

Securities Code: 9052

June 2, 2025

To our shareholders:

Kazuhiro Uekado,
President and Representative Director
Sanyo Electric Railway Co., Ltd.
1-1 Oyashikidori 3-chome, Nagata-ku, Kobe

Notice of the 136th Annual General Meeting of Shareholders

It is my pleasure to inform you that the 136th Annual General Meeting of Shareholders of Sanyo Electric Railway Co., Ltd. (hereinafter the “Company”) will be held as described below.

When convening this general meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 136th Annual General Meeting of Shareholders” on each of the following websites. Please access the websites by using the internet addresses shown below to review the information.

The Company’s website:

<https://www.sanyo-railway.co.jp/company/soukai.html> (in Japanese)

Website hosting informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/9052/teiji/> (in Japanese)

If you are unable to attend the meeting on that day, you can exercise your voting rights in writing or through the Internet, etc. Please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 17, 2025.

1. Date and Time: Wednesday, June 18, 2025 at 10:00 a.m. (JST)

(Reception opens at 9:00 a.m.)

2. Venue: Kobe Shimbun Matsukata Hall, 4F, Kobe Information Culture Building
5-7 Higashi-kawasaki-cho 1-chome, Chuo-ku, Kobe

3. Purpose of the Meeting

Matters to be reported

1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 136th Fiscal Year (April 1, 2024 to March 31, 2025)
2. The audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

Matters to be resolved

- Proposal No. 1:** Dividend of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

- Proposal No. 5:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 6:** Determination of Amount of Remuneration, etc. of Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 7:** Determination of Amount of Remuneration, etc. of Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 8:** Determination of the Amount and Content of Stock-based Remunerations for Directors Who Serve Concurrently as Executive Officers (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors) and the Continuation of Such Remuneration

- ◎ If attending the meeting, please submit the enclosed voting form to the reception desk at the venue upon your arrival.
- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividend of Surplus

The Company proposes to pay a year-end dividend as follows based on comprehensive consideration of factors such as financial position, the level of profits, the dividend payout ratio and management environment while endeavoring to strengthen a stable management base by securing appropriate internal reserves.

Year-end dividend

- (1) Allotment of dividend property to shareholders and the aggregate amount of this allotment
¥20 per common share of the Company Total payment: ¥444,959,640
The annual dividend will be ¥35 per share, including the interim dividend of ¥15.
- (2) Effective date of dividend of surplus
June 19, 2025

Reference Information Common to Proposals No. 2 to No. 8

The Company proposes to transition to a Company with an Audit and Supervisory Committee, in order to further strengthen corporate governance. Proposals No. 2 through No. 8 to be submitted to this General Meeting of Shareholders all relate to this transition. In making these proposals, the Company would like to explain the characteristics of a Company with an Audit and Supervisory Committee, the reasons for transitioning to a Company with an Audit and Supervisory Committee, and the structure following the transition, as detailed below.

1. Characteristics of a Company with an Audit and Supervisory Committee

- (1) A Company with an Audit and Supervisory Committee does not have Audit & Supervisory Board Members or an Audit & Supervisory Board. Instead, it has an Audit and Supervisory Committee made up of three or more Directors who are Audit and Supervisory Committee Members, with the majority of these members being outside Directors.
- (2) Directors who are Audit and Supervisory Committee Members are appointed at the General Meeting of Shareholders separately from Directors who are not Audit and Supervisory Committee Members. They have voting rights at Board of Directors meetings and are involved in deciding on proposals for the appointment or dismissal of Directors who are not Audit and Supervisory Committee Members, as well as the appointment and dismissal of Representative Directors and other decision-making regarding business execution. In addition to auditing the performance of duties by the Directors, the Audit and Supervisory Committee has the authority to express opinions at the General Meeting of Shareholders regarding the appointment, dismissal, and remuneration of Directors who are not Audit and Supervisory Committee Members. In these respects, Audit and Supervisory Committee Members and the Audit and Supervisory Committee have stronger audit and supervisory functions than Audit & Supervisory Board Member and the Audit & Supervisory Board.
- (3) In a Company with an Audit and Supervisory Committee, if the majority of the Directors are outside Directors or if the Articles of Incorporation provide otherwise, the Board of Directors may, by resolution, delegate all or part of the decisions regarding important business execution to the Directors. This will enable swift decision-making regarding business execution while enabling the Board of Directors to be run with an emphasis on the supervision of business execution.

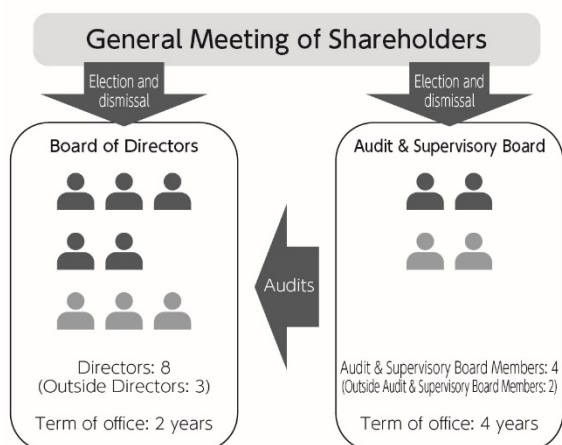
2. Reason for transition

The Company has long been working to strengthen and improve corporate governance, aiming for sustainable growth and improving corporate value over the medium to long term.

By transitioning to a Company with an Audit and Supervisory Committee, the Company will strengthen the supervisory function of the Board of Directors and promote fairness and transparency in management. The Company will also delegate some of the Board of Director's decision-making authority regarding business execution to Directors, thereby improving the agility of business execution, intending to transition to an institutional design that emphasizes the supervisory function of the Board of Directors.

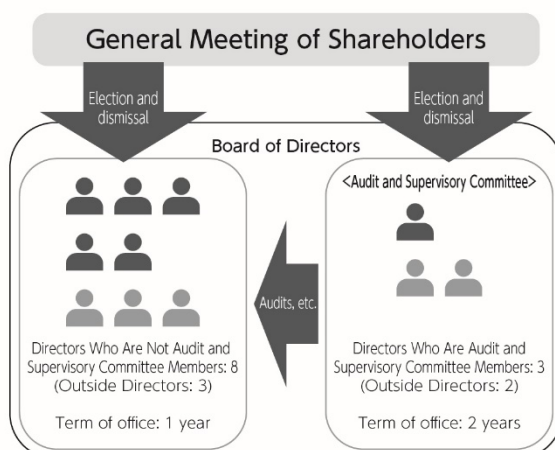
3. Structure after transition

Current Structure (Company with an Audit & Supervisory Board)



 denotes outside Directors and outside Audit & Supervisory Board Members

Structure After Transition (Company with an Audit and Supervisory Committee)



Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) As explained above, in order to transition to a Company with an Audit and Supervisory Committee, the Company will make changes such as establishing new provisions regarding Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee, and deleting provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board.

In addition, in order to improve management efficiency and enable swift decision-making on business execution, a new provision will be established that will enable the delegation of all or part of important business execution decisions to Directors.

- (2) To make it possible to enter into liability limitation agreements with Directors other than executive directors, etc., Article 27 of the current Articles of Incorporation will be amended to conform with the proposed Article 28. Note that the consent of each Audit & Supervisory Board Member has been obtained with regard to the amendments.

- (3) Other necessary changes will be made, such as corrections to wording.

2. Details of the amendment

Details of the amendment are as follows:

The amendment to the Articles of Incorporation related to this proposal will come into effect at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>Chapter 1 General Provisions</p> <p>(Purpose) Article 2</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>1.-11. (Omitted)</p> <p>12. <u>General travel business, domestic</u> travel business₂ and travel agency business</p> <p>13.-16. (Omitted)</p> <p>17. <u>General worker-dispatching business and specified</u> worker-dispatching business₂ and management consulting business</p> <p>18.-23. (Omitted)</p> <p>(Organs) Article 4</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <p>1. Board of Directors;</p> <p>2. <u>Audit & Supervisory Board Members;</u></p> <p>3. <u>Audit & Supervisory Board; and</u></p> <p>4. Financial Auditor</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>(Chairperson) Article 16</p> <p><u>The President</u> shall chair general meetings of shareholders₂ and in cases where <u>the President</u> is unable to do so, another Director who is designated in accordance with an order of priority determined in advance by resolution of the Board of Directors shall chair the general meeting of shareholders.</p>	<p>Chapter 1 General Provisions</p> <p>(Purpose) Article 2</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>1.-11. (Unchanged)</p> <p>12. Travel business and travel agency business</p> <p>13.-16. (Unchanged)</p> <p>17. Worker-dispatching business and management consulting business</p> <p>18.-23. (Unchanged)</p> <p>(Organs) Article 4</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <p>1. Board of Directors;</p> <p>2. <u>Audit and Supervisory Committee; and</u></p> <p>(Deleted)</p> <p>3. Financial Auditor</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>(Chairperson) Article 16</p> <p><u>The Representative Director</u> shall chair general meetings of shareholders₂. In cases where <u>there are two or more Representative Directors, or where the Representative Director</u> is unable to do so, another Director who is designated in accordance with an order of priority determined in advance by resolution of the Board of Directors shall chair the general meeting of shareholders.</p>

Current Articles of Incorporation	Proposed amendment
<p style="text-align: center;">Chapter 4 Directors and Board of Directors</p> <p>(Number of Directors) Article 20 The Company shall have not more than 15 Directors.</p> <p>(Election of Directors) Article 21 Directors shall be elected by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present. Resolutions for the election of Directors shall not be conducted by cumulative voting.</p> <p>(Term of Office of Directors) Article 22 The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>two years</u> after the election of the Director. <u>The term of office of a Director who is elected to fill a vacancy or increase the number of Directors shall be the same as the remaining term of the other Directors who are in office at the time.</u></p> <p>(Representative Directors, etc.) Article 23 The Board of Directors shall appoint Representative Director(s) by its resolution. <u>The Board of Directors may appoint, by its resolution, one Director and Chair, one President, one Vice President, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</u></p>	<p style="text-align: center;">Chapter 4 Directors and Board of Directors</p> <p>(Number of Directors) Article 20 The Company shall have not more than 15 Directors. <u>Of the Directors of the Company, not more than five shall be Directors who are Audit and Supervisory Committee Members.</u></p> <p>(Election of Directors) Article 21 <u>The election of Directors shall be presented with the election of Directors who are Audit and Supervisory Committee Members and the election of other Directors presented as separate proposals, and each</u> shall be elected by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present. Resolutions for the election of Directors shall not be conducted by cumulative voting.</p> <p>(Term of Office of Directors) Article 22 The term of office of a Director (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>a</u> year after the election of the Director. <u>The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director.</u> <u>The term of office of a Director who is an Audit and Supervisory Committee Member who is elected as the substitute for a Director who is an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall be the same as the remaining term of the retired Director who is an Audit and Supervisory Committee Member.</u> <u>The efficacy of the election of a substitute Director who is an Audit and Supervisory Committee Member shall be until the beginning of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after his/her election.</u></p> <p>(Representative Directors) Article 23 The Board of Directors shall appoint Representative Director(s) by its resolution <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p>

Current Articles of Incorporation	Proposed amendment
<p>(Convocation of Board of Directors Meetings)</p> <p>Article 24</p> <p>When convening a Board of Directors meeting, a notice shall be sent to each Director <u>and Audit & Supervisory Board Member</u> at least three days prior to such meeting.</p> <p>However, this period may be shortened in case of emergency.</p> <p>(Newly Established)</p>	<p>(Convocation of Board of Directors Meetings)</p> <p>Article 24</p> <p>When convening a Board of Directors meeting, a notice shall be sent to each Director at least three days prior to such meeting.</p> <p>However, this period may be shortened in case of emergency.</p> <p><u>(Delegation of Decisions on Execution of Important Operations)</u></p> <p><u>Article 26</u></p> <p><u>Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions on the execution of important operations (excluding the matters listed in each item of paragraph (5) of the same Article) to Directors.</u></p>
<p>(Remuneration, etc. of Directors)</p> <p><u>Article 26</u></p> <p>Remuneration, bonuses and other economic benefits given to Directors by the Company in consideration for the execution of duties <u>(hereinafter, the "Remuneration, Etc.")</u> shall be determined by resolution of a general meeting of shareholders.</p>	<p>(Remuneration, etc. of Directors)</p> <p><u>Article 27</u></p> <p>Remuneration, bonuses and other economic benefits given to Directors by the Company in consideration for the execution of duties shall be determined by resolution of a general meeting of shareholders, <u>keeping the remuneration, etc. of Directors who are Audit and Supervisory Committee Members and those of other Directors separate.</u></p>
<p>(Limited Liability Agreement With <u>Outside</u> Directors)</p> <p><u>Article 27</u></p> <p>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with an outside Director, limiting liability for damages arising from neglecting assigned duties; provided, however, that the limit of liability under such agreement shall be as prescribed by laws and regulations.</p> <p>(Newly Established)</p>	<p>(Limited Liability Agreement With Directors)</p> <p><u>Article 28</u></p> <p>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with a Director <u>(excluding a person who is an executive Director, etc.)</u>, limiting liability for damages arising from neglecting assigned duties; provided, however, that the limit of liability under such agreement shall be as prescribed by laws and regulations.</p> <p><u>(Regulations of the Board of Directors)</u></p> <p><u>Article 29</u></p> <p><u>Items concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.</u></p>
<p>Chapter 5</p> <p><u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p><u>(Number of Audit & Supervisory Board Members)</u></p> <p><u>Article 28</u></p> <p><u>The Company shall have not more than five Audit & Supervisory Board Members.</u></p> <p><u>(Election of Audit & Supervisory Board Members)</u></p> <p><u>Article 29</u></p> <p><u>Audit & Supervisory Board Members shall be elected by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present.</u></p>	<p>Chapter 5</p> <p><u>Audit and Supervisory Committee</u></p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed amendment
<u>(Efficacy of Election for Substitute Audit & Supervisory Board Members)</u> <u>Article 30</u> <u>The efficacy of the election of a substitute Audit & Supervisory Board Member shall be until the beginning of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after his/her election.</u>	(Deleted)
<u>(Term of Office of Audit & Supervisory Board Members)</u> <u>Article 31</u> <u>The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit & Supervisory Board Member.</u> <u>The term of office of an Audit & Supervisory Board Member who is elected as the substitute for an Audit & Supervisory Board Member who retired from office before the expiration of the term of office shall be the same as the remaining term of the retired Audit & Supervisory Board Member.</u>	(Deleted)
<u>(Full-Time Audit & Supervisory Board Members and Standing Audit & Supervisory Board Members)</u> <u>Article 32</u> <u>The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Member(s) by its resolution.</u> <u>It may also appoint standing Audit & Supervisory Board Member(s) from full-time Audit & Supervisory Board Members with a majority agreement of the Audit & Supervisory Board.</u>	(Deleted)
<u>(Convocation of Audit & Supervisory Board Meetings)</u> <u>Article 33</u> <u>When convening an Audit & Supervisory Board meeting, a notice shall be sent to each Audit & Supervisory Board Member at least three days prior to such meeting.</u> <u>However, this period may be shortened in case of emergency.</u>	(Deleted)
<u>(Remuneration, etc. of Audit & Supervisory Board Members)</u> <u>Article 34</u> <u>The Remuneration, Etc. of Audit & Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u>	(Deleted)
<u>(Limited Liability Agreement With Outside Audit & Supervisory Board Members)</u> <u>Article 35</u> <u>Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with an outside Audit & Supervisory Board Member, limiting liability for damages arising from neglecting assigned duties; provided, however, that the limit of liability under such agreement shall be as prescribed by laws and regulations.</u>	(Deleted)
(Newly Established)	<u>(Full-Time Audit and Supervisory Committee Members)</u> <u>Article 30</u> <u>The Audit and Supervisory Committee shall appoint full-time Audit and Supervisory Committee Member(s) by its resolution.</u>

Current Articles of Incorporation	Proposed amendment
(Newly Established)	<u>(Convocation of Audit and Supervisory Committee Meetings)</u> <u>Article 31</u> <u>When convening an Audit and Supervisory Committee, a notice shall be sent to each Audit and Supervisory Committee Member at least three days prior to such meeting.</u> <u>However, this period may be shortened in case of emergency.</u>
(Newly Established)	<u>(Regulations of the Audit and Supervisory Committee)</u> <u>Article 32</u> <u>Items concerning the Audit and Supervisory Committee shall be in accordance with the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.</u>
Chapter 6 Accounts	Chapter 6 Accounts
(Business Year) <u>Article 36</u> to (Omitted)	(Business Year) <u>Article 33</u> to (Unchanged)
(Exclusion Period for Dividends) <u>Article 39</u>	(Exclusion Period for Dividends) <u>Article 36</u>



Note: Some underlining does not coincide with the Japanese version because of translation adjustments.



Proposal No. 3: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will become a Company with an Audit and Supervisory Committee, and the terms of office of all eight Directors will expire when the amendment to the Articles of Incorporation takes effect. Accordingly, the Company proposes the election of eight Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) after the transition to a Company with an Audit and Supervisory Committee.



This proposal will take effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect.


The director candidates are as follows:

The director candidates are as follows.			
Candidate No.	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
1	 Kazuhiro Uekado (March 22, 1958) Reappointed Male	Apr. 1980 Joined the Company June 2005 Director June 2008 Managing Director June 2009 President and Representative Director (current position) Significant concurrent positions outside the Company Director of Shinki Bus Co., Ltd.	18,100
	(Reasons for election and summary of expected roles) Mr. Uekado currently serves as President. He possesses abundant knowledge acquired through service in important positions in the railway and corporate planning divisions as well as broad experience concerning company management in general. The Company has once again nominated him as candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.		
2	 Masahiro Itoh (January 2, 1964) Reappointed Male	Apr. 1987 Joined the Company June 2022 Director Executive Officer June 2023 Managing Executive Officer June 2024 Representative Director (current position) Senior Managing Executive Officer (current position) Responsibilities: General Manager of Corporate Management Division	5,600
	(Reasons for election and summary of expected roles) Mr. Itoh currently serves as a Senior Managing Executive Officer and General Manager of the Corporate Management Division. He has served as Director of a subsidiary and possesses abundant knowledge acquired through service in important positions in the management division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.		

Candidate No.	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
3	 Shinichi Yoneda (July 25, 1961) Reappointed Male	Apr. 1984 Joined the Company June 2013 Director June 2019 Managing Director Apr. 2020 Director (current position) Managing Executive Officer June 2024 Senior Managing Executive Officer (current position) Responsibilities: General Manager of Development Business Division Significant concurrent positions outside the Company President and Representative Director of Sanden Fudosan Co., Ltd.	10,900
	(Reasons for election and summary of expected roles) Mr. Yoneda currently serves as Senior Managing Executive Officer and General Manager of the Development Business Division as well as President and Representative Director of a subsidiary. He possesses abundant knowledge acquired through service in important positions in the real estate division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.		
4	 Ryuji Masuda (October 10, 1971) Reappointed Male	Apr. 1994 Joined the Company Apr. 2020 Executive Officer June 2021 Director (current position) June 2023 Managing Executive Officer (current position) Responsibilities: General Manager of Railway Business Division Significant concurrent positions outside the Company Director of KOBE RAPID TRANSIT RAILWAY Co., Ltd.	5,100
	(Reasons for election and summary of expected roles) Mr. Masuda currently serves as Managing Executive Officer and General Manager of the Railway Business Division. He possesses abundant knowledge acquired through service in important positions in the railway division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.		

Candidate No.	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
5	 <p>Fumiteru Kawakubo (December 31, 1970) Reappointed Male</p>	<p>Apr. 1993 Joined the Company</p> <p>July 2009 Manager of Housing Business Department, Development Business Division</p> <p>Jan. 2014 General Manager of Housing Business Department, Development Business Division</p> <p>July 2016 Manager of Development Business Division</p> <p>Apr. 2020 Executive Officer (current position) In charge of Sales Management, Site Management and Business Promotion Group, Development Business Division and Manager of Development Business Division</p> <p>July 2020 In charge of Sales Management, Site Management and Business Promotion Group, Development Business Division and General Manager of Development Business Division</p> <p>July 2021 In charge of Sales Management, Site Management and Business Promotion Group, Development Business Division and General Manager of Business Promotion Department</p> <p>June 2022 Director (current position)</p> <p>June 2024 In charge of Accounting and Management Planning, Corporate Management Division and Manager of Corporate Planning Department (current position)</p> <p>Responsibilities: In charge of Accounting and Management Planning, Corporate Management Division and Manager of Corporate Planning Department</p>	4,400
<p>(Reasons for election and summary of expected roles)</p> <p>Mr. Kawakubo currently serves as Executive Officer in charge of Accounting and Management Planning, Corporate Management Division, and Manager of the Corporate Planning Department. He possesses abundant knowledge acquired through service in important positions in the real estate division and corporate planning division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.</p>			

Candidate No.	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
6	 Makoto Nagao (July 23, 1959) Reappointed Male Outside Independent Officer	Apr. 1982 Joined Shinkai Bus Co., Ltd. June 2013 President and Representative Director (current position) June 2017 Director of Sanyo Electric Railway Co., Ltd. (current position) Significant concurrent positions outside the Company President and Representative Director of Shinkai Bus Co., Ltd.	0
	(Reasons for election and summary of expected roles) Mr. Nagao currently serves as outside Director. He possesses broad experience related to corporate management as well as abundant knowledge acquired through the operation of transportation business, etc. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, he has served his role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated him once again as a candidate for outside Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.		
7	 Yoko Sato (July 23, 1960) Reappointed Female Outside Independent Officer	Sept. 1986 Joined Showa Ota & Co. (current Ernst & Young ShinNihon LLC) Mar. 1990 Registered as a certified public accountant May 2011 Senior partner at current Ernst & Young ShinNihon LLC June 2019 Left Ernst & Young ShinNihon LLC Sept. 2019 Representative of Yoko Sato Certified Public Accountant Office (current position) June 2021 Director of Sanyo Electric Railway Co., Ltd. (current position) Significant concurrent positions outside the Company Representative of Yoko Sato Certified Public Accountant Office Director of TOCALO Co., Ltd. Director (Audit & Supervisory Committee Member) of Japan Cash Machine Co., Ltd.	0
	(Reasons for election and summary of expected roles) Ms. Sato currently serves as outside Director. She possesses abundant experience and knowledge as a certified public accountant. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, she serves her role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated her once again as a candidate for outside Director because she can be expected to contribute to further enhancing the Group's corporate value going forward as well. Although Ms. Sato has never been involved in the management of a company other than as an outside Director in the past, for the reasons stated above, the Company judges that she will be able to properly perform the duties of an outside Director.		

Candidate No.	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
8	 <p>Masao Shin (May 22, 1957) Reappointed Male Outside Independent Officer</p>	<p>Apr. 1981 Joined HANSHIN ELECTRIC RAILWAY CO., LTD.</p> <p>Apr. 2017 President and Representative Director</p> <p>June 2017 Executive Vice President and Representative Director of Hankyu Hanshin Holdings, Inc.</p> <p>Apr. 2023 Chairperson and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD. (current position)</p> <p>June 2023 Director of Sanyo Electric Railway Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company Chairman and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD.</p>	0
<p>(Reasons for election and summary of expected roles)</p> <p>Mr. Shin currently serves as outside Director. He possesses broad experience related to corporate management as well as abundant knowledge acquired through the operation of transportation business, etc. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, he has served his role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated him once again as a candidate for outside Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.</p>			

- Notes:
- Special interests between the candidate for Director and the Company
 - Makoto Nagao, the candidate for Director, is the President and Representative Director of Shinki Bus Co., Ltd. which is in a competitive relationship with the Company in the real estate business, and has a conflict of interest in transactions related to real estate leases.
 - Masao Shin, the candidate for Director, is the Chairperson and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD. which is in a competitive relationship with the Company in the real estate business.
 - There are no special interests between the other candidates for Director and the Company.
 - Makoto Nagao, Yoko Sato, and Masao Shin are each candidate for outside Director.
 - Mr. Nagao, Ms. Sato, and Mr. Shin are currently outside Director of the Company. At the conclusion of this General Meeting of Shareholders, they will have served as outside Director of the Company for eight years, four years, and two years, respectively.
 - In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Nagao, Ms. Sato, and Mr. Shin under which their liability for damages pursuant to Article 423, paragraph (1) of the same act is limited to the amount provided for by laws and regulations, and will continue to honor this contract if the reappointments of each are approved.
 - The Company has entered into a directors and officers liability insurance contract that covers all of the Company's officers with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. The insurance premium associated with this contract is paid entirely by the Company. The contract covers losses that may arise from an insured party's assumption of liability incurred as a result of his or her performance of duties, or receipt of claims pertaining to the pursuit of such liability. The contract also contains certain exceptions, excluding from coverage liability arising from acts that deliberately contravene laws or regulations. Each candidate reelected will be an insured party under the contract. In addition, the Company intends to renew the directors and officers liability insurance contract with the same content at the next renewal.
 - The Company has designated Mr. Nagao, Ms. Sato, and Mr. Shin as independent officers as prescribed by the Tokyo Stock Exchange, and has registered this information with the exchange.



Proposal No. 4: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members


If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will become a Company with an Audit and Supervisory Committee. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

Note that the consent of the Audit & Supervisory Board has been obtained for this proposal.

This proposal will take effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect.

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

The candidates for Director who is an Audit and Supervisory Committee Member are as follows.			
Candidate No.	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
1	 Akihiko Kanatani (January 21, 1961) New election Male	Apr. 1984 Joined the Company June 2015 Director Deputy General Manager of Railway Business Division, and Manager of Safety Promotion and Planning Department Apr. 2020 Executive Officer June 2020 General Manager of Audit Office June 2022 Audit & Supervisory Board Member (full-time, current position)	9,700
	(Reasons for election and summary of expected roles) Mr. Kanatani, who currently serves as an Audit & Supervisory Board Member, has abundant knowledge acquired through his service in important positions in the railway and audit divisions. The Company nominated him as a candidate for Director who is an Audit and Supervisory Committee Member because it expects that he will utilize this knowledge to appropriately fulfill his responsibilities as a Director who is an Audit and Supervisory Committee Member.		
2	 Jiroh Kagawa (January 3, 1953) New election Male Outside Independent Officer	Apr. 1976 Joined The Kansai Electric Power Company, Incorporated June 2009 Managing Director June 2011 Executive Vice President and Representative Director June 2013 Representative Director and Executive Vice President June 2018 Chairperson, Representative Director of Kanden Realty & Development Co., Ltd. June 2022 Audit & Supervisory Board Member of the Company (current position)	0
	(Reasons for election and summary of expected roles) Mr. Kagawa, who currently holds a position as outside Audit & Supervisory Board Member, possesses broad experience related to corporate management and abundant knowledge acquired through the practice of real estate business, etc. The Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member because it expects that he will play a role in elevating audit functions and management supervision functions, from an independent and objective position, utilizing his past professional experience.		

Candidate No.	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
3	 <p>Atsushi Takada (July 5, 1961) New election Male Outside Independent Officer</p>	<p>Apr. 1985 Joined Taiyo Kobe Bank, Limited (current Sumitomo Mitsui Banking Corporation)</p> <p>Apr. 2017 Managing Executive Officer</p> <p>June 2020 President and Representative Director of SMBC Consulting Co., Ltd.</p> <p>June 2022 President and Representative Director of Kobe Tochi Tatemono Co., Ltd. (current position)</p> <p>June 2024 Audit & Supervisory Board Member of the Company (current position)</p> <p>Significant concurrent positions outside the Company President and Representative Director of Kobe Tochi Tatemono Co., Ltd.</p>	0
<p>(Reasons for election and summary of expected roles)</p> <p>Mr. Takada, who currently holds a position as outside Audit & Supervisory Board Member, possesses broad experience related to corporate management and abundant knowledge acquired through the practice of real estate business, etc. The Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member because it expects that he will play a role in elevating audit functions and management supervision functions, from an independent and objective position, utilizing his past professional experience.</p>			

- Notes:
1. Akihiko Kanatani, Jiroh Kagawa and Atsushi Takada are candidates for new election as Director who is an Audit and Supervisory Committee Member.
 2. Special interests between the candidate for Director who is an Audit and Supervisory Committee Member and the Company
 - (1) Mr. Takada, the candidate for Director who is an Audit and Supervisory Committee Member, is the President and Representative Director of Kobe Tochi Tatemono Co., Ltd., which is in a competitive with the Company in the real estate business.
 - (2) There are no special interests between the other candidates for Director who is an Audit and Supervisory Committee Member and the Company.
 3. Mr. Kagawa and Mr. Takada are candidates for outside Director.
 4. Both Mr. Kagawa and Mr. Takada are currently outside Audit & Supervisory Board Member of the Company. At the conclusion of this General Meeting of Shareholders, they will have served as outside Audit & Supervisory Board Member of the Company for three and one years, respectively.
 5. In accordance with Article 427, paragraph (1) of the Companies Act, if Mr. Kagawa and Mr. Takada are elected as outside Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an agreement with both under which their liability for damages established in Article 423, paragraph (1) of the same act is limited to the amount provided for by laws and regulations. Both have concluded similar contracts as outside Audit & Supervisory Board Member.
 6. The Company has entered into a directors and officers liability insurance contract that covers all of the Company's officers with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. The insurance premium associated with this contract is paid entirely by the Company. The contract covers losses that may arise from an insured party's assumption of liability incurred as a result of his or her performance of duties, or receipt of claims pertaining to the pursuit of such liability. The contract also contains certain exceptions, excluding from coverage liability arising from acts that deliberately contravene laws or regulations. If each candidate is appointed as Director who is an Audit and Supervisory Committee Member, each will be an insured party under the contract. In addition, the Company intends to renew the directors and officers liability insurance contract with the same content at the next renewal.
 7. The Company has designated Mr. Kagawa and Mr. Takada as independent officer as prescribed by the Tokyo Stock Exchange, and has registered this information with the exchange.
 8. Mr. Takada, the candidate for Director who is an Audit and Supervisory Committee Member, intends to retire as President and Representative Director of Kobe Tochi Tatemono Co., Ltd., and assume the office of Chairperson and Director of the said company, on June 30, 2025.

(Reference) If Proposals No. 2, No. 3, and No. 4 are approved and passed without alteration, the skill matrix for each of the Company's Directors will be as follows:

	Name	Gender	Corporate management	Finance and accounting	Legal and risk management	Personnel and labor	Transportation	Real estate	Distribution
Director	Kazuhiro Uekado	Male	●		●	●	●		●
	Masahiro Itoh	Male	●	●	●	●	●		●
	Shinichi Yoneda	Male	●					●	
	Ryuji Masuda	Male	●			●	●		
	Fumiteru Kawakubo	Male	●	●				●	●
	Makoto Nagao	Male	●			●	●		
	Yoko Sato	Female		●	●				
	Masao Shin	Male	●		●	●			
Director and Audit and Supervisory Committee Member	Akihiko Kanatani	Male	●		●		●		
	Jiroh Kagawa	Male	●		●	●		●	
	Atsushi Takada	Male	●	●	●	●		●	


Proposal No. 5: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will become a Company with an Audit and Supervisory Committee. In order to prepare for the possibility that the number of Directors who are Audit and Supervisory Committee Members falls short of the number required by law, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member.

This proposal will take effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect. The election can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before assuming office as Director who is an Audit and Supervisory Committee Member.

Note that the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Directors 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
 <p>Takao Kinoshita (September 18, 1956) New election Male Outside Independent Officer</p>	<p>Apr. 1987 Registered as an attorney at law (joined the Kobe Bar Association, current the Hyogo Bar Association) Joined Ohshiro Law Office (current Higashimachi LPC)</p> <p>Apr. 1993 Partner of Higashimachi Law Office (current Higashimachi LPC)</p> <p>June 2010 Managing Partner of Higashimachi LPC (current position)</p> <p>Aug. 2012 Audit & Supervisory Board Member of the Company</p> <p>Significant concurrent positions outside the Company Managing Partner of Higashimachi LPC</p>	0
<p>(Reasons for election and summary of expected roles)</p> <p>Mr. Kinoshita has abundant experience and insight as an attorney-at-law. The Company has nominated him as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member because it expects that he will play a role in elevating audit functions and management supervision functions, from an independent and objective position, utilizing his past professional experience.</p> <p>Although Mr. Kinoshita has never been involved in the management of a company other than as an outside Director in the past, for the reasons stated above, the Company judges that he will be able to properly perform the duties of outside Director who is an Audit and Supervisory Committee Member.</p>		

- Notes:
1. There is no special interest between Takao Kinoshita, candidate for substitute Director who is an Audit and Supervisory Committee Member, and the Company.
 2. Mr. Kinoshita is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
 3. In accordance with Article 427, paragraph (1) of the Companies Act, if the election of Mr. Kinoshita is approved and he assumes office as an outside Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him under which his liability for damages pursuant to Article 423, paragraph (1) of the same act is limited to the amount provided for by laws and regulations.
 4. The Company has entered into a directors and officers liability insurance contract that covers all of the Company's officers with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. The insurance premium associated with this contract is paid entirely by the Company. The contract covers losses that may arise from an insured party's assumption of liability incurred as a result of his or her performance of duties, or receipt of claims pertaining to the pursuit of such liability. The contract also contains certain exceptions, excluding from coverage liability arising from acts that deliberately contravene laws or regulations. If Mr. Kinoshita's election is approved and he assumes the office of outside Director who is an Audit and Supervisory Committee Member, he will become an insured party under the contract. In addition, the Company intends to renew the directors and officers liability insurance policy with the same content at the next renewal.
 5. Mr. Kinoshita fulfills the criteria for an independent officer as prescribed by the Tokyo Stock Exchange, and the Company intends to register him as an independent officer with the exchange if his election is approved and he assumes the office of outside Director who is an Audit and Supervisory Committee Member.

Proposal No. 6: Determination of Amount of Remuneration, etc. of Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the 133rd Ordinary General Meeting of Shareholders held on June 17, 2022, the amount of remuneration, etc. for Directors was approved to be up to ¥250 million per annum (of which the portion for outside Directors is up to ¥32 million per annum; however, this does not include the employee salaries of Directors who also serve as employees). If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Taking into consideration various circumstances, including the current economic situation, the Company proposes to set the amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) after the transition to a Company with an Audit and Supervisory Committee at up to ¥250 million per annum (of which the portion for outside Directors is up to ¥32 million per annum), and to determine the specific amounts and timing of payment, etc. for each Director by resolution of the Board of Directors.

The content of the policy regarding the determination of individual remuneration, etc. for the Company’s Directors is outlined in the Business Report: III. Matters Concerning Company Officers (2) Remuneration, etc. of Directors and Audit & Supervisory Board Members (i) Policy Regarding the Determination of Officers’ Remuneration. At the Board of Directors meeting following the conclusion of this General Meeting of Shareholders, the part describing the eligible persons as “Directors” is planned to be changed to “Directors (excluding Directors who are Audit and Supervisory Committee Members).” As a result, there will be no substantive change (please refer to [Reference] for the policy after the approval of this proposal). The amount of remuneration, etc. related to this proposal will consist of fixed remuneration and performance-linked remuneration based on the amended policy. The Company has determined that this amount is appropriate. The abovementioned remuneration, etc. for Directors does not include remuneration received in the capacity of an employee, for those Directors concurrently serving as employees.

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” and Proposal No. 3, “Election of Eight (8) Directors (excluding Directors Who Are Audit and Supervisory Committee Members),” are approved as originally proposed, the number of Directors will be the same as currently, eight (including three outside directors).

The content of this proposal will take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect.

(Reference) Policy Regarding the Determination of Officers' Remuneration

The maximum amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by resolution of the General Meeting of Shareholders, but the Board of Directors shall, in advance, consult the Nominating and Remuneration Committee, which consists of the President and Representative Director and all outside Directors, about the calculation method of remuneration to be paid and the policy for allocation of remuneration to each individual Director, and based on the recommendation of the committee, shall resolve to leave the determination of the amount to be paid to each individual Director to the discretion of the President and Representative Director.

The Board of Directors shall also confirm that the method of determining the amount to be paid to each individual Director (excluding Directors who are Audit and Supervisory Committee Members) for the fiscal year in question and the details determined are consistent with the following policies and in accordance with the recommendation of the Nominating and Remuneration Committee.

- Remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall consist only of “fixed remuneration (supervisory remuneration),” while remuneration for Executive Officers shall consist of “fixed remuneration (executive remuneration),” “performance-linked remuneration,” and “stock-based remuneration.”
- The monthly “fixed remuneration (supervisory remuneration and executive remuneration)” shall be determined in consideration of the roles and responsibilities of Directors (excluding Directors who are Audit and Supervisory Committee Members) and Executive Officers, as well as such factors as the remuneration levels of other companies in the same industry and of the same size and the business environment.
- The “performance-linked remuneration” to be paid after the closing of accounts for the relevant fiscal year shall vary according to the evaluation of each individual Director in comprehensive consideration of the degree of achievement against management indicators (operating revenue, operating profit, etc.) and priority targets set in the medium-term management plan based on the Company's business characteristics as well as the position and the degree of contribution to the Company, and shall be approximately 20% of the total amount of “fixed remuneration (executive remuneration)” and “performance-linked remuneration.”
- With respect to “stock-based remuneration,” a trust to be established through monetary contribution by the Company shall acquire the Company's shares and deliver the Company's shares to each Executive Officer through the trust, in order to clarify the linkage between the remuneration for Executive Officers and the Company's stock value and to have the Executive Officers share profit and risk arising from stock price fluctuations with shareholders, thereby motivating the Executive Officers to contribute to improving business performance and raising corporate value in the medium to long term.

The “stock-based remuneration” shall be approximately 15% of the total amount of “fixed remuneration (executive remuneration),” “base amount of performance-linked remuneration,” and “stock-based remuneration,” and each Executive Officer shall be granted points in accordance with the Share Delivery Regulations established by the Board of Directors.

In principle, the delivery of the Company's shares in proportion to the accumulated points granted shall be made upon resignation from both Executive Officer and Director (excluding Directors who are Audit and Supervisory Committee Members).

Proposal No. 7: Determination of Amount of Remuneration, etc. of Directors Who Are Audit and Supervisory Committee Members

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Taking into consideration various circumstances, including the current economic situation, the Company requests approval to set the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members after the transition to a Company with an Audit and Supervisory Committee at up to ¥60 million per annum and to determine the specific amounts and timing of payment, etc. for each Director who is an Audit and Supervisory Committee Member to be decided by discussions among the Directors who are Audit and Supervisory Committee Members. The amount of remuneration, etc. related to this proposal has been determined to be appropriate in light of the responsibilities of Directors who are Audit and Supervisory Committee Members.

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation,” and Proposal No. 4 “Election of Three (3) Directors Who Are Audit and Supervisory Committee Members,” are approved as originally proposed, the number of Directors who are Audit and Supervisory Committee Members will be three.

The content of this proposal will take effect on the condition that the amendments to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect.

Proposal No. 8: Determination of the Amount and Content of Stock-based Remunerations for Directors Who Serve Concurrently as Executive Officers (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors) and the Continuation of Such Remuneration

1. Reasons for the proposal and reasons that the proposed remuneration plan is considered to be appropriate

The Company will transition to a Company with an Audit and Supervisory Committee on the condition that Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed.

At the 133rd Ordinary General Meeting of Shareholders held on June 17, 2022, the Company received approval to introduce a stock-based remuneration plan using a trust (hereinafter the “Plan”) for Directors who serve concurrently as Executive Officers (excluding outside Directors) (the resolution to approve this is hereinafter referred to as the “Previous Resolution”), and has been operating the Plan to date. In conjunction with the transition to a Company with an Audit and Supervisory Committee, the Company proposes to continue the Plan after receiving approval to re-set the remuneration limit for the Plan as this limit for Directors who serve concurrently as Executive Officers (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; hereinafter the same applies and referred to as “Eligible Persons”) after the Company transitions to a Company with an Audit and Supervisory Committee. The Company would like to leave the decision on the details of the Plan to the discretion of the Board of Directors within the scope shown in 2 below.

This remuneration framework, like the current remuneration framework for the Plan, will be established separately from the remuneration framework for which the Company is requesting approval in Proposal No. 6 “Determination of Amount of Remuneration, etc. of Directors (Excluding Directors Who Are Audit and Supervisory Committee Members).”

This proposal is being submitted for approval once again in connection with the transition to a Company with an Audit and Supervisory Committee and its substantive content is identical to that approved by the Previous Resolution. In addition, the Eligible Persons will still need to heighten their awareness of contributing to improving the Company’s medium to long term business performance and enhancing its corporate value even after the transition to a Company with an Audit and Supervisory Committee.

The content of the policy for determining the remuneration, etc. of individual Directors at the Company is outlined in the Business Report: III. Matters Concerning Company Officers (2) Remuneration, etc. of Directors and Audit & Supervisory Board Members (i) Policy Regarding the Determination of Officers’ Remuneration. On the condition that this proposal and Proposal No. 6 are approved, the Company intends to change the content as described in (Reference) Policy Regarding the Determination of Officers’ Remuneration in Proposal No. 6.

Therefore, the content of this proposal is necessary and reasonable for the payment of remuneration in accordance with the policy for determining the remuneration, etc. of individual Directors, which is scheduled to be changed as described above, and the Company believes that the content of this proposal is appropriate.

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” and Proposal No. 3, “Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members),” are approved as originally proposed, the number of Directors eligible for the Plan will be the same as currently, five.

The content of this proposal will take effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” takes effect.

2. Amount of remuneration, details, etc. under the Plan

(1) Summary of the Plan

Under the Plan, a trust to be established through monetary contribution by the Company (already established; hereinafter the “Trust”) shall acquire the Company’s common shares (hereinafter the “Common Shares”), then the number of the Company’s shares equivalent to the number of points granted by the Company to each Eligible Person shall be delivered to the Eligible Person through the Trust.

In principle, the Eligible Persons will receive the Company’s shares when they retire from their positions.

i.	Eligible Persons of the Plan (*)	Directors who serve concurrently as Executive Officers of the Company (excluding Directors who are Audit and Supervisory Committee Members and outside Directors)
ii.	The upper limit of the amount of cash that the Company will contribute as funds to acquire the Company's shares necessary for delivery under the Plan during the extension of the Covered Period (three years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028).	Total ¥120 million
iii.	Method of acquiring the Company's shares	Disposing of treasury shares or acquiring shares from the stock exchange (including off-floor trading)
iv.	Maximum total number of points to be granted to the Eligible Persons in (i)	25,000 points per fiscal year
v.	Criteria for granting points	Points to be granted according to positions, etc.
vi.	When to deliver the Company's shares to the Eligible Persons in (i)	In principle, upon resignation

* As per the Previous Resolution, the period until the transition to a Company with an Audit and Supervisory Committee will apply to Directors who serve concurrently as Executive Officers, excluding outside Directors.

(2) Upper limit of cash contributed by the Company

The Company will extend the trust period of the Trust that has already been established, and will entrust an additional amount up to a total of ¥120 million as remuneration for the Eligible Persons who hold their positions during the Covered Period, as funds for acquiring the Company's shares necessary to be granted as stock-based remuneration to be paid to the Eligible Persons under the Plan. The Trust will use the cash entrusted by the Company (including not only the cash entrusted by the Company as described above, but also any cash remaining in the Trust prior to the additional entrustment) to acquire Company's shares by disposing of the Company's treasury shares or by acquiring them from a stock exchange (including off-floor trading).

The Covered Period may be extended for a period of not more than three fiscal years, as determined by the Board of Directors of the Company on a case-by-case basis. The trust period of the Trust may be further extended accordingly (including extending the trust period substantially by transferring the trust assets of the Trust to a trust established by the Company for the same purpose as the Trust; hereinafter the same applies), and the Plan may be continued. In this case, the Company will entrust to the Trust, during the extended trust period, additional cash (Note 1) to acquire the Company's shares necessary to be granted under the Plan (Note 2) and will continue to grant points and issue the Company's shares pursuant to (3) below (the same shall apply hereinafter).

Note 1: The maximum amount to be paid will be ¥40 million multiplied by the number of fiscal years of the extended Coverage Period.

Note 2: The amount of cash that the Company will actually entrust to the Trust will be the total amount of the cash to acquire the Company's shares described above, as well as the estimated amount of necessary expenses such as trust fees and trust administrator fees. The Company has also introduced a similar stock-based remuneration plan for Executive Officers who do not serve as Directors and who have entered into a mandate agreement with the Company. The cash required to acquire the Company's shares to be granted to those Executive Officers under the Plan will also be placed in the Trust.

Even if the Plan is not continued as described above, if there are Eligible Persons who have already been granted points but have not yet resigned at the expiration of the trust period, the trust period of the Trust may be extended until such Eligible Persons resign and the delivery of the Company's shares is completed.

(3) Method for calculating the Company's shares to be delivered to the Eligible Persons and the upper limit

(i) Method, etc. of granting points to the Eligible Persons

In accordance with the Share Delivery Regulations established by the Board of Directors of the Company, the Company shall grant points to each Eligible Person on the point grant date specified in the Share Delivery Regulations during the trust period in accordance with his/her position, etc. However, the total number of points to be granted by the Company to the Eligible Persons shall be up to 25,000 points per fiscal year.

(ii) Delivery of the Company's shares corresponding to the number of points granted

The Eligible Persons shall receive delivery of the Company's shares in accordance with the procedure described in (iii) below in proportion to the number of points granted in (i) above. However, if an Eligible Person is dismissed due to causing damage to the Company or resigns, the points granted up to that time will be cancelled and the Eligible Person will not be granted any Company's shares equivalent to the cancelled points.

One point shall be equal to one share of the Company's shares. However, in the event of a stock split, reverse stock split, or other event in which it is deemed reasonable to adjust the number of the Company's shares to be delivered, the number of the Company's shares per point shall be adjusted in accordance with such split or reverse stock split ratio.

(iii) Delivery of the Company's shares to the Eligible Persons

Each Eligible Person shall, in principle, acquire beneficial interests in the Trust by following the prescribed procedures at the time of his/her resignation and shall receive delivery of the Company's shares in (ii) from the Trust as a beneficiary of the Trust.

However, a certain percentage of the Company's shares may be sold and converted into cash by the Trust for the purpose of the Company's withholding funds for the payment of withholding income tax, etc., and then delivered in cash instead of the Company's shares. In addition, in the event that the Company's shares in the Trust are converted into cash, such as when the Company's shares in the Trust are tendered to a takeover bid and settled, the Eligible Persons may receive in cash instead of the Company's shares.

(4) Exercise of voting rights

Voting rights of the Company's shares in the Trust shall not be exercised uniformly based on the instructions of a trust administrator who is independent of the Company and its officers. This method is intended to ensure the neutrality of the Company's management with respect to the exercise of voting rights relating to the Company's shares in the Trust.

(5) Handling of dividends

Dividends on the Company's shares in the Trust shall be received by the Trust and shall be used to pay for the acquisition of the Company's shares and to cover the trustee's trust fees related to the Trust.

END