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Securities code: 4310
June 6, 2025

(Start date of electronic provisioning measures: May 30, 2025)

Notice of Convocation of the 25th Annual General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 25th Annual General Meeting of Shareholders will be held as follows.

The Notice of the General Meeting of Shareholders is provided electronically, and matters concerning the electronic provision are posted on the following websites.

The Company's web site

https://www.dreamincubator.co.jp/en/ir/shareholder_meeting/



The Tokyo Stock Exchange, Inc. web site

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



To view information regarding the convocation of the General Meeting of Shareholders, please visit the website above, enter/search the name of the Company or its securities code, and choose "Basic information," "Documents for public inspection / PR information."

If you are unable to attend, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Friday, June 20, 2025.

Yours faithfully

Takayuki Miyake
Representative Director and President
Dream Incubator Inc.
3-2-6 Kasumigaseki, Chiyoda-ku, Tokyo, Japan

1	Date and Time	Monday, June 23, 2025, at 2:00 p.m.
2	Venue	31 Builledge Kasumigaseki Plaza Hall Kasumigaseki Building, First Floor 3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo, Japan
3	Agenda	<p>Items to be reported</p> <p>1. Business Report, Consolidated Financial Statements for the 25th Fiscal Year (from April 1, 2024 to March 31, 2025), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee</p> <p>2. Non-Consolidated Financial Statements for the 25th Fiscal Year (from April 1, 2024 to March 31, 2025)</p> <p>Items to be resolved</p> <p>Proposal 1 Election of Three Directors Who Are Not Audit and Supervisory Committee Members</p> <p>Proposal 2 Election of Two Directors Who Are Audit and Supervisory Committee Members</p> <p>Proposal 3 Partial Revisions of Details of the Stock Compensation Plan for Directors Who Are Not Audit and Supervisory Committee Members</p> <p>Proposal 4 Revision of Amounts of the Compensation for Directors Who Are Audit and Supervisory Committee Members</p>

- If there is no indication of your vote for or against the proposal in the Voting Rights Exercise Form, your vote shall be treated as approval of the proposal.
- If you have exercised your voting rights multiple times on the Internet, the final vote will be taken as valid.
- If you have exercised your voting rights both in writing and via the Internet, those exercised via the Internet will be taken as valid.
- If you plan to attend the meeting in person, please submit the Voting Rights Exercise Form to the receptionist at the meeting.
- If there are any amendments to the matters concerning the electronic provision, we will post the corrections on each website.
- Out of the matters subject to measures for electronic convocation, details regarding the company's shares, details regarding stock acquisition rights, etc, status of the accounting auditor, systems to ensure adequacy of business and overview of their operational status in the business report, consolidated balance sheet, consolidated income statement, consolidated statements of changes in net assets, notes to the consolidated financial statements, non-consolidated balance sheet, non-consolidated income statement, non-consolidated statements of changes in net assets, notes to the non-consolidated financial statements, accounting auditor's report on consolidated financial statements, accounting auditor's report on non-consolidated financial statements, and report of the audit and supervisory committee are listed on the Company's internet website in accordance with law and with Article 15 of the Articles of Incorporation. The notes can be viewed online and, therefore, are not included in the convocation notice. The Accounting Auditor and Audit and Supervisory Committee have audited the documents to be audited, including these matters subject to the electronic provision measures published on the Company's website.

Proposal 1

Election of Three Directors Who Are Not Audit and Supervisory Committee Members

The term of office of all (three) of the Company's directors (excluding directors who are Audit and Supervisory Committee members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this general meeting. Accordingly, we request the election of Three directors. With regard to this proposal, the Audit and Supervisory Committee has expressed its opinion that all of the director candidates are qualified and capable of fulfilling the roles expected of directors.

Director candidates are as follows.

No.	Name	Age	Current Position, Responsibility	Attendance at Board of Directors Meetings	Attributes of Director Candidates		
					Reelection	Executive officer	Independent director
1	Takayuki Miyake	55	Representative Director, President	100% (13/13)	Reelection	Executive officer	—
2	Kyohei Hosono	52	Director, Executive Vice President	100% (13/13)	Reelection	Executive officer	—
3	Tsutomu Fujita	65	Director	100% (13/13)	Reelection	Outside director	Independent director

1 Takayuki Miyake (Born April 24, 1970; age 55)

Reelection



Number of Company shares held: 87,600 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1995 Joined the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry)
 Jul. 2001 Joined A.T. Kearney
 Jun. 2004 Joined Dream Incubator
 Nov. 2004 Manager
 Oct. 2009 Executive Officer (current position)
 Jun. 2019 Director
 Jun. 2020 Representative Director & COO
 Jun. 2021 Representative Director, President (current position)

Reasons for Selection as a Candidate for Director

Mr. Takayuki Miyake assumed the position of Executive Officer of the Company in 2009. As officer in charge of the Business Producing Department, he has contributed to the establishment and development of our unique consulting services, producing new businesses and industries. He assumed the position of Representative Director and President in 2021, and has promoted efforts to strengthen the Company's earnings base, with a focus on producing businesses. We have determined that his extensive work experience and high level of management insight are necessary to continuously enhance the Group's corporate value going forward, and we request his continued election as a Director.

2 Kyohei Hosono (Born April 28, 1973; age 52)

Reelection



Number of Company shares held: 38,300 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1996 Joined the Overseas Economic Cooperation Fund (now the Japan Bank for International Cooperation)
 Aug. 1998 Studied abroad at St. Petersburg State University
 May 2000 Masters of Public Administration, University of Michigan
 Oct. 2005 Joined Dream Incubator
 Aug. 2007 Manager
 Oct. 2009 Managing Director in Charge of Asia
 Oct. 2012 Executive Officer (current position)
 Jun. 2019 Director
 Jun. 2020 Representative Director & COO
 Jun. 2021 Director, Executive Vice President (current position)

Reasons for Selection as a Candidate for Director

Mr. Kyohei Hosono was responsible for producing global businesses that bridge Japan and other parts of Asia by supporting large corporations in their Asian expansion strategies and fostering investment geared toward Asia. In addition, as the officer in charge of the Incubation Department, he helped to cultivate development in innovative venture companies and growth businesses. Since 2023, Mr. Hosono has concurrently served as the Director in charge of the Corporate Department, supervising all aspects of the Company's business administration, HR, and general affairs. We have determined that his extensive work experience and high level of management insight are necessary to continuously enhance the Group's corporate value going forward, and we request his continued election as a Director.



Number of Company shares held: 0 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1982 Joined Yamaichi Securities Co., Ltd.
 Oct. 1997 Joined Merrill Lynch Asset Management
 Sep. 2000 Joined Nikko Salomon Smith Barney Securities Ltd. (now Citigroup Global Markets Japan Inc.)
 Nov. 2010 Director & Vice Chairman
 Jun. 2016 Advisor, Citigroup Global Markets Japan (current position)
 Apr. 2017 Adjunct Professor, School of Business Administration, Hitotsubashi University (current position)
 Jul. 2017 Representative, Hitotsubashi University Graduate School Fintech Research Forum (current position)
 Sep. 2019 Director, HOUSE DO Co., Ltd. (now &Do Holdings Co., Ltd.)
 Jun. 2020 Outside Director, RIZAP Group, Inc. (current position)
 Jun. 2021 Outside Director, Dream Incubator (current position)
 Jun. 2021 Outside Director, ZUU Co., Ltd.
 Apr. 2022 Visiting Professor, School of Business Administration, Hitotsubashi University (current position)
 Jun. 2022 Representative Director & President, Strategy Advisors Co., Ltd. (current position)
 Jun. 2023 Outside Audit, ITOCHU Corporation (current position)

Reasons for Selection as a Candidate for Outside Director and Overview of Expected Role

Mr. Tsutomu Fujita has gained extensive experience and insight in corporate management through such roles as Advisor (and formerly Vice Chairman) of Citigroup Global Markets Japan, serving as Outside Director to multiple companies, and his position as Adjunct Professor in the School of Business Administration at Hitotsubashi University. Based on this background, he has helped to strengthen the Company's corporate governance by supervising its management and providing accurate and meaningful advice on the Company's overall management. Through such efforts, we expect that he will continue contributing toward the enhancement of the Group's corporate value, and we therefore request his continued appointment.

Notes: 1. No special-interest relationships exist between the individual candidates and the Company.

2. Mr. Tsutomu Fujita is a candidate for outside director. As he satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc., if Mr. Tsutomu Fujita assumes the position of outside director, we intend to provide notice that he is an independent director.
3. Mr. Tsutomu Fujita is currently an outside director of the Company. At the conclusion of this general meeting, his period of tenure will be four years.
4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Tsutomu Fujita to limit his liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If Mr. Tsutomu Fujita performs his duties in good faith and without gross negligence, his maximum liability for damages to the Company shall be limited to the minimum amount stipulated in laws and regulations. If his reelection is approved, the Company intends to continue this agreement with him.
5. 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. If the individual candidates are elected and assume their positions as directors, the Company plans to include them as insured parties under this insurance policy. For details of the insurance policy, see "Business Report, 2. Matters concerning Company Officers, (3) Overview of Details of Directors and Officers Liability Insurance Policy" in the convocation notice.

Proposal 2

Election of Two Directors Who Are Audit and Supervisory Committee Members

The term of office for one director who is Audit and Supervisory Committee member, namely Yuriya Komatsu, will expire at the conclusion of this general meeting. Accordingly, we request the election of two directors who are Audit and Supervisory Committee members. To further enhance its corporate governance, the Company seeks shareholder approval to appoint two Directors who will simultaneously serve as Audit and Supervisory Committee members, increasing the number of Directors simultaneously serving as Audit and Supervisory Committee members from three to four. The Audit and Supervisory Committee has approved this proposal.

The candidates for directors who are Audit and Supervisory Committee members are as follows.

No.	Name	Age	Current Position, Responsibility	Attendance at Board of Directors Meetings	Attendance at Audit and Supervisory Committee Meetings	Attributes of Director Candidates		
1	Yuriya Komatsu	62	Director, Audit and Supervisory Committee member	100% (13/13)	100% (13/13)	Reelection	Outside director	Independent director
2	Hiroko Miyazaki	55	-	-	-	New election	Outside director	Independent director

1

Yuriya Komatsu (Born October 18, 1962; age 62)

Reelection



Number of Company shares held: 0 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1986 Joined Nomura Securities Co., Ltd.
 Apr. 1988 Joined Credit Suisse Trust and Banking Co., Ltd.
 Apr. 1990 Joined SPARX Asset Management Co., Ltd. (now SPARX Group Co., Ltd.)
 May 1996 Joined The Dreyfus Corporation
 Dec. 1999 Joined Fiduciary Trust Company International
 Sep. 2000 Joined IntellAsset, Inc.
 Nov. 2004 Joined Worldeye Capital Inc.
 Jun. 2006 Joined Olympus Capital Holdings Asia
 Jul. 2010 Joined Daiwa Quantum Capital Limited
 Aug. 2010 Executive Officer, Otsuka Chemical Co., Ltd.
 Aug. 2012 Advisor, DWANGO Co., Ltd.
 Jan. 2013 Advisor, Otsuka Chemical (current position)
 Executive Officer & CFO, DWANGO
 Oct. 2014 Director, KADOKAWA DWANGO CORPORATION
 (now KADOKAWA CORPORATION)
 Director, DWANGO
 Jun. 2017 Executive Officer, KADOKAWA DWANGO CORPORATION
 (now KADOKAWA CORPORATION)
 Jul. 2020 Director, NTN Corporation (current position)
 Jun. 2021 Outside Director, Dream Incubator (current position)
 Jun. 2021 Managing Director, IA Partners Inc.
 Jun. 2022 Outside Director, Daicel Corporation (current position)
 Jan. 2023 Director, IA Partners Inc.
 Jun. 2025 Outside Director, TOKYO GAS CO.,LTD (scheduled to take office on June 27, 2025)

Reasons for Selection as a Candidate for Director

Ms. Yuriya Komatsu possesses extensive experience at financial institutions and business companies, experience in promoting women's participation in the workforce, and broad knowledge of accounting and finance. Based on this background, she has helped to strengthen the Company's governance by supervising its management and providing accurate and meaningful advice on the Company's overall management. In recognition of her deep experience and insights, the Company proposes Ms. Komatsu's reappointment as an Outside Director who will simultaneously serve as an Audit and Supervisory Committee member. The Company advances this proposal with the expectation Ms. Komatsu's continued oversight will contribute to corporate governance enhancement and further improvement in both transparency and corporate value.



Number of Company shares held: 0 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

- Apr. 1996 Completed an apprenticeship at the Legal Training and Research Institute of the Supreme Court of Japan
- Apr. 1996 Registered as an attorney at law Joined Showa Law Office (current Jones Day)
- Dec. 2001 Joined Asahi Koma Law Office (current Nishimura & Asahi), Tokyo Japan
- Sep. 2004 Joined Davis Wright Tremaine LLP, Seattle, USA
- Jan. 2005 Registered as an attorney at law in New York State
- Apr. 2006 Returned to Asahi Koma Law Office (current Nishimura & Asahi)
- May. 2007 Head of Legal Department, Japan Lead Legal Counsel of Dell Inc.
- Apr. 2013 Director of Legal and Compliance of Alcon Japan Ltd.
- Apr. 2014 Part-time Lecturer of the Department of Law, the Faculty of Law, Keio University
- Jul. 2017 Executive Officer, General Counsel of 3M Japan Limited
- Jun. 2021 President and Representative Director of 3M Japan Limited
- Jan. 2024 Counsel, Attorney at Law, GIT Law Office, LC (current position)
- Jun. 2024 Audit & Supervisory Board Member, Marubeni Corporation (current position)
- Jun. 2024 Director, NH Foods Ltd. (current position)

Reasons for Selection as a Candidate for Outside Director and Overview of Expected Role

Ms. Hiroko Miyazaki possesses a wealth of legal expertise and practical experience accumulated in part through her tenure as Head of Legal Affairs and President and Representative Director for global companies. The Company is confident Ms. Miyazaki will apply her substantial experience and deep insight to facilitate enhancement of both compliance and risk management systems while strengthening oversight of executive functions. Ms. Miyazaki currently serves as an Outside Director and Auditor for multiple companies, and we accordingly expect her extensive experience, knowledge, and expertise will effectively contribute to the auditing and oversight of our executive management. Accordingly, we request shareholder approval for her appointment as an Outside Director who will simultaneously serve as an Audit and Supervisory Committee member.

Notes: 1. No special-interest relationships exist between individual candidate and the Company.

2. Ms. Yuriya Komatsu and Ms. Hiroko Miyazaki are candidates for outside director. As Ms. Yuriya Komatsu satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc., if Ms. Yuriya Komatsu assumes the position of outside director, we intend to provide notice that she is an independent director. And as Ms. Hiroko Miyazaki satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc., if she assumes the position of Director who is an Audit and Supervisory Committee member, we intend to file notification that she is an Independent Director.
3. Ms. Yuriya Komatsu is currently an outside director who is an Audit and Supervisory Committee member of the Company. At the conclusion of this general meeting, his period of tenure will be four years.
4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yuriya Komatsu to limit her liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If Ms. Yuriya Komatsu performs her duties in good faith and without gross negligence, her maximum liability for damages to the Company shall be limited to the minimum amount stipulated in laws and regulations. If her reelection is approved, the Company intends to continue this agreement with her. Furthermore, if the appointment of Ms. Hiroko Miyazaki is approved, the Company plans to conclude a liability limitation agreement with her with the same content as above.
5. 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. If Mr. Sakon Uda is elected and assumes his position as director who is an Audit and Supervisory Committee member, the Company plans to include his as an insured party under this insurance policy. For details of the insurance policy, see "Business Report, 2. Matters concerning Company Officers, (3) Overview of Details of Directors and Officers Liability Insurance Policy." in the convocation notice.

Reference

Expected Management Structure if
Proposals 1 and 2 Are Approved

Under the management plan, we aim to realize our mission statement of “changing societies and creating businesses” while enhancing corporate value. To promote and maintain governance over the plan, the Board of Directors will improve its monitoring function continuously.

We appoint directors with broad experience in management, as well as expertise, knowledge, and experience in various fields to improve the effectiveness of the Board of Directors.

We believe it is particularly important for the Company's directors to have experience in the following areas.

Skills and Experience	Description
Corporate management	General experience, knowledge, and governance experience related to the management of listed companies
Capital markets	Experience and knowledge of investing in listed companies and responding to shareholders and investors
Finance and accounting	Knowledge of finance and accounting and experience in formulating financial strategies, including growth investments and shareholder return strategies
Legal and risk management	Specialized knowledge and experience in corporate legal, regulatory and risk management
Consulting	Consulting experience and management experience in the consulting business
Government, international institutions	Experience in government, related organizations, and international organizations working to resolve social issues through industry
Global	Management experience in a global company or business experience outside Japan

Name	Position	Outside	Independent	Areas of Particular Expertise and Experience						
				Corporate Management	Capital Markets	Finance and Accounting	Legal and Risk Management	Consulting	Government, International Institutions	Global
Takayuki Miyake	Representative Director, President			Yes				Yes	Yes	
Kyohei Hosono	Director, Executive Vice President			Yes				Yes	Yes	Yes
Tsutomu Fujita	Director	Yes	Yes	Yes	Yes					Yes
Tetsuro Harada	Director, Audit and Supervisory Committee member			Yes		Yes	Yes	Yes		
Yuriya Komatsu	Director, Audit and Supervisory Committee member	Yes	Yes	Yes	Yes	Yes				
Sakon Uda	Director, Audit and Supervisory Committee member	Yes	Yes	Yes	Yes			Yes		
Hiroko Miyazaki	Director, Audit and Supervisory Committee member	Yes	Yes	Yes			Yes			Yes

Note: The above skills matrix is a list of skills and areas of expertise that we specifically expect from each candidate. This table does not represent all of the knowledge and experience that each person possesses.

1. Reasons for the Proposal and Reasons Why Such Remuneration is Reasonable

At the Company's 16th Annual General Meeting of Shareholders on June 13, 2016, we transitioned to a company with an Audit and Supervisory Committee. At that time, we implemented a stock compensation plan (hereinafter, the "Plan") for Company Directors who are not Audit and Supervisory Committee members (excluding Outside Directors; the same shall apply hereinafter in this proposal). Additionally, during the 22nd Annual General Meeting of Shareholders held on June 17, 2022, participating shareholders approved a framework linking Director remuneration to the fulfillment of our mission ("Create Businesses and Change Societies"), the progress of structural reforms announced in 2021, and the achievement of performance targets. This framework remains in effect to this day.

Following the completion of recent structural reforms, the Company intends to partially revise the Plan. The revisions aim to further clarify the alignment between the compensation of directors who are not Audit & Supervisory Committee members (excluding outside directors and non-executive directors; hereinafter, the "Eligible Directors") and the Company's mission—"Create Businesses and Change Societies"—as well as its sustainable growth strategies and shareholder value. The revisions are also intended to further boost the motivation of Eligible Directors to contribute to medium- to long-term corporate value growth. Leaving the existing cap on annual monetary remuneration for Directors (¥300 million, excluding salaries paid for employee roles fulfilled by Directors concurrently serving as employees) unchanged, the Company seeks shareholder approval regarding the overall structure and implementation of a new stock compensation plan for Directors not serving as Audit and Supervisory Committee members.

To ensure that the process of determining remuneration for Directors is transparent and objective, the Company has discussed the partial revisions to the Plan with the Nomination and Compensation Committee, the majority of whose members are independent outside executives. Furthermore, the Company has established a policy for determining individual Director remuneration, as disclosed under "Business Report, 2. Matters concerning Corporate Officers, (4) Director Remuneration, etc." This proposal is consistent with the policy and contains provisions deemed reasonable and necessary for the delivery of Director remuneration. Accordingly, we are confident the content of this proposal is appropriate.

If Proposal 1 ("Election of three Directors Who Are Not Audit and Supervisory Committee Members") is approved as proposed, the Plan would apply to two Directors.

2. Amounts and Details of Remuneration under the Plan

(1) Overview of the Plan

The Plan is a stock compensation plan. Under the Plan, the Company's shares are acquired through a trust funded by an amount of Directors' remuneration contributed by the Company for the delivery and benefit (hereinafter, "Delivery, etc.") of the Company's shares and cash equivalent to the conversion price of the Company's shares (hereinafter, "Company Shares, etc.") to the Directors. (See (2) and below for details.)

1. Parties to which the Delivery, etc. of Company Shares, etc. applies under this proposal	Company Directors who are not Audit and Supervisory Committee members (excluding Outside Directors and Non-Executive Directors)
2. Impact of Company shares subject to this proposal on the total number of shares outstanding	
Maximum amount of money the Company will contribute for the acquisition of Company shares subject to Delivery, etc. to Directors (described in (2) below)	¥400 million over the target period of three fiscal years
Method of acquiring Company shares (described in (2) below) and maximum number of Company Shares, etc. for Delivery, etc. to Directors (described in (3) below)	<ul style="list-style-type: none"> · Individual Directors shall be granted a maximum of 170,000 points per year (510,000 points for the initial three-year Applicable Period beginning this fiscal year). · The maximum number of Company Shares, etc. for Delivery, etc. to Directors shall be equivalent to approximately 1.8% of the number of Company shares outstanding (as of March 31, 2025, excluding treasury stock) · The trust may acquire Company shares from the stock market or the Company (disposal of treasury stock).
3. Details of conditions for achieving performance (described in (3) below)	<p>Conditions will vary in part according to the degree to which management plan targets in effect during the Applicable Period are achieved.</p> <ul style="list-style-type: none"> · During the initial evaluation period, the Company plans to adopt Total Shareholder Return (TSR) and non-financial indicators supporting medium- to long-term corporate value growth as performance evaluation metrics. · The Company's Board of Directors will separately determine performance indicators for evaluation periods beginning after the fiscal year ending March 31, 2029.
4. Timing for Delivery, etc. of Company Shares, etc. to Directors (described in (4) below)	Upon Director retirement

(2) Maximum amount of money to be contributed by the Company

The target period for this plan shall be the three consecutive fiscal years beginning with the fiscal year ending March 31, 2026. The maximum amount of money the Company will contribute during the Applicable Period is a

total of ¥400 million. The trust will acquire Company shares in the stock market or from the Company (disposal of treasury stock) using the money entrusted to it as the source of funds, in accordance with the instruction of the trust administrator. During the trust period, the Company will grant points to Directors (described in (3) below). Upon retirement, Directors may obtain from the trust Delivery, etc. of Company Shares, etc. equivalent to their number of points at that time.

At the conclusion of the trust period for this trust, the trust may be continued for the Plan by amending the trust agreement and providing an additional trust. In this event, the trust period for the trust would be extended by three years, and the next three fiscal years would constitute the new Applicable Period. For each new Applicable Period, the Company would provide additional monies within the total amount of ¥400 million. The Company would continue to grant points to Directors and perform Delivery, etc. of Company Shares, etc. during the extended trust period.

However, in the event that additional contributions are made and Company shares and monies (hereinafter, "Residual Shares, etc.") remain as trust assets at the time the trust agreement is revised (unless Delivery, etc. of Company shares corresponding to points granted to Directors is incomplete), the total amount of Residual Shares, etc. and additional trust funds to be contributed shall be within ¥400 million.

(3) Calculation method and maximum number of Company shares to be acquired by Directors

The number of Company shares for Delivery, etc. to Directors shall be determined by points granted to Directors each year during the trust period. Points are to be granted to Directors each year based on the degree of achievement of targets set under the business plan for the Applicable Period. One point shall be equivalent to one share. If an event occurs during the trust period that makes it fair to adjust the number of points, such as a stock split or reverse stock split, adjustments will be made according to the split ratio or reverse split ratio. Company Shares, etc. for Delivery, etc. shall correspond to the cumulative number of points granted each year to individual Directors (hereinafter, "Cumulative Number of Points") at the time of their retirement.

The maximum total number of points to be granted to each Director per year shall be 170,000 points. The maximum number of Company shares acquired by the trust for Delivery, etc. to Directors shall be 510,000 points, the total of 170,000 points granted for one year times the three years of the trust period. This maximum number of shares is set on the basis of the maximum trust fund amount indicated in (2) above, with reference to the most recent share price and other factors.

(4) Timing and method of Delivery, etc. of Company Shares, etc. to Directors

Directors who have satisfied the beneficiary requirements may, at the time of their retirement, receive Delivery, etc. of Company Shares, etc. equivalent to the Cumulative Number of Points calculated on the basis of (3) above. At that time, the Director shall receive a number of Company shares equal to the Cumulative Number of Points. In accordance with the trust agreement, from the perspective of securing funds for purposes of taxation, some of the shares shall be converted into cash within the trust, and the Director shall receive a cash payment equivalent to the conversion price.

(5) Voting rights related to Company shares in the trust

To ensure management neutrality, voting rights on Company shares in the trust (in other words, Company shares prior to Delivery, etc. to Directors in accordance with (4) above) shall not be exercised during the trust period.

(6) Handling of dividends on Company shares in the trust

After receipt by the trust, for dividends paid on Company shares in the trust, an amount equivalent to one share dividend per point shall be retained in accordance with the Director's Cumulative Number of Points as of the dividend record date, and shall be paid to the Director along with Delivery, etc. of Company Shares, etc. as described in (4) above.

(7) Clawback system, etc.

Serious misconduct or violation by a Director shall result in the forfeiture of beneficial interest in the shares to be delivered under the Plan (malus) and a request for the return of money equivalent to shares delivered (clawback).

(8) Other details of the Plan

The Board of Directors shall determine other details of the Plan each time the trust agreement is amended or when additional contributions are made to the trust.

Proposal 4

Revision of Amounts of the Compensation for Directors Who Are Audit and Supervisory Committee Members

When the Company adopted a Company with an Audit and Supervisory Committee structure, shareholders participating in its 16th Annual General Meeting of Shareholders approved a resolution setting an annual compensation cap of ¥60 million for Directors simultaneously serving as Audit and Supervisory Committee members. Currently, three of the Company's Directors are simultaneously serving as Audit and Supervisory Committee members and their compensation, which is limited to within this approved limit, has been determined based in part on recent expansion in their roles and responsibilities, as well as evolving market benchmarks for Outside Director pay.

Under these circumstances, through its submission of "Proposal 2: Election of Two Directors Who Are Audit and Supervisory Committee Members," the Company proposes the addition of one additional such Director to the Audit and Supervisory Committee while seeking to ensure total compensation for these specific Directors remain with the approved cap by revising their combined annual compensation limit to ¥80 million. As stated above, at present, three Directors (including two Outside Directors) are serving concurrently as Audit and Supervisory Committee members; if Proposal 2 is approved as originally submitted, this number will increase to four (including three Outside Directors).

This proposed revision of compensation amounts has been reviewed by the Company's Nomination and Compensation Committee, which is composed primarily of Independent Outside Directors. Additionally, the Company has established a policy governing the determination of individual Director compensation, as described in this notice under "Business Report, 2. Matters concerning Corporate Officers, (4) Director Remuneration, etc." This proposal is consistent with this policy, representing a necessary and reasonable approach toward compensation. Accordingly, the Company is confident in the appropriateness of its content.