Director's Liability Insurance." The insurance contract will compensate for any damage that may occur as a result of the insured being responsible for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If each candidate's appointment is approved, they will become an insured person under the insurance contract.

#### **Proposal No. 3** Determination of remuneration for allotment of restricted stock to directors.

The amount of remuneration for the Company's directors was approved at the Company's regular general meeting of shareholders held on January 29, 2003 as an annual amount of 150 million yen or less. The Company will provide incentives to the Company's directors (excluding outside directors, hereinafter referred to as "Eligible Directors") to continuously improve the Company's corporate value. The purpose is to further share value with our shareholders. This system grants Eligible Directors the Company's common stock (hereinafter referred to as "Restricted Shares"), subject to a certain transfer restriction period and the reasons for free acquisition by the Company, as described below. The total amount of monetary remuneration claims to be paid to eligible directors as remuneration for restricted stock will be determined within the scope of the amount of remuneration for directors to the Company.

The content of the allotment of restricted stock is quite significant, as the upper limit for the number of restricted stock to be allocated in each fiscal year is approximately 0.8% of the total number of issued shares, and the dilution rate is negligible. (If the upper limit is issued over a period of 10 years, the proportion of the total number of issued shares will be approximately 8%, excluding treasury shares).

Specific details and upper limit on the number of restricted stocks for eligible directors

#### 1. Allotment and payment of restricted stock

Based on a resolution of the Board of Directors of the Company, the Company will pay monetary remuneration claims within the annual amount stated above as remuneration for restricted stock, to the Eligible Directors. Each Eligible Director will receive an allotment of restricted stock by paying all of the relevant monetary compensation claims in the form of contribution in kind.

The amount to be paid for restricted stock will be determined based on the simple average closing price of the Company's common stock on the Tokyo Stock Exchange during the most recent one-month period up to the business day preceding the date of the board of directors resolution. The condition is that the amount is not particularly advantageous to the eligible director who subscribes to the restricted stock. This monetary compensation claim will be paid on the condition that the eligible director has consented to the above-mentioned in-kind contribution and has concluded a restricted stock allotment agreement that includes the details set forth below.

#### 2. Total number of restricted stocks

The total number of restricted stocks to be allocated to eligible directors shall be no more than 20,000 shares, and the total amount of compensation shall be no more than 10 million yen per year.

#### 3. Contents of restricted stock allotment agreement

#### (1) Details of transfer restrictions

The transfer restriction period under this system is the period from the date of delivery of the restricted stock to the date on which the person retires from his or her position as a director or corporate auditor of the Company. Restricted shares allocated to eligible directors may not be transferred, pledged, assigned security interests, inter vivos gifts, bequests, or any other disposition to a third party. (Hereinafter referred to as "Transfer Restrictions.")

#### (2) Free acquisition of restricted stock

If a target director resigns from his or her position as a director or auditor of the Company without justifiable reason by the day before the expiration date of term of office, the allotted shares will be acquired free of charge. In addition, if there is a reason that does not justify the eligible director even after the expiration of the term of office, the allotted shares will be acquired free of charge. In addition, if there are any of the Allotted Shares whose transfer restrictions have not been lifted based on the grounds for cancellation of transfer restrictions below at the expiration of the transfer restriction period, the Company will acquire them free of charge.

#### (3) Lifting transfer restrictions

The Company will lift the transfer restriction upon the expiration of the transfer restriction period, provided that the eligible director held the position of a director or auditor of the Company during the period of service provision. However, if the applicable director retires from the position of director or corporate auditor before the expiration date for reasons deemed justifiable by the board of directors, the number of shares to be lifted and the timing of the lifting of transfer restrictions may be adjusted as necessary.

#### (4) Handling in organizational reorganization

During the transfer restriction period, if a proposal related to organizational restructuring, etc. is approved at a general meeting of shareholders or a board of directors meeting, and the target director retires from the position of director or corporate auditor of the company, the Company shall Transfer restrictions on the number of shares will be lifted by resolution of the Board of Directors prior to the effective date of the reorganization. Upon approval of the reorganization, on the business day before the effective date of the reorganization, the Company will acquire the eligible shares for which transfer restrictions have not been lifted on the same day, free of charge.  $\langle\!\langle$  Basic policy regarding director remuneration  $\rangle\!\rangle$ 

Our basic policy regarding remuneration for directors is to provide compensation at an appropriate level to each director for the execution of their duties, with the aim of functioning as a healthy incentive for sustainable growth. This consists of fixed compensation, performance-linked compensation that is added and paid according to performance, and non-monetary compensation related to restricted stock that is paid at a certain time every year.

The calculation method and determination procedure for individual remuneration for directors is based on guidelines according to the position and role of the director. In order to ensure objectivity and transparency, the amount of remuneration is determined by the Board of Directors based on the report of the Nomination and Remuneration Committee, whose members are outside directors. The calculation method and procedure for determining the next year's additional amount of performance-linked monetary compensation for directors is calculated for each individual based on ordinary profits and resolved by the Board of Directors based on the report of the Nomination and procedure for determining non-monetary remuneration related to restricted stock is calculated according to guidelines according to the position, role, etc. of directors, and resolved by the Board of Directors based on the report of the Nomination and Compensation Committee. .

# **Proposal No. 4** Determination of remuneration for allotment of restricted stock to corporate auditors.

The amount of remuneration for the company's corporate auditors was resolved to be within 24 million yen per year at the company's annual general meeting of shareholders held on January 29, 2014. The Company will allocate "Restricted Stocks" to the Audit & Supervisory Board Members as shown below for the purpose of providing incentives to the Company's Audit & Supervisory Board Members to prevent damage to corporate value and maintain trust. We would like to set the total amount of monetary remuneration claims to be paid as remuneration for restricted stock within the range of the amount of remuneration, etc. for corporate auditors mentioned above, after comprehensively considering the degree of contribution of corporate auditors. The allotment of restricted stock is determined by comprehensively considering various matters such as the contribution of the corporate auditors to the Company, and we believe that the content is appropriate.

Specific details and upper limit on the number of restricted stocks for subject corporate auditors

1. Allotment and payment of restricted stock

The Company plans to pay monetary remuneration claims within the above annual amount to the eligible Corporate Auditors as restricted stock compensation based on discussions by the Company's Board of Corporate Auditors. Eligible corporate auditors will receive an allotment of restricted stock by paying all of the monetary remuneration claims in the form of in-kind contributions.

The amount to be paid for restricted stock will be determined based on the simple average closing price of the Company's common stock on the Tokyo Stock Exchange during the most recent one-month period up to the business day preceding the date of the board of directors resolution. The condition is that the amount is not particularly advantageous to the Audit & Supervisory Board Member who subscribes to the restricted stock. This monetary remuneration claim will be paid on the condition that the subject corporate auditor consents to the above-mentioned in-kind contribution and concludes a restricted stock allotment agreement containing the following details.

2. Total number of restricted stocks

The total number of restricted stocks to be allocated to eligible directors shall be no more than 4,000 shares, and the total amount of compensation shall be no more than 2 million yen per year.

- 3. Contents of restricted stock allotment agreement
- (1) Details of transfer restrictions

The transfer restriction period under this system is the period from the date of delivery of the restricted stock to the date on which the person retires from his or her position as a director or corporate auditor of the Company. Restricted shares allocated to eligible directors may not be transferred, pledged, assigned security interests, inter vivos gifts, bequests, or any other disposition to a third party. (Hereinafter referred to as "Transfer Restrictions.")

#### (2) Free acquisition of restricted stock

If an eligible corporate auditor retires as a director or corporate auditor of the Company without justifiable reason by the day before the expiration date of term of office, the allotted shares will be acquired free of charge. In addition, if there are any of the Allotted Shares whose transfer restrictions have not been lifted based on the grounds for cancellation of transfer restrictions below at the expiration of the transfer restriction period, the Company will acquire them free of charge.

#### (3) Lifting transfer restrictions

The Company will lift the transfer restriction upon expiration of the transfer restriction period only if the applicable corporate auditor held the position of a director or corporate auditor of the Company during the period of service provision. However, if the said corporate auditor retires as a director or corporate auditor by the expiration date for reasons deemed justifiable by the board of directors, the number of canceled shares and the timing of lifting of transfer restrictions may be adjusted as necessary.

#### (4) Handling in organizational reorganization

During the transfer restriction period, if a proposal related to organizational restructuring is approved at a general meeting of shareholders or a board of directors meeting, and the target auditor retires from the position of director or corporate auditor of the company, the Company shall Transfer restrictions on the number of shares will be lifted by resolution of the Board of Directors prior to the effective date of the reorganization. Upon approval of the reorganization, on the business day before the effective date of the reorganization, the Company will acquire the eligible shares for which transfer restrictions have not been lifted on the same day, free of charge.

 $\langle\!\!\langle Director \mbox{ and auditor skill matrix after the general meeting of shareholders.}\rangle\!\rangle$ 

If Proposal No. 1 and Proposal No. 2 are all approved as originally proposed, the expertise, experience, and expected roles of each director and corporate auditor are as follows.

| Name      | Corporate  | Industry | Marketing | ICT/DX | Financial  | Risk       | International |
|-----------|------------|----------|-----------|--------|------------|------------|---------------|
|           | management |          |           |        | accounting | management | -ity          |
| Hideo     |            |          |           |        |            |            |               |
| Nagashima | •          | •        | •         | •      |            | •          |               |
| Hiroyuki  |            |          |           |        |            |            |               |
| Fukuda    | •          | •        | •         |        |            |            |               |
| Shinobu   |            |          |           |        |            |            |               |
| Nishio    | •          |          |           |        | •          | •          |               |
| Sakae     |            |          |           |        |            |            |               |
| Takahashi | •          |          |           | •      | •          | •          |               |
| Kazuharu  |            |          |           |        |            |            |               |
| Tomioka   | •          |          |           |        | •          | •          |               |
| Reiko     |            | •        |           |        |            |            |               |
| Akemine   | •          | •        |           |        |            |            | •             |
| Nobufumi  |            |          |           |        |            |            |               |
| Mori      | •          |          |           | •      |            | •          |               |
| Kuniaki   |            |          |           |        |            |            |               |
| Yamasawa  |            |          |           |        |            |            |               |
| Hirokazu  |            |          |           |        |            |            |               |
| Sato      |            |          |           | •      |            |            |               |

※) It describes the roles that are particularly expected of each director and auditor, and does not represent all the knowledge and experience possessed by each director and auditor.

Note: This document has Been Translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.