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(Stock Exchange Code 3048)

November 5, 2024

To Shareholders with Voting Rights:

Toru Akiho
Representative Director and President
BIC CAMERA INC.
3-23-23, Takada, Toshima-ku, Tokyo

NOTICE OF THE 44TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We are pleased to announce the 44th Annual General Meeting of Shareholders of BIC CAMERA INC. (the “Company”). The meeting will be held for the purposes 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 on the websites shown below. Please access the websites by using the internet addresses to review the information.

The Company’s website:

<https://www.biccamera.co.jp/ir/library/index7.html> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Use the link provided above to access the TSE website. Enter “BIC CAMERA” in “Issue name (company name)” or the Company’s securities code “3048” in “Code,” then click “Search.” 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].”)

Website Containing Informational Materials for the Annual General Meeting of Shareholders:

<https://d.sokai.jp/3048/teiji/> (in Japanese)

If you are not going to attend the meeting in person, you may exercise your voting rights via the Internet or in writing (via postage). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6 p.m. on Wednesday, November 20, 2024.

- 1. Date and Time:** Thursday, November 21, 2024, at 10:00 a.m. (JST)
- 2. Venue** Large Hall, Itabashi Culture Hall
51-1, Oyama-higashicho, Itabashi-ku, Tokyo

3. Meeting Agenda:

Matters to be reported:

- (1) The Business Report, Consolidated Financial Statements for the Company's 44th Fiscal Year (September 1, 2023 - August 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee regarding the Consolidated Financial Statements
- (2) Non-consolidated Financial Statements for the Company's 44th Fiscal Year (September 1, 2023 - August 31, 2024)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 11 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of 4 Directors Who Are Audit and Supervisory Committee Members
- Proposal 4:** Determination of the Remuneration for the Granting of Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

4. Guidance on the Exercise of Voting Rights

Please refer to Guidance on the Exercise of Voting Rights on pages 3 to 6.

5. Other Matters regarding The Notice of Convocation

To shareholders who have requested the delivery of these documents, a document stating matters for which measures for providing information in electronic format are to be taken will be sent together with those documents. However, "Major Business Offices," "Matters Related to Share Acquisition Rights, etc. of the Company," "Items Related to the Accounting Auditor," and "Systems for Ensuring Appropriate Business Operations and Operational Status Thereof" of the Business Report; "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements; and "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements will be excluded from such documents in accordance with laws and regulations and Article 14, paragraph 2 of the Company's Articles of Incorporation. Consequently, such documents are part of the documents that were audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the Audit Reports.

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- If revisions to the matters for which measures for providing information in electronic format arise, a notice of the revisions and the details of the matters before and after the revisions will be posted to each website and to the TSE website.
 - Upon attending the meeting, please present the Voting Rights Exercise Form to the receptionist at the venue of the meeting.

Guidance on the Exercise of Voting Rights

You may exercise your voting rights using one of the following three methods.

Exercising Your Voting Rights via the Internet

Please follow the instructions on pages 4 to 5 to log into the Website for Exercise of Voting Rights from your smartphone or computer and input approval or disapproval for proposals.

Must be completed by Wednesday, November 20, 2024, at 6:00 p.m. (JST)

Exercising Voting Rights in Writing (via Postage)

Please indicate your votes of approval or disapproval for proposals on the Voting Rights Exercise Form and return the form to the Company. You do not need to affix a stamp.

Must be received by Wednesday, November 20, 2024, at 6:00 p.m. (JST)

Attending the General Meeting of Shareholders

Please present the Voting Rights Exercise Form to the receptionist at the venue of the meeting.

Thursday, November 21, 2024, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)

- * If you exercise your voting right in duplicate both via the Internet and in writing (via postage), the Company will only deem your exercise via the Internet valid.
- * If you exercise your voting rights via the Internet, etc. more than once, the latest vote shall be accepted as the valid exercise of your voting rights.

Exercising Your Voting Rights via the Internet

Must be completed by Wednesday, November 20, 2024, at 6:00 p.m. (JST)

“Smart Vote” method Scanning the login QR Code

You can simply log in to the website for exercising voting rights without entering your voting code and password.

1. Please scan QR Code provided at the bottom right of the Voting Rights Exercise Form.

The diagram shows a sample of the '議決権行使書' (Voting Rights Exercise Form). The form includes fields for '株主番号' (Shareholder Number) and '議決権の数' (Number of Voting Rights). A QR code is shown on a smartphone being scanned by a hand. The QR code is labeled '見本' (Sample). A callout box points to the QR code with the text: 'スマートフォン用 議決権行使ウェブサイト ログインQRコード' (Smartphone use Voting Rights Exercise Website Login QR Code) and '見本' (Sample). The form also has a table for '切当欄' (Appropriate Column) and a list of items to be voted on.

- * “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- * The actual Voting Rights Exercise Form may differ from the image.

2. Please enter your approval or disapproval according to the guidance given on the screen.

Note that your voting rights can be exercised only once by using the “Smart Vote” method.

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computers and log in by entering the “voting right exercise code” and “password” printed on the Voting Rights Exercise Form, and exercise your voting rights again.

* You can access the website for personal computer by scanning the QR Code again.

The screenshot shows the voting website interface. At the top, there is a header with 'スマート行使' (Smart Vote) and '見本' (Sample). Below the header, there are two main buttons: 'すべての会社提案議案について「賛成」する' (Approve all corporate proposals) and '各議案について個別に指示する' (Give individual instructions for each proposal). At the bottom, there is a navigation menu with options like 'ログイン' (Login) and 'ログアウト' (Logout).

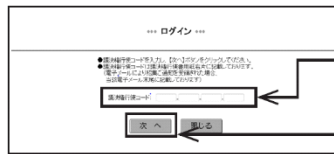
Entering the Code and Password for Exercising Voting Rights

Website for Exercise of Voting Rights: <https://soukai.mizuho-tb.co.jp/> (in Japanese)

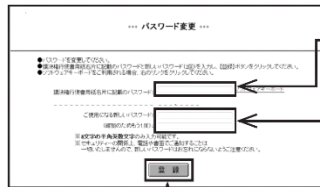
1. Please access the Website for Exercise of Voting Rights.



2. Please enter the “voting right exercise code” printed on the Voting Rights Exercise Form.



3. Please enter the “initial password” printed on the Voting Rights Exercise Form.



4. Please enter your approval or disapproval according to the guidance given on the screen.

* The actual screen displayed to you may differ from the image.

(Please note)

- The password (including the password changed by the shareholder) is valid only for this General Meeting of Shareholders. New passwords will be issued for the next General Meeting of Shareholders.
- The password is a tool to identify the person who is voting as the shareholder himself/herself. Please note that the Company will not contact shareholders regarding their passwords.
- If you enter an incorrect password more than a certain number of times, the password will be locked and become invalid. If it is locked, please follow the guidance on the screen.
- The cost for the Internet connection is to be borne by the shareholders.
- Depending on the Internet usage environment, etc. of your computer or smartphone, etc. you might not be able to use the Website for Exercise of Voting Rights.

<p>In case you need instructions for how to operate your computer, smartphone, etc. in order to exercise your voting rights via the Internet, please contact:</p>	<p>Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department Internet Help Dial 0120-768-524 (Operating Hours: 9:00 a.m. to 9:00 p.m. (JST), excluding year-end and New Year holidays, only in Japan)</p>
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Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Exercising Voting Rights in Writing (via Postage)

Please indicate your votes of approval or disapproval for proposals on the Voting Rights Exercise Form and return the form to the Company. You do not need to affix a stamp.

Must be received by Wednesday, November 20, 2024, at 6:00 p.m. (JST)

Guidance on Filling out Voting Rights Exercise Form

The form contains the following elements:
- Title: 議決権行使書 (Voting Rights Exercise Form)
- Fields: 株主番号 (Shareholder No.), 議決権の数 (Number of Shares), XX 席 (Seats)
- Grid: A table with 4 columns and 4 rows for voting on proposals.
- Text: 御中 (To the attention of), ××××年 ×月××日 (Date), 議決権行使 (Voting Rights Exercise)
- Instructions: 1. 2. 3. 4. (Numbered list)
- Candidate section: 議決権行使 (Voting Rights Exercise), 議決権の数 (Number of Shares), 候補者 (Candidates), 〇 (Approve), × (Disapprove)

Please input your approval or disapproval of the proposals here.

Proposals 1 and 4

- If you approve >> Write a circle in the “Approve” column.
- If you disapprove >> Write circle in the “Disapprove” column.

Proposals 2 and 3

- If you approve of all the candidates >> Write a circle in the “Approve” column.
- If you disapprove of all the candidates >> Write a circle in the “Disapprove” column.
- If you disapprove of some of the candidates >> Write a circle in the “Approve” column, and fill the candidate number of the candidate(s) you disapprove of.

* If no indication of approval or disapproval is made on the Voting Rights Exercise Form for each proposal, it will be treated as an indication of approval.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the distribution of profits to shareholders as one of the most important management issues, and has its basic policy to pay appropriate dividends according to its performance. Based on this basic policy, the Company aims to achieve a consolidated dividend payout ratio of 40%.

For the year-end dividend for the current fiscal year, we propose a payment of ¥24 per share, an increase from the initial forecast, given the current business performance, future business development, and other factors.

As the Company has already paid an interim dividend of ¥9 per share in May 2024, the annual dividend for the current fiscal year, including said interim dividend, will be ¥33 per share.

(1) Type of dividend property

Cash

(2) Matters concerning allocation of dividend property to shareholders and its total amount

The Company proposes to pay a dividend of ¥24 per common share of the Company.

In this event, the total dividends will be ¥4,108,381,944.

(3) Effective date of the distribution of surplus

November 22, 2024

Proposal 2: Election of 11 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 9 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, the Company is newly revising the composition of Directors and proposes the election of 11 Directors, increasing the number of Directors by 2 to further strengthen and enhance the Company's management base.

In regard to this proposal, the Company's Audit and Supervisory Committee verified and examined the ideal approach to supervision and execution of duties by the Board of Directors, the nomination criteria of candidates for Director, and other factors. As a result, after giving consideration to the status of business execution, performance, and other qualities of the candidates in the current fiscal year, it judged that all candidates were suitable.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities	
1	Toru Akiho	Representative Director and President; President Executive Officer Director, Kojima Co., Ltd.	Reelection
2	Toru Abe	Director and Managing Director; Supervising Internal Control Division	Reelection
3	Keiju Nakagawa	Director and Managing Director; General Manager, President Office Representative Director and President, RANET Co., Ltd. President, Representative Member of the Board, TDMobile Corporation	Reelection
4	Eiji Tamura	Director and Managing Director; Supervising Human Resources and Organizational Development Division, and General Manager, General Affairs and Legal Affairs Department	Reelection
5	Takaharu Mizoguchi	Director and Managing Director; Supervising Business Strategy Division, and General Manager, Sales Administration Department	New election
6	Nachika Nemoto	Director and Executive Officer; General Manager, Sustainability Promotion Office	Reelection
7	Yuji Nakazawa	Director Representative Director and President; President and Executive Officer, Kojima Co., Ltd.	Reelection
8	Kiyoshi Tokuda	Director	Reelection Outside Independent
9	Takeshi Toshimitsu	Director and Audit and Supervisory Committee Member	New election Outside Independent
10	Masaru Nakamura	Director	Reelection Outside
11	Michiaki Ogasawara		New election Outside Independent

Reelection	Candidate for Director to be reelected	New election	Candidate for Director to be newly elected	Outside	Candidate for Outside Director	Independent	Independent officer as defined by the securities exchange
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No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="308 488 453 577">Toru Akiho (December 11, 1974)</p> <p data-bbox="323 618 432 647">Reelection</p> <p data-bbox="276 685 480 846">Number of years in office: 6 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="276 880 480 958">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="496 286 1225 887"> March 1997 Joined the Company September 2012 Executive Officer; General Manager, Second Merchandise Department October 2013 Executive Officer; General Manager, Merchandise Department October 2015 Executive Officer; General Manager, EC Business Department February 2017 Managing Director; Director General, EC Business November 2018 Director and Managing Director; Director General, EC Headquarters August 2019 Director and Managing Director; Director General, Merchandise and EC Headquarters September 2020 Director and Senior Executive Officer; Supervising Business Promotion, Director General, Merchandise December 2020 Director and Senior Executive Officer; Supervising Business Promotion, Director General, Marketing September 2022 Representative Director and President; President and Executive Officer (to present) November 2022 Director, Kojima Co., Ltd. (to present) </p> <p data-bbox="496 909 1225 1151"> [Reasons for nomination as a candidate for Director] Mr. Akiho has long acted as a manager with responsibilities in the realms of merchandise procurement and EC and was appointed as the Company's Representative Director and President; President Executive Officer in September 2022. Accordingly, he has amassed abundant experience, achievements, and insight over the time. As such, we have judged that he is well-qualified to contribute to the improvement of the Company's corporate value by drawing upon his insight, etc. in the management, and have nominated him as a candidate for Director. </p>	4,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="300 573 453 636">Toru Abe (June 16, 1961)</p> <p data-bbox="325 672 427 698">Reelection</p> <p data-bbox="277 734 478 896">Number of years in office: 15 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="277 931 478 1012">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="497 286 1224 1048"> July 2005 Joined the Company November 2009 Director; General Manager, Corporate Planning Department November 2010 Representative Director, Tokyo Camera Distribution Cooperative (scheduled to retire in November 2024) September 2012 Director and Managing Director; Director General, Corporate Planning, and General Manager, Corporate Planning Department of the Company January 2013 Representative Director and President, Tokyo Keikaku Co., Ltd. (to present) February 2017 Director and Senior Executive Officer; Director General, Corporate Planning Department of the Company September 2020 Director and Senior Executive Officer; Supervising Business Management, Director General, Finance & Accounting December 2020 Director and Senior Executive Officer; Supervising Business Management, Director General, Business Management September 2022 Director and Senior Executive Officer; Director General, Business Management September 2023 Director and Managing Director; Supervising Finance & Accounting September 2024 Director and Managing Director; Supervising Internal Control Division (to present) </p> <p data-bbox="497 1075 1224 1281"> [Reasons for nomination as a candidate for Director] Mr. Abe has long served the Group as a manager with responsibility in the corporate planning realm. While holding positions such as Representative Director of a Group company, he has amassed abundant experience, achievements, and insight over the time. As such, we have judged that he is well-qualified to contribute to the improvement of the Company's corporate value by continuing to draw upon his insight, etc. in the management, and have nominated him as a candidate for Director. </p>	13,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p data-bbox="300 600 464 663">Keiju Nakagawa (July 17, 1975)</p> <p data-bbox="325 696 438 723">Reelection</p> <p data-bbox="277 763 480 925">Number of years in office: 6 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="277 954 480 1037">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="496 286 1198 1070"> August 2002 Joined the Company August 2002 Director, RANET Co., Ltd. February 2009 Representative Director and President, RANET Co., Ltd. (to present) September 2018 Executive Officer of the Company November 2018 Director and Executive Officer December 2018 Director and Executive Officer; Director General, Digital Communication September 2020 Director and Executive Officer; Director General, DX/DC September 2021 Director and Managing Director; Deputy Director General, Corporate Planning, and General Manager, Business Development Department September 2022 Director and Senior Executive Officer; Director General, Corporate Planning Department September 2023 Director and Managing Director; Supervising Information System and Logistics October 2023 Representative Member and Chairman of the Board, TDmobile Corporation September 2024 President, Representative Member of the Board, TDmobile Corporation (to present) September 2024 Director and Managing Director; General Manager, President Office of the Company (to present) November 2024 Director, Nippon BS Broadcasting Corporation (scheduled to assume office) </p> <p data-bbox="496 1099 1225 1339"> [Reasons for nomination as a candidate for Director] Mr. Nakagawa has acted as a manager with responsibilities in the corporate planning realm, has served the Group as Representative Director and President of a Group company which develops sales distributor business for mobile phone and accordingly has amassed abundant experience, achievements, and insight over the time. As such, we have judged that he is well-qualified to contribute to the improvement of the Company's corporate value by continuing to draw upon his insight, etc. in the management, and have nominated him as a candidate for Director. </p>	1,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<p data-bbox="284 656 469 719">Eiji Tamura (January 19, 1960)</p> <p data-bbox="325 752 427 779">Reelection</p> <p data-bbox="277 817 478 981">Number of years in office: 8 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="277 1010 478 1093">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="497 286 1225 1211"> June 2010 Joined the Company September 2011 Executive Officer; General Manager, Human Resources Department November 2016 Director and Executive Officer; Director General, General Affairs, and General Manager, Human Resources Department February 2017 Director and Managing Director; Director General, General Affairs, and General Manager, Human Resources Department September 2018 Director and Senior Executive Officer; Director General, General Affairs, and General Manager, Human Resources Department September 2020 Director and Senior Executive Officer; Supervising Management Strategy, Director General, Corporate Planning, and General Manager, Corporate Planning Department September 2021 Director and Senior Executive Officer; Supervising Management Strategy, Director General, Corporate Planning September 2022 Director and Senior Executive Officer; Director General, Related Business November 2022 Director and Senior Executive Officer; Director General, Related Business, and General Manager, AS Business Department September 2023 Director and Managing Director; Supervising General Affairs and Human Resources, and General Manager, General Affairs and Human Resources Department September 2024 Director and Managing Director; Supervising Human Resources and Organizational Development Division, and General Manager, General Affairs and Legal Affairs Department (to present) </p> <p data-bbox="497 1240 1225 1453"> [Reasons for nomination as a candidate for Director] Mr. Tamura has long acted as a manager with responsibilities in realms of the human resources, corporate planning and general affairs, and accordingly has amassed abundant experience, achievements, and insight over the time. As such, we have judged that he is well-qualified to contribute to the improvement of the Company's corporate value by continuing to draw upon his insight, etc. in the management, and have nominated him as a candidate for Director. </p>	58,100

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Takaharu Mizoguchi (October 13, 1974) New election	<p>March 1993 Joined the Company</p> <p>November 2000 Store Manager, Ikebukuro Higashiguchi Store</p> <p>January 2001 Store Manager, Shibuya Higashiguchi Store</p> <p>August 2002 Store Training Office, Human Resources Department</p> <p>October 2007 Chairman, Central Executive Committee, Bic Camera Labor Union (full-time)</p> <p>January 2010 Store Manager, Shinjuku Higashiguchi Store of the Company</p> <p>August 2010 Store Manager, Omiya Nishiguchi Sogo Store</p> <p>April 2012 Manager, Logistics Department</p> <p>November 2013 Representative Director and President, JBS Co., Ltd.</p> <p>June 2015 General Manager, Logistics Department of the Company</p> <p>July 2021 Representative Director and President, SK Service Co., Ltd.</p> <p>April 2022 Representative Director and President, Bic Logistics Service INC.</p> <p>September 2022 Executive Officer; General Manager, President Office of the Company</p> <p>September 2024 Director and Managing Director; Supervising Business Strategy Division, and General Manager, Sales Administration Department (to present)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Mizoguchi long played active roles in the Company's sales and store operations and later worked in the logistics realm, serving as representative director and president of affiliates of the Company, etc., and accordingly has amassed abundant experience, achievements, and insight over the time. As such, we have judged that he is well-qualified to contribute to the improvement of the Company's corporate value by drawing upon his insight, etc. in the management, and have nominated him as a new candidate for Director.</p>	1,700

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<p>Nachika Nemoto (September 24, 1974)</p> <p>Reelection</p> <p>Number of years in office: 3 years (as of the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>March 1997 Joined the Company</p> <p>September 2009 Deputy Store Manager, Ikebukuro Main Store</p> <p>September 2012 Executive Officer; Store Manager, Seiseki-sakuragaoka Station Store</p> <p>April 2013 Executive Officer; General Manager in charge of Human Resources</p> <p>September 2021 Executive Officer; Deputy Director General, Corporate Planning, and General Manager, Sustainability Promotion Department</p> <p>November 2021 Director and Executive Officer; Deputy Director General, Corporate Planning, and General Manager, Sustainability Promotion Department</p> <p>September 2022 Director and Managing Director; General Manager, Human Resources Development Department</p> <p>September 2023 Director and Executive Officer; In charge of sustainability</p> <p>September 2024 Director and Executive Officer; General Manager, Sustainability Promotion Office (to present)</p> <p>[Reasons for nomination as a candidate for Director] Ms. Nemoto long played active roles in the Company's sales and store operations and later worked in the human resource realm, focusing her efforts on promoting the active role of women in the Company, etc., and accordingly has amassed abundant experience, achievements, and insight over the time. As such, we have judged that she is well-qualified to contribute to the improvement of the Company's corporate value by continuing to draw upon her insight, etc. in the management, and have nominated her as a candidate for Director.</p>	2,200
7	<p>Yuji Nakazawa (December 28, 1973)</p> <p>Reelection</p> <p>Number of years in office: 4 years (as of the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>June 1995 Joined Kojima Co., Ltd.</p> <p>July 2000 Store Manager, NEW Aobadai Store, Kojima Co., Ltd.</p> <p>April 2010 Manager, Marketing Planning Office, Kojima Co., Ltd.</p> <p>February 2012 Manager, Merchandising Department, Kojima Co., Ltd.</p> <p>September 2014 Executive Officer; General Manager, Sales Planning Management Support Office, Sales Department, Sales Division, Kojima Co., Ltd.</p> <p>September 2016 Executive Officer; General Manager, Sales Planning and Management Department, Sales Division, Kojima Co., Ltd.</p> <p>September 2018 Managing Executive; General Manager, Sales Planning and Management Department, Sales Division, Kojima Co., Ltd.</p> <p>September 2020 President and Executive Officer, Kojima Co., Ltd.</p> <p>November 2020 Representative Director and President; President Executive Officer, Kojima Co., Ltd. (to present)</p> <p>November 2020 Director of the Company (to present)</p> <p>June 2021 Outside Director, Tochigi Television Corporation (to present)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Nakazawa has long served the Group as a manager with responsibilities in the merchandise and sales realms of a Group company, Kojima Co., Ltd. and was appointed as the company's Representative Director and President in November 2020. Accordingly, he has amassed abundant experience, achievements, and insight over the time. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	2,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<p>Kiyoshi Tokuda (June 7, 1954)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p> <p>Number of years in office: 4 years (as of the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings: 16/17</p>	<p>April 1977 Joined Nikkei Inc.</p> <p>September 1994 Seconded to Nikkei Business Publications, Inc. Deputy Editor of Nikkei Business</p> <p>January 2005 Editor-in-Chief, The Nikkei MJ (Marketing Journal)</p> <p>March 2008 Secretary General, General Affairs of Editorial Bureau; Electronic Newspaper Development Division, Nikkei Inc.</p> <p>March 2013 Senior Managing Director, Nikkei Digital Media, Inc.</p> <p>July 2015 Senior Managing Executive Officer, Nikkei Inc.</p> <p>June 2016 Senior Executive Officer, TV TOKYO Corporation</p> <p>July 2020 Commissioned to TV TOKYO Holdings Corporation (to present)</p> <p>November 2020 Outside Director of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Tokuda maintains a wealth of experience and extensive insight as a business manager. Drawing on that wealth of experience and extensive insight, he furnishes sound advice to management of the Company. In addition, he contributes to the maintenance and strengthening of the Company's governance, particularly through his role as member of the Nominating Committee and the Compensation Committee, which are advisory bodies to the Board of Directors. Going forward, we expect to receive his advice and suggestions from an objective and neutral viewpoint, and have again nominated him as a candidate for Outside Director. He will have served 4 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	1,100
9	<p>Takeshi Toshimitsu (May 30, 1972)</p> <p>New election</p> <p>Outside</p> <p>Independent</p> <p>Number of years in office: 2 years (as of the conclusion of this General Meeting of Shareholders) (Number of years in office as Director who is an Audit and Supervisory Committee Member)</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>March 2000 Established Asagao System Co., Ltd, Director</p> <p>October 2002 Joined MTB Investment Technology Institute Co., Ltd. (currently Mitsubishi UFJ Trust Investment Technology Institute Co., Ltd.)</p> <p>December 2011 Registered as an attorney at law, Joined Matsuda & Partners</p> <p>July 2014 Established Seven Lights Law Firm, Co-Representative Partner</p> <p>April 2017 Auditor, Social Welfare Corporation Keishoukai (to present)</p> <p>November 2017 Director, Intense Project Co, Ltd. (to present)</p> <p>August 2022 Established Toshimitsu Law Firm, Representative Partner (to present)</p> <p>November 2022 Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Toshimitsu maintains a wealth of experience and extensive insight as a business manager and an attorney at law. We expect that his abundant experience and insight will be reflected in the management of the Company, he will provide opinions as an Outside Director which are useful for management of the Company, and he will contribute to the maintenance and strengthening of governance from an objective and neutral standpoint, so we have nominated him as a new candidate for Outside Director. He will have served 2 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	1,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	<p data-bbox="284 472 469 533">Masaru Nakamura (January 11, 1957)</p> <p data-bbox="325 568 427 600">Reelection</p> <p data-bbox="336 613 416 645">Outside</p> <p data-bbox="277 703 475 860">Number of years in office: 2 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="277 896 475 972">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="496 286 1225 748"> April 1979 Joined The Mitsui Bank, Limited October 1996 Deputy General Manager, Osaka Sales Department II, The Sakura Bank, Limited June 1998 Deputy General Manager, Toranomom Branch, The Sakura Bank, Limited October 1999 Group Leader, Private Banking Department, The Sakura Bank, Limited April 2001 Group Leader, Private Banking Sales Department, Sumitomo Mitsui Banking Corporation April 2007 General Manager, Private Banking Sales Department, Sumitomo Mitsui Banking Corporation July 2010 General Manager and Executive Private Banker, Private Banking Sales Department, Sumitomo Mitsui Banking Corporation (to present) November 2022 Outside Director of the Company (to present) </p> <p data-bbox="496 775 1225 1149"> [Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Nakamura maintains a wealth of experience and extensive insight in financial institutions, which have been reflected in the Company's management. As an Outside Director, he furnishes sound advice to management of the Company and contributes to the maintenance and strengthening of the Company's governance. Going forward, we expect to receive his advice and suggestions from an objective and neutral viewpoint, and have again nominated him as a candidate for Outside Director. He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Director of the Company based on the above reasons. He will have served 2 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders. </p>	1,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Michiaki Ogasawara (January 29, 1954) New election Outside Independent	<p>April 1976 Joined Ministry of Posts and Telecommunications (currently Ministry of Internal Affairs and Communications)</p> <p>February 2005 Deputy Director-General of Minister's Secretariat, Ministry of Internal Affairs and Communications</p> <p>September 2012 Vice-Minister, Ministry of Internal Affairs and Communications</p> <p>October 2013 Advisor, Daiwa Institute of Research Ltd.</p> <p>June 2015 Outside Director, Daiwa Securities Group Inc.</p> <p>June 2015 Outside Board Director, SKY Perfect JSAT Holdings Inc.</p> <p>July 2015 Advisor, Sampo Japan Insurance Inc.</p> <p>July 2016 Advisor, Media & Digital Business Unit, SUMITOMO CORPORATION (to present)</p> <p>June 2019 Outside Director, Tokyu Fudosan Holdings Corporation</p> <p>June 2020 Advisor, Fujitsu Future Studies Center Ltd. (to present)</p> <p>June 2021 Outside Director, KOEI TECMO HOLDINGS CO., LTD. (to present)</p> <p>June 2022 President, Yu-cho Foundation (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Ogasawara has been engaged mainly in information and telecommunications administration at the Ministry of Internal Affairs and Communications, where he has held key positions over the years, including serving as Vice-Minister for Internal Affairs. We expect that he will advise and supervise the management of the Company based on his abundant experience and extensive knowledge as an outside director of several listed companies in the past and at present, and we have accordingly nominated him as a new candidate for Outside Director. He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Director of the Company based on the above reasons.</p>	—

(Notes)

- Candidate for Director, Mr. Yuji Nakazawa, is the Representative Director of Kojima Co., Ltd. with which the Company has transactions such as merchandise ordering and receiving outsource of payment operations. Furthermore, Kojima Co., Ltd. and the Company are competitors in the business regarding sales of home appliances.
- There are no special interests between each candidate for Director and the Company other than the above.
- Mr. Kiyoshi Tokuda, Mr. Takeshi Toshimitsu, Mr. Masaru Nakamura and Mr. Michiaki Ogasawara are candidates for Outside Director.
- Limitation of Liability Agreements with Directors (excluding executive Directors, etc.)
Based on Article 427, paragraph 1 of the Companies Act and Article 31 of the Company's Articles of Incorporation, the Company has entered into an agreement with Mr. Yuji Nakazawa, Mr. Kiyoshi Tokuda, Mr. Takeshi Toshimitsu and Mr. Masaru Nakamura to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the minimum liability amount provided by laws and regulations. If their reelection is approved, the Company plans to continue the above Limitation of Liability Agreement with them. Also, if Mr. Michiaki Ogasawara, who is a new candidate for Outside Director, is elected as Director and assumes the office of Outside Director, the Company plans to enter into the above Limitation of Liability Agreements with him.
- Overview of details of Directors and Officers Liability Insurance Policy, etc.
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. Under the policy, all Directors and Executive Officers of the Company are included as insureds, and the insurance premiums will be fully borne by the Company. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured.
With regard to the overview of the contents of the policy, an insurance company covers the insureds under this insurance policy for their liability borne from performance of their duties or for their liability arising from claims in pursuit of that liability, and the policy will be renewed every year.
- Independent Officers
The Company has designated Mr. Kiyoshi Tokuda and Mr. Takeshi Toshimitsu as independent officers pursuant to the provisions of the Tokyo Stock Exchange and has registered them to the Tokyo Stock Exchange. If they are reelected at the

meeting and assume the office of Outside Director, the Company will continue their registration as independent officers. Also, if Mr. Michiaki Ogasawara, who is a new candidate for Outside Director, is elected as Director and assumes the office of Outside Director, the Company plans to designate him as an independent officer.

Proposal 3: Election of 4 Directors Who Are Audit and Supervisory Committee Members

The terms of office of all 4 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of 4 Directors who are Audit and Supervisory Committee Members.

Furthermore, the Audit and Supervisory Committee of the Company has previously given its approval to this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

No.	Name	Position in the Company	
1	Noriko Otsuka	Director and Full-time Audit and Supervisory Committee Member	Reelection
2	Yukiko Kishimoto	Director and Audit and Supervisory Committee Member	Reelection Outside Independent
3	Koichi Sunayama	Director and Audit and Supervisory Committee Member	Reelection Outside Independent
4	Shigeyoshi Minami		New election Outside Independent

Reelection	Candidate for Director to be reelected	New election	Candidate for Director to be newly elected	Outside	Candidate for Outside Director	Independent	Independent officer as defined by the securities exchange
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No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>Noriko Otsuka (September 22, 1965)</p> <p>Reelection</p> <p>Number of years in office: 4 years (as of the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings: 17/17</p> <p>Attendance at Audit and Supervisory Committee meetings: 15/15</p>	<p>August 1991 Joined the Company</p> <p>September 1998 Store Manager, Ikebukuro Higashiguchi Ekimae Store</p> <p>September 2001 Representative Director and President, BIC TOYS INC.</p> <p>March 2007 General Manager, Internal Audit Office of the Company</p> <p>September 2011 General Manager, Internal Audit Office and Internal Control Office</p> <p>September 2013 Executive Officer; General Manager, Internal Audit Office and Internal Control Office</p> <p>November 2016 Director and Executive Officer; General Manager, Internal Audit Office and Internal Control Office</p> <p>September 2018 Director and Executive Officer, Supervising Internal Audit & Internal Control</p> <p>November 2018 Corporate Auditor</p> <p>November 2020 Director (Full-time Audit and Supervisory Committee Member) (to present)</p> <p>[Reasons for nomination as a candidate for Director] Ms. Otsuka has long served the Group, not only as a manager with responsibility in the internal audit and internal control realms but also as Representative Director of a Group company, and accordingly has amassed abundant experience, achievements, and insight over this time. As such, we expect that she will draw on such expertise to appropriately contribute to strengthening the Company's audit framework, and have accordingly designated her as a candidate for Director who is an Audit and Supervisory Committee Member.</p>	1,300
2	<p>Yukiko Kishimoto (November 15, 1953)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p> <p>Number of years in office: 4 years (as of the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings: 17/17</p> <p>Attendance at Audit and Supervisory Committee meetings: 15/15</p>	<p>April 1976 Joined SHUEISHA Inc.</p> <p>March 1981 Retired from SHUEISHA Inc.</p> <p>1990 Started being active as a writer. (to present)</p> <p>April 2004 Part-time Lecturer, Institute of Journalism and Media Studies, Nihon University College of Law</p> <p>January 2006 Outside Corporate Auditor of the Company</p> <p>November 2020 Outside Director (Audit and Supervisory Committee Member) (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Ms. Kishimoto has abundant experience and broad-ranging insight as an author and as a person of academic standing. As such, we expect that she will draw on such expertise to sufficiently contribute to strengthening the Company's audit framework with accurate advice with regards to the management of the Company from an independent position, and we have accordingly nominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member. She has never in the past been directly involved in the management of a company except as an outside auditor. However, the Company judges she will appropriately fulfill her duties as an Outside Director who is an Audit and Supervisory Committee Member of the Company based on the above reasons. She will have served 4 years as Outside Director who is an Audit and Supervisory Committee Member of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	15,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p data-bbox="280 521 480 577">Koichi Sunayama (September 5, 1957)</p> <p data-bbox="325 622 432 651">Reelection</p> <p data-bbox="336 667 421 696">Outside</p> <p data-bbox="316 712 442 741">Independent</p> <p data-bbox="280 779 480 943">Number of years in office: 4 years (as of the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="280 972 480 1055">Attendance at Board of Directors meetings: 17/17</p> <p data-bbox="280 1084 480 1189">Attendance at Audit and Supervisory Committee meetings: 15/15</p>	<p data-bbox="499 286 1225 936"> April 1981 Joined The Fuji Bank, Limited (currently Mizuho Bank Ltd.) March 2003 General Manager, Niigata Bandaibashi Branch, Mizuho Bank Ltd. April 2004 General Manager, Kamiyacho Branch, Mizuho Bank Ltd. August 2005 General Manager, Legal Affairs Division, Mizuho Bank Ltd. April 2010 Executive Officer; General Manager, Legal Affairs Division, Mizuho Bank Ltd. December 2012 Standing Outside Audit & Supervisory Board Member, MARUYAMA MFG. CO., INC. December 2015 Outside Director (Audit and Supervisory Committee Member), MARUYAMA MFG. CO., INC. March 2020 Outside Director (Audit and Supervisory Committee Member), KYOWA ELECTRONIC INSTRUMENTS CO., LTD. November 2020 Outside Director (Audit and Supervisory Committee Member) of the Company (to present) June 2022 Outside Corporate Auditor, NIPPON KINZOKU CO., LTD. (to present) </p> <p data-bbox="499 958 1225 1420"> [Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Sunayama has abundant experience, achievements, and insight cultivated through his career at financial institutions and other organizations. As such, we expect that he will draw on such experience to sufficiently contribute to strengthening the Company's audit framework with accurate advice with regards to the management of the Company from an independent position, and we have accordingly nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member. The Company judges that he will appropriately fulfill his duties as an Outside Director who is an Audit and Supervisory Committee Member of the Company, based also on his abundant experience as an outside corporate auditor, outside director and audit and supervisory committee member of several listed companies in the past and at present. He will have served 4 years as Outside Director who is an Audit and Supervisory Committee Member of the Company as of the conclusion of this Annual General Meeting of Shareholders. </p>	1,800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Shigeyoshi Minami (February 25, 1954) New election Outside Independent	<p>April 1977 Joined The Gunma Bank, Ltd.</p> <p>February 2000 General Manager, Kiryu-minami Branch, The Gunma Bank, Ltd.</p> <p>March 2002 General Manager, Takasaki-Sakaecho Branch, The Gunma Bank, Ltd.</p> <p>February 2004 Senior Deputy General Manager, Public Affairs and Corporate Banking Department, The Gunma Bank, Ltd.</p> <p>July 2006 General Manager, Maebashi Branch, The Gunma Bank, Ltd.</p> <p>June 2009 Executive Officer; General Manager, Shibukawa Branch, The Gunma Bank, Ltd.</p> <p>June 2011 Executive Officer; General Manager, Takasaki Branch, The Gunma Bank, Ltd.</p> <p>June 2013 Managing Executive Officer; General Manager, Takasaki Branch, The Gunma Bank, Ltd.</p> <p>June 2014 Director; commissioned as General Manager, Head Office Sales Department, The Gunma Bank, Ltd.</p> <p>June 2016 Managing Director; commissioned as General Manager, Head Office Sales Department, The Gunma Bank, Ltd.</p> <p>June 2017 Managing Director, The Gunma Bank, Ltd.</p> <p>June 2018 President, Gungin Lease Co., Ltd.</p> <p>June 2021 Representative Director and President, Maebashisouko Co., Ltd.</p> <p>June 2024 Advisor, Maebashisouko Co., Ltd. (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Mr. Minami has abundant experience and broad-ranging insight gained at financial institutions, etc. We have nominated him as a new candidate for Outside Director who is an Audit and Supervisory Committee Member as we expect that he may apply such experience and insight to strengthen the Company's audit framework and to provide advice and suggestions from a broad perspective and an objective and neutral viewpoint.</p>	-

(Notes)

- There are no special interests between each candidate for Director and the Company.
- Ms. Yukiko Kishimoto, Mr. Koichi Sunayama and Mr. Shigeyoshi Minami are candidates for Outside Director.
- Limitation of Liability Agreements with Directors who are Audit and Supervisory Committee Members
Based on Article 427, paragraph 1 of the Companies Act and Article 31 of the Company's Articles of Incorporation, the Company has entered into an agreement with Ms. Noriko Otsuka, Ms. Yukiko Kishimoto and Mr. Koichi Sunayama to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the minimum liability amount provided by laws and regulations. If their reelection is approved, the Company plans to continue the above Limitation of Liability Agreement with them. Also, if Mr. Shigeyoshi Minami, who is a new candidate for Outside Director, is elected as Director who is an Audit and Supervisory Committee Member and assumes the office of Outside Director, the Company plans to enter into the above Limitation of Liability Agreements with him.
- Overview of details of Directors and Officers Liability Insurance Policy, etc.
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. Under the policy, all Directors and Executive Officers of the Company are included as insureds, and the insurance premiums will be fully borne by the Company. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured. With regard to the overview of the contents of the policy, an insurance company covers the insureds under this insurance policy for their liability borne from performance of their duties or for their liability arising from claims in pursuit of that liability, and the policy will be renewed every year.
- Independent Officers
The Company has designated Ms. Yukiko Kishimoto and Mr. Koichi Sunayama as independent officers pursuant to the provisions of the Tokyo Stock Exchange and has registered them to the Tokyo Stock Exchange. If they are reelected as Directors who are Audit and Supervisory Committee Members and assume the office of Outside Directors, the Company will continue their registration as independent officers. Also, if Mr. Shigeyoshi Minami, who is a new candidate for Outside

Director, is elected as Director who is an Audit and Supervisory Committee Member and assumes the office of Outside Director, the Company plans to designate him as an independent officer.

(Reference) Skills Matrix of Directors after the General Meeting of Shareholders

(Note) If the elections of the candidates proposed in this notice are approved, the skills matrix of Directors will be as follows:

Name	Gender	Skills and Experience Common to Management					Skills and Experience Unique to the Business Type						
		Corporate Management Strategy	Business Strategy M&A	Finance Accounting	Legal Risk Management	IR Shareholder Engagement	Sustainability	Product Development	Retail Business Experience and Knowledge	EC Digital	Diversity Well-being	Human Resource Development	Transformation
Toru Akiho	Male	●	●				●	●	●	●			●
Toru Abe	Male		●	●	●	●	●		●				
Keiju Nakagawa	Male	●	●			●	●	●					●
Eiji Tamura	Male	●			●		●		●		●	●	
Takaharu Mizoguchi	Male	●					●	●	●			●	●
Nachika Nemoto	Female	●			●		●		●		●	●	
Yuji Nakazawa	Male	●	●				●	●	●				●
Kiyoshi Tokuda	Male	●					●		●	●			●
Takeshi Toshimitsu	Male	●	●	●	●		●			●			
Masaru Nakamura	Male		●	●			●		●				●
Michiaki Ogasawara	Male	●			●		●			●			
Noriko Otsuka	Female			●	●		●		●		●	●	
Yukiko Kishimoto	Female				●		●				●	●	●
Koichi Sunayama	Male	●		●	●		●						●
Shigeyoshi Minami	Male	●	●	●			●						

Proposal 4: Determination of the Remuneration for the Granting of Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

At the 40th Annual General Meeting of Shareholders held on November 19, 2020, it was approved that the maximum annual remuneration for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) should not exceed ¥450 million (including ¥50 million for Outside Directors of the Company and excluding portion of employee salaries of directors who concurrently serve as employees). Additionally, at the 41st Annual General Meeting of Shareholders held on November 19, 2021, it was approved that the maximum annual remuneration for stock-based remuneration stock options for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) should not exceed ¥100 million. Now, in order to provide an incentive to further enhance the Company's corporate value in a sustainable manner and to promote the sharing of value between the Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors, hereinafter referred to as "Target Directors") and our shareholders, we seek approval for a new framework for granting restricted share remuneration to the Target Directors, in addition to the aforementioned remuneration limits.

Currently, there are 6 Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) who will be Target Directors, and if Proposal 2 is approved, there will be 7 such Directors. In conjunction with the introduction of this system, the stock-based remuneration stock option system, which was approved at the 41st Annual General Meeting of Shareholders, will be abolished, and no new share acquisition rights as stock options will be issued to Directors in the future.

As part of the process for granting restricted shares to a Target Director, the Company provides monetary remuneration claims based on a Board of Directors' resolution to the Target Director on the condition that the Target Director is in the position of Director of the Company on the date of the Board of Directors' resolution regarding the issuance of restricted shares. The total annual amount of this monetary claims will be within ¥100 million, which is the amount deemed as reasonable in light of the aforementioned objective. The specific timing and allocation of the remuneration for each Target Director will be determined by the Board of Directors following consultation with the Compensation Committee.

The Target Directors will use all of the monetary remuneration claims granted based on the Board's resolution as contribution-in-kind to receive the issuance or disposal of the Company's common shares. The total number of shares of the Company's common shares to be issued or disposed of in this manner will be within 80,000 shares annually. (However, if after the date of approval of this proposal, the Company conducts a stock split (including a gratis allotment of the Company's common shares) or a reverse stock split, the total number of shares will be reasonably adjusted, as necessary, in accordance with the split or consolidation ratio, effective from the date of such action.)

The paid-in amount per share will be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day). Additionally, the issuance or disposal of the Company's common shares will be conditioned upon the Company and the Target Directors entering into a restricted share allotment agreement (hereinafter, the "Allotment Agreement") that includes, among other terms, the following major provisions. (The common shares of the Company allocated under the Allotment Agreement is hereinafter referred to as the "Allotted Stock.")

The maximum remuneration amount, the total number of shares of the Company's common shares to be issued or disposed of, and other conditions for the granting of restricted shares to the Target Directors under this proposal have been determined by taking into account the above objectives, the Company's business performance, the policy regarding individual Director remuneration, and various other circumstances, and as such, we believe these conditions are appropriate. Furthermore, the Audit and Supervisory Committee has previously given its approval to this proposal.

(1) Transfer restriction period

Target Directors may not transfer, pledge, or otherwise dispose of the Allotted Stock during the period from the payment date of the shares (hereinafter, the "Payment Date") until the time they retire or resign from the position predetermined by the Company's Board of Directors (hereinafter, the "Transfer Restriction Period"). However, if the time of retirement or resignation occurs before three months have passed since the end of the fiscal year that includes the Payment Date, the end of the Transfer Restriction Period may be reasonably adjusted.

(2) Conditions for lifting the transfer restriction

The transfer restriction on all of the Allotted Stock will be lifted upon the expiration of the Transfer Restriction Period, provided that the Target Director has continuously held a position predetermined by the Company's Board of Directors during the period specified by the Board (hereinafter, the "Service Provision Period").

(3) Grounds for gratis acquisition

- (i) If it is determined that a Target Director will retire or resign from the position predetermined by the Company's Board of Directors due to death, expiration of term, reaching retirement age, or any other reason not deemed justifiable by the Board, the Company will acquire all of the Allotted Stock without contribution.
- (ii) Other grounds for gratis acquisition will be determined in accordance with the provisions of the Allotment Agreement based on a resolution of the Company's Board of Directors.

(4) Handling in the event of death or early retirement

Notwithstanding the provisions of (2) above, if a Target Director dies or retires from the position predetermined by the Company's Board of Directors during the Service Provision Period due to justifiable reasons, the transfer restrictions on a reasonable number of the Allotted Stock will be lifted, based on the length of service during the Service Provision Period, at the time of such retirement or resignation. Additionally, in such cases, the Company will automatically acquire, by rights, without contribution, any Allotted Stock for which the transfer restrictions have not been lifted immediately after the transfer restrictions are lifted.

(5) Handling in the event of organizational restructuring, etc.

Notwithstanding the provisions of (1) and (2) above, if during the Transfer Restriction Period, a matter related to organizational restructuring—such as a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary—is approved at the Company's General Meeting of Shareholders (or, if shareholder approval is not required for such restructuring, by the Company's Board of Directors), the transfer restrictions on a reasonable number of the Allotted Stock will be lifted prior to the effective date of the organizational restructuring, taking into account the period from the start of the Transfer Restriction Period to the date of such approval. Additionally, in such cases, the Company will automatically acquire, by rights, without contribution, any Allotted Stock for which the transfer restrictions have not been lifted immediately after the transfer restrictions are lifted.

(6) Handling in the event of a tender offer, etc.

If a tender offer for the Company's common shares, as defined under Article 27-2 and subsequent provisions of the Financial Instruments and Exchange Act (hereinafter, the "Tender Offer"), is initiated, and if a Target Director submits a written request to the Company to lift the transfer restrictions in order to tender their shares in the Tender Offer, the Company will lift the transfer restrictions on a reasonable number of the Allotted Stock. Additionally, in such cases, the Company will automatically acquire, by rights, without contribution, any Allotted Stock for which the transfer restrictions have not been lifted immediately after the transfer restrictions are lifted.

(7) Other matters

Other matters related to the Allotment Agreement will be determined by the Company's Board of Directors.

(Reference)

Following the conclusion of this Annual General Meeting of Shareholders, the Company plans to issue restricted shares with the same details as described above also to Directors of the Company's subsidiaries based on a resolution of the Company's Board of Directors.