

Note: This document has been translated from a part of 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.

Securities code: 2975

Date of sending by postal mail: February 5, 2026

Start date of measures for electronic provision: January 30, 2026

To our shareholders:

Masashi Mizunaga
President and CEO
Star Mica Holdings Co., Ltd.
4-3-1, Toranomom, Minato-ku, Tokyo

Notice of the 28th Annual General Meeting of Shareholders

We are pleased to announce the 28th Annual General Meeting of Shareholders of Star Mica Holdings Co., Ltd. (the “Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing in electronic format the 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). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

[The Company’s website]

<https://www.starmica-holdings.co.jp/ir/shareholders-meeting/> (in Japanese)

[Tokyo Stock Exchange’s website (Listed Company Search)]

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

(Access the TSE website by using the internet address shown above, enter “Star Mica Holdings” in “Issue name (company name)” or the Company’s securities code “2975” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights either via the internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:00 p.m. on Thursday, February 19, 2026(JST).

[Exercising voting rights via the internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese), enter the “login ID” and “temporary password” provided on the voting form sent together with this Notice, and follow the instructions on the screen to indicate your approval or disapproval of the proposals by the above deadline.

When exercising voting rights via the internet, etc. please review “Information on Voting via the internet, etc.” described below.

[Exercising voting rights in writing (by postal mail)]

Please indicate your approval or disapproval for each proposal on the voting form and return it to us so that it arrives by the above deadline.

1. **Date and time:** 10:00 a.m., Friday, February 20, 2026 (JST)
(Reception starts at 9:30 a.m.)
2. **Venue:** Maple, 7th Floor, The Okura Prestige Tower, The Okura Tokyo
2-10-4, Toranomon, Minato-ku, Tokyo

3. **Purpose of the meeting:**

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 28th fiscal year (from December 1, 2024 to November 30, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 28th fiscal year (from December 1, 2024 to November 30, 2025)

Matters to be resolved:

- Proposal No. 1:** Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of One Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 3:** Revision of the Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Revision of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)
- Proposal No. 5:** Determination of Remuneration for Granting Restricted Shares to Directors Who Are Audit and Supervisory Committee Members

- If attending the meeting in person, please present the voting form at the reception desk.
- For this General Meeting of Shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders.
 - (1) “Status of Share Acquisition Rights” and “Systems to Ensure the Appropriateness of Operations and Overview of Operational Status of the Systems” in the Business Report
 - (2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - (3) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial StatementsThe Business Report, Consolidated Financial Statements and Financial Statements audited by the Audit and Supervisory Committee in preparing its audit report and the financial auditor in preparing its accounting audit report, respectively, include the items described in (1) through (3) above, in addition to the matters described in those documents.
- In the event of any revision to the matters subject to measures for electronic provision, a notice of the revision and the details of the matters before and after the revision will be posted on each of the above-mentioned websites.

Information on Exercise of Voting Rights

Exercise of voting rights at the Company's General Meeting of Shareholders is shareholders' important right.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

There are three methods to exercise your voting rights as indicated below.

Exercise of voting rights by attending the General Meeting of Shareholders

You are kindly requested to exercise your voting rights by submitting the voting form to the reception desk at the meeting.

Date and time:

10:00 a.m., Friday, February 20, 2026 (JST)

(Reception starts at 9:30 a.m.)

Exercise of voting rights via the internet, etc.

Please indicate whether you approve or disapprove of each proposal following the instructions on the next page.

Deadline for exercise of voting rights via the internet:

All data entry to be completed no later than 5:00 p.m., Thursday, February 19, 2026 (JST).

Exercising voting rights by postal mail

You are kindly requested to indicate your vote of approval or disapproval of each proposal on the voting form, and to return the completed voting form to the Company. You do not need to affix a stamp.

Deadline for exercise of voting rights by postal mail:

Your voting form must reach the Company by Thursday, February 19, 2026, at 5:00 p.m. (JST).

How to Fill Out Your Voting Form

Proposals No. 1, No. 2, No. 3, No. 4 and No. 5:

To mark your approval for all candidates >>>Circle "Approve."

To mark your disapproval >>>Circle "Disapprove."

- Please note that your vote via the internet, etc. will prevail should you exercise your voting rights both via the internet, etc. and in writing (by postal mail). If you exercise your voting rights more than once via the internet, etc. only the last vote shall be deemed effective.
- For voting rights exercised in writing (by postal mail), if neither approval nor disapproval of each proposal is indicated, the Company will deem that you indicated your approval of the proposal.

Exercise of Voting Rights via the internet, etc.

Scanning the QR Code

You can log in to the website for the exercise of voting rights without entering the login ID or temporary password printed on the voting form.

1. Please scan QR Code on the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

Entering login ID and temporary password

Website for exercise of voting rights: <https://evote.tr.mufg.jp/> (in Japanese)

1. Please access the website for exercise of voting rights.
2. Enter your “login ID” and “temporary password” printed on the voting form, and click “Log in.”
3. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

In case you need instructions for how to operate your personal computer or smartphone in order to exercise your voting rights via the internet, please contact:

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (9:00 a.m. to 9:00 p.m. (JST); toll free (Japan only))

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of the Director (excluding Directors who are Audit and Supervisory Committee Members; applicable hereinafter in this proposal), Masashi Mizunaga, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one Director.

Selection of candidates for Director is determined by the Board of Directors based on a personnel proposal resolved by the Nomination and Remuneration Committee, and on the condition that the candidates have expertise and experience that will contribute to enhancing the corporate value of the Group, and that they have excellent character and insight.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that the candidate for Director is qualified.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company’s shares owned
Masashi Mizunaga (October 6, 1964) <div>Reelection</div> <div>Male</div>	Apr. 1989	Joined MITSUI & CO., LTD.	12,083,230
	Mar. 1995	MBA, UCLA Anderson School of Management	
	Apr. 1995	Joined The Boston Consulting Group, Inc.	
	July 1996	Joined Goldman Sachs Japan Co., Ltd.	
	July 1998	President & CEO of Office Ohgi Co., Ltd. (currently the Company) (current position)	
	Mar. 2000	Established PI Technology Co., Ltd. (currently Ichigo Inc.) Representative Director	
	Feb. 2002	President & CEO of Star Mica Co., Ltd.	
	Dec. 2014	Chairman & CEO of Star Mica Co., Ltd.	
	May 2016	Chairman, President & CEO of Star Mica Co., Ltd.	
	Feb. 2017	President & CEO of Star Mica Co., Ltd. (current position)	
	[Significant concurrent positions outside the Company]		
	President & CEO of Star Mica Co., Ltd.		
	President & CEO of Star Mica Residence Co., Ltd.		
	President & CEO of Star Mica Property Co., Ltd.		
President & CEO of Star Mica Asset Partners Co., Ltd.			
Reasons for nomination as candidate for Director			
Since the establishment of the Group’s main operating company, Star Mica Co., Ltd., Masashi Mizunaga has driven the Group’s business and properly directed and supervised its management. We have nominated him as a candidate for Director because we expect to continue to leverage his experience, knowledge, and abilities to further enhance the corporate value of the Group.			

Notes: 1. There is no special interest between the candidate for Director and the Company.

2. The candidate for Director is currently a Director of the Company, and 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, which includes this candidate as an insured. This insurance policy covers Directors, Audit and Supervisory Board Members and Executive Officers of the Company and its subsidiaries as the insureds, and covers damages and legal expenses incurred by the insured person in the event of claims for damages arising out of acts (including nonfeasance) committed by an insured in their capacity as officer or director of the Company, and the Company bears the full amount of insurance premiums for the insured. If the reelection of the candidate is approved, he will continue to be included in the policy as an insured. The Company plans to renew the insurance policy with the same terms and conditions during his term of office.

Proposal No. 2: Election of One Director Who Is an Audit and Supervisory Committee Member

The term of office of the Director who is an Audit and Supervisory Committee Member, Izumi Saegusa, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member.

Prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Izumi Saegusa (May 14, 1967)	<div> <div>Apr. 1991</div> <div>Joined The Boston Consulting Group, Inc.</div> </div> <div> <div>Mar. 2007</div> <div>Auditor of Oya Eiko Office Ltd.</div> </div> <div> <div>Nov. 2017</div> <div>Director of Oya Soichi Library Foundation (current position)</div> </div> <div> <div>Feb. 2024</div> <div>Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</div> </div> <div> <div>Sep. 2025</div> <div>Director of Oya Eiko Office Ltd. (current position)</div> </div> <div> <div>[Significant concurrent positions outside the Company]</div> <div>Director of Oya Eiko Office Ltd.</div> <div>Director of Oya Soichi Library Foundation</div> </div>	600
<div>Reelection</div> <div>Outside</div> <div>Independent</div> <div>Female</div>		
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Izumi Saegusa is expected to contribute to improving the soundness and transparency of the Company's management decision-making by providing candid advice on the Company's management based on her experience in marketing, personnel and organizational reforms for various business companies at a consulting firm. In addition, we expect that she will provide useful opinions on the Company's sustainability-related initiatives, and nominate her as a candidate for outside Director who is an Audit and Supervisory Committee Member.</p>		

- Notes:
1. There is no special interest between the candidate for Director who is an Audit and Supervisory Committee Member and the Company.
 2. The candidate for Director who is an Audit and Supervisory Committee Member is a candidate for outside Director.
 3. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Izumi Saegusa has been designated as independent officer as provided for by the aforementioned exchange. If the reelection of the candidate is approved, the Company plans to continue to designate her as an independent officer.
 4. Izumi Saegusa is currently an outside Director of the Company. At the conclusion of this General Meeting of Shareholders, her term of office as an outside Director will be two years.
 5. The Company has entered into an agreement with Izumi Saegusa pursuant to Article 427, paragraph (1) of the Companies Act to limit liability for damages under Article 423, paragraph (1) of said Act to the minimum liability amount stipulated by laws and regulations. If the reelection of the candidate is approved, the Company plans to renew such agreement.
 6. The Company has entered into a directors and officers liability insurance policy provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers Directors including Audit and Supervisory Committee Members of the Company, Audit and Supervisory Board Members and Executive Officers of the Company and its subsidiaries as the insureds, and covers damages and legal expenses incurred by the insured person in the event of claims for damages arising out of acts (including nonfeasance) committed by an insured in their capacity as officer or director of the Company, and the Company bears the full amount of insurance premiums for the insured. If the reelection of Izumi Saegusa is approved, she will continue to be included in the policy as an insured. The Company plans to renew the insurance policy with the same terms and conditions during her term of office.

[Reference] Skills Matrix of Directors

If Proposal No. 1 and Proposal No. 2 are approved and adopted, the composition of the Board of Directors and notable expertise and experience of the Directors will be as follows.

Name	Outside	Independent	Gender	Notable expertise and experience possessed by Directors						
				Corporate management	Sales/ Marketing	Finance/ Accounting	Legal affairs/ Compliance	Human resources/ Personnel development	Technology	Sustainability
Masashi Mizunaga			Male	●	●	●		●		●
Kazuhiko Odaki	○	○	Male			●	●		●	●
Yasushi Yano	○	○	Male	●	●			●		
Tetsuo Wada	○	○	Male		●	●	●			
Izumi Saegusa	○	○	Female		●			●		●

Note: “Outside” refers to outside Director and “Independent” refers to independent officer as stipulated by Tokyo Stock Exchange, Inc.

Proposal No. 3: Revision of the Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the Extraordinary General Meeting of Shareholders held on May 24, 2019, it was approved that the amount of remuneration, etc. for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) shall not exceed 300 million yen per year (excluding the portion of the employee's salary paid to Directors who concurrently serve as employees). The Company proposes to revise the amount of remuneration for Directors as follows.

This proposal was determined by resolution of the Board of Directors following deliberations by the Nomination and Remuneration Committee, while comprehensively taking into consideration the scale of the Company's business, the remuneration system for officers and the level of payments thereof, the current number of officers, future trends, etc. The Company has determined that this proposal is appropriate.

There is currently one Director (excluding Directors who are Audit and Supervisory Committee Members), who is not an Outside Director. After Proposal No. 1 "Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, the number of Directors will remain unchanged.

(1) Proposed revision

Amount of remuneration: not exceeding 500 million yen per year (excluding the portion of the employee's salary paid to Directors who concurrently serve as employees)

(2) Reason for the revision

The Company has decided to revise the amount of remuneration in light of various circumstances, including anticipated further increases in the roles and responsibilities of Directors resulting from changes in the economic climate and business environment, the need to further enhance the Director system, and the appropriateness of increasing primarily the medium- to long-term incentive-based portion of remuneration as a means of motivating medium- to long-term enhancement in corporate value.

Proposal No. 4: Revision of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

If Proposal No. 3 “Revision of the Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, the amount of remuneration, etc. for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter referred to as the “Eligible Directors” in this proposal) shall not exceed 500 million yen per year (excluding the portion of the employee’s salary paid to Directors who concurrently serve as employees).

In addition, within the existing remuneration limit, it was approved at the 23rd Annual General Meeting of Shareholders held on February 24, 2021, to provide remuneration for the grant of restricted shares to the Eligible Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) for the purpose of providing incentives to sustainably enhance the Company’s corporate value and further promoting value sharing with shareholders. Such remuneration is provided as consideration for the execution of duties only for the five-year period following the 23rd Annual General Meeting of Shareholders (specifically, the period from the 24th fiscal year through the 28th fiscal year), at an annual amount not exceeding 200 million yen and a total of up to 260,000 shares (based on the resolution by the Board of Directors meeting held on September 30, 2022, a share split at a ratio of two shares for each share of common shares was conducted on December 1, 2022, and the annual upper limit on the total number of the Company’s common shares issued or disposed of as restricted shares was changed from 130,000 shares to 260,000 shares).

Following the expiration of the above period, the Company now proposes to abolish the provision of such period (five years) and revise the system so that restricted share-based remuneration will be granted on an ongoing basis in each fiscal year, with the aim of sustainably enhancing the Company’s corporate value and further promoting value sharing with shareholders. At the same time, in light of increases in Directors’ responsibilities resulting from recent changes in the economic climate and business environment, and from the perspective of further strengthening the incentive function aimed at enhancing corporate value over the medium to long term, the Company has decided to implement this revision.

Therefore, subject to the approval of Proposal No. 3, the Company proposes to set the total amount of monetary remuneration claims to be granted to the Eligible Directors as remuneration, etc. relating to restricted shares, within the remuneration limit under Proposal No. 3, at an annual amount not exceeding 300 million yen (excluding the portion of the employee’s salary paid to Directors who concurrently serve as employees). The allocation of restricted shares will be determined by resolution of the Board of Directors following deliberations by the Nomination and Remuneration Committee.

If the maximum number of shares is continuously granted to the Eligible Directors over a ten-year period pursuant to this proposal, the resulting maximum dilution ratio would be approximately 8.55% of the total number of issued shares, reflecting a structure that takes into account a certain level of dilution to shareholders arising from share-based remuneration.

There is currently one Director (excluding Directors who are Audit and Supervisory Committee Members), who is not an Outside Director. After Proposal No. 1 “Election of One Director (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, the number of Directors will remain unchanged.

Specific details and maximum number of restricted shares for the Eligible Directors

1. Allotment and payment of restricted shares

The Eligible Directors shall, based on a resolution of the Company's Board of Directors, contribute all monetary claims granted under this proposal as property contributed in kind and, in return, receive the issuance or disposal of the Company's common shares. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding each resolution date by the Board of Directors (or, if no trading occurred on that day, the closing price on the most recent prior trading day), within a range that does not result in an amount that is particularly favorable to the Eligible Directors who subscribe for such common shares. In addition, the issuance or disposal of the Company's common shares and the provision of monetary claims as property contributed in kind shall be subject to the condition that the Company and each Eligible Director enter into a restricted share allotment agreement, which shall include the content set forth in 3. below (hereinafter, the "Allotment Agreement").

2. Total number of restricted shares

The total number of the Company's common shares to be issued or disposed of pursuant to this proposal shall not exceed 290,000 shares per year. However, if, after the date of the approval and adoption of this proposal, the Company conducts a share split of its common shares (including an allotment of the Company's common shares without contribution) or a consolidation of shares, or if any other event occurs that makes it necessary to adjust the total number of the Company's common shares to be issued or disposed of as restricted shares, such total number shall be adjusted within a reasonable range.

3. Content of the restricted share allotment agreement

The Allotment Agreement to be entered into between the Company and the Eligible Directors upon the allotment of restricted shares shall include the following content.

(1) Transfer restriction period

The Eligible Directors must not transfer, create a security interest in, or otherwise dispose of the Company's common shares allotted to them under the Allotment Agreement (hereinafter, the "Allotted Shares") during the period predetermined by the Company's Board of Directors (hereinafter, the "Transfer Restriction Period") ranging from between 10 and 50 years from the date on which they are allotted such shares under the Allotment Agreement (hereinafter, the "Transfer Restrictions").

(2) Lifting of the Transfer Restrictions

On the condition that the Eligible Directors have continuously held a position as a Director of the Company or a Director of a subsidiary of the Company throughout the Transfer Restriction Period, the Company shall lift the Transfer Restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period. However, if an Eligible Director resigns or retires from all positions as a Director of the Company or a Director of a subsidiary of the Company prior to the expiration of the Transfer Restriction Period due to expiration of the term of office, death, or other justifiable reasons, the number of the said shares for which the Transfer Restrictions are to be lifted and the timing of such lifting shall be reasonably adjusted as necessary. In addition, at the time immediately after the Transfer Restrictions are lifted in accordance with the above provisions, the Company shall naturally acquire without consideration any Allotted Shares for which the Transfer Restrictions have not yet been lifted.

(3) Acquisition without compensation

In the event that certain events occur, the Company shall acquire the Allotted Shares without compensation.

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

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company becomes the absorbed company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly owned subsidiary, other organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or, where approval by the General Meeting of Shareholders is not required for such organizational restructuring, etc., by the Company's Board of Directors), the Company shall, by resolution of the Board of Directors, lift the Transfer Restrictions, prior to the effective date of such organizational restructuring, etc., on a number of the Allotted Shares that is reasonably determined in consideration of the period from the commencement date of the Transfer Restriction Period to the date of approval of such organizational restructuring, etc. In addition, at the time immediately after the Transfer Restrictions are lifted in the cases set forth above, the Company shall naturally acquire without consideration any Allotted Shares for which the Transfer Restrictions have not yet been lifted.

(5) Other matters

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

(Reference)

Following the conclusion of this Annual General Meeting of Shareholders, the Company plans to grant monetary claims based on a resolution of the Board of Directors of the Company or its subsidiaries and newly issue or dispose of the Company's common shares to the Company's employees, as well as to Directors and employees of the Company's subsidiaries, subject to the execution of a restricted share allotment agreement in the same manner as for the Eligible Directors.

Proposal No. 5: Determination of Remuneration for Granting Restricted Shares to Directors Who Are Audit and Supervisory Committee Members

At the Extraordinary General Meeting of Shareholders held on May 24, 2019, it was approved that the amount of remuneration, etc. for the Company's Directors who are Audit and Supervisory Committee Members shall not exceed 60 million yen per year.

With respect to the Directors who are Audit and Supervisory Committee Members (hereinafter referred to as the "Eligible Directors" in this proposal), the Company proposes to newly provide remuneration for the grant of restricted shares, within the above remuneration limit (not exceeding 60 million yen per year), for the purpose of further promoting value sharing with shareholders and enabling such Directors to fully exercise their supervisory function over management toward enhancing corporate value over the medium to long term.

Therefore, the Company proposes to set the total amount of remuneration to be paid to the Eligible Directors for the grant of restricted shares at an annual amount not exceeding 10 million yen. The allocation of restricted shares will be determined by consultation among the Directors who are Audit and Supervisory Committee Members following deliberations by the Nomination and Remuneration Committee.

If the maximum number of shares is continuously granted to the Eligible Directors over a ten-year period pursuant to this proposal, the resulting maximum dilution ratio would be approximately 0.29% of the total number of issued shares, reflecting a structure that takes into account a certain level of dilution to shareholders arising from share-based remuneration.

There are currently four Directors who are Audit and Supervisory Committee Members. After Proposal No. 2 "Election of One Director Who Is an Audit and Supervisory Committee Member" is approved and adopted as originally proposed, the number of Directors who are Audit and Supervisory Committee Members will remain unchanged.

Specific details and maximum number of restricted shares for the Eligible Directors

1. Allotment and payment of restricted shares

The Eligible Directors shall, based on a resolution of the Company's Board of Directors, contribute all monetary claims granted under this proposal as property contributed in kind and, in return, receive the issuance or disposal of the Company's common shares. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding each resolution date by the Board of Directors (or, if no trading occurred on that day, the closing price on the most recent prior trading day), within a range that does not result in an amount that is particularly favorable to the Eligible Directors who subscribe for such common shares. In addition, the issuance or disposal of the Company's common shares and the provision of monetary claims as property contributed in kind shall be subject to the condition that the Company and each Eligible Director enter into a restricted share allotment agreement, which shall include the content set forth in 3. below (hereinafter, the "Allotment Agreement").

2. Total number of restricted shares

The total number of the Company's common shares to be issued or disposed of pursuant to this proposal shall not exceed 10,000 shares per year. However, if, after the date of the approval of this proposal, the Company conducts a share split of its common shares (including an allotment of the Company's common shares without contribution) or a consolidation of shares, or if any other event occurs that makes it necessary to adjust the total number of the Company's common shares to be issued or disposed of as restricted shares, such total number shall be adjusted within a reasonable range.

3. Content of the restricted share allotment agreement

The content of the restricted share allotment agreement to be entered into between the Company and the Eligible Directors upon the allotment of restricted shares shall be the same as that of the agreement with the Eligible Directors under “Proposal No. 4: Revision of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors).”