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Securities code: 7475

June 2, 2023

(Electronic provision measures commencement date: May 31, 2023)

To Shareholders with Voting Rights:

Kazuo Ikeda
President and CEO
ALBIS Co., Ltd.
4 Ryutsu Center Mitoda 3-chome,
Imizu City, Toyama, Japan

**NOTICE OF
THE 56th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 56th Annual General Meeting of Shareholders of ALBIS Co., Ltd. (the “Company”) will be held as described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures for electronic provision of information included in the Reference Documents for the General Meeting of Shareholders (electronic provision measures matters). Shareholders are kindly requested to check the electronic provision measures matters posted on the websites described below.

In lieu of attending the meeting in person, you can exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, or enter your vote for or against the proposals on the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp>). In either case, please exercise your voting rights by Thursday, June 22, 2023 at 5:30 p.m. JST.

- 1. Date and Time:** Friday, June 23, 2023 at 2:00 p.m. JST
(Reception desk opens at 1:00 p.m.)
- 2. Venue:** OTORI on 3F, CROWNE PLAZA - ANA TOYAMA
2-3 Ote-Machi, Toyama City, Toyama
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements for the Company’s 56th Fiscal Year (April 1, 2022 - March 31, 2023)
 2. Results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five Directors
- Proposal 3:** Election of One Corporate Auditor
- Proposal 4:** Election of One Substitute Corporate Auditor
- Proposal 5:** Determination of Compensation for the Allotment of Restricted Stock and Restricted Performance Share Units to Directors (excluding Outside Directors)

4. Predetermined Matters at the Convocation

- (1) The paper copy sent to shareholders serves as a document stating electronic provision measures matters based on a request for the delivery of a paper copy. In accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, the items listed below have been omitted from the paper copy. Accordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements provided in this paper copy are part of documents that were audited by the Accounting Auditor and the Board of Corporate Auditors in preparing their respective audit reports.
 - a. Notes to Consolidated Financial Statements
 - b. Notes to Non-consolidated Financial Statements
- (2) If there is no indication of a vote for or against a specific proposal on the Voting Rights Exercise Form, it shall be deemed as an indication of approval of that proposal.
- (3) If you exercise your voting rights more than once via the internet, the most recent voting rights exercised will be deemed valid.
- (4) If you exercise your voting rights both in writing and via the internet, the voting rights exercised via the internet will be deemed valid, irrespective of the date and time of arrival.
- (5) If you exercise your voting rights by proxy, you may designate one other shareholder who has voting rights in the Company to attend the meeting. However, please note that you will be required to submit a document certifying the proxy right.

◎ Websites where electronic provision measures matters are posted

Electronic provision measures matters are posted on the following websites.

[The Company's website (available in Japanese only)]

<https://www.albis.co.jp/ir/release.html>

(Please view the information by selecting the file titled "NOTICE OF THE 56th ANNUAL GENERAL MEETING OF SHAREHOLDERS.")

In addition to the above, electronic provision measures matters are posted on the following website.

[Tokyo Stock Exchange website (TSE Listed Company Search)]

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

(Please enter "ALBIS" in the field of "Issue name (company name)," or the Company's securities code "7475" in the field of "Code" to search, and select "Basic information" and "Documents for public inspection/PR information" in that order. You can check the information by selecting "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")

- ◎ Should any changes be made to the electronic provision measures matters, the revised version will be posted on each website where the matters are posted.
- ◎ When you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form to the reception desk of the venue.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

With regard to the year-end dividend for the 56th fiscal year, the Company proposes the following, considering the business performance of the fiscal year under review, future business development, and other factors.

1. Type of dividend property
Cash
2. Allocation of dividend property to the shareholders and the total amount of dividends
The Company proposes to pay 35 yen per share of common stock of the Company.
The total amount of dividends to be paid will be 306,192,845 yen.
Combined with an interim dividend, the annual dividend for the fiscal year under review will be 70 yen per share.
3. Effective date of dividend payment
Monday, June 26, 2023

Proposal 2: Election of Five Directors

The terms of office of all five Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of five Directors, including two Outside Directors, is proposed.

The candidates for Director are as shown below.

Mr. Tatsuya Kaseda and Mr. Atsuki Matsumura are candidates for Outside Director.

No.	Name	Positions and responsibilities at the Company
1	Kazuo Ikeda [Reappointment]	President and CEO
2	Yasuhiro Ishida [Reappointment]	Director, Senior Executive Officer, Head of Corporate Planning Division Head of Administration Division
3	Hiroki Ueno [Reappointment]	Director, Executive Officer, Head of Manufacturing Division
4	Tatsuya Kaseda [Reappointment] [Outside] [Independent]	Director
5	Atsuki Matsumura [Reappointment] [Outside] [Independent]	Director

[Reappointment]: Candidates for re-appointed Director

[Outside]: Candidates for Outside Director

[Independent]: Independent Officer

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kazuo Ikeda (July 16, 1961) [Reappointment]	April 2003 Joined the Company Executive Officer June 2006 Director October 2009 Head of Product Division and Head of Supermarket Business Division April 2010 Head of Supermarket Business Division October 2010 Head of Sales Division April 2011 Managing Director April 2012 Head of Administration Division April 2015 Head of Sales Division April 2017 Senior Managing Director May 2018 President and CEO (current position) [Significant concurrent positions] Director of PASCO K.K. Director of SHOPPING CENTER PASCO Director of Hokuriku CGC K.K. Director of Kureha Country Club	77,780
[Reason for nomination as candidate for Director] Mr. Kazuo Ikeda is engaged in the management of the Group as President and CEO. He has formulated the medium- to long-term vision and the medium-term management plan, and has been leading the businesses with his strong leadership. In addition to these achievements, he was involved in operations in the sales department, corporate planning department, and administration department in the past and therefore possesses abundant experience and broad knowledge, well versed in the field. In view of the foregoing, the Company has renominated him as a candidate for Director since he is a suitable person for the realization of sustainable growth and medium- to long-term enhancement of the corporate value of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="220 593 422 734">Yasuhiro Ishida (January 4, 1974) [Reappointment]</p>	<p data-bbox="475 275 1273 936"> October 1995 Joined KPMG Century Audit Corporation (currently Ernst & Young ShinNihon LLC) April 1999 Registered as a certified public accountant in Japan August 2002 Joined Mitsubishi Corporation March 2009 Director, CFO, and Head of Administration Division of Apprecia, Inc. April 2012 Executive Officer, CFO, and CIO of MC Healthcare, Inc. October 2018 Manager of Food Retail Department, Retail Division of Mitsubishi Corporation November 2018 General Manager assisting Head of Administration Division of the Company April 2019 Head of Corporate Division and General Manager of Corporate Planning Department June 2019 Director (current position) April 2021 Director, Senior Executive Officer, and Head of Corporate Planning Division June 2021 Director, Senior Executive Officer, Head of Corporate Planning Division, and Head of Administration Division (current position) [Significant concurrent positions] Director of Apia Co. Ltd. Director of A&S K.K. </p>	—
<p data-bbox="196 1070 762 1099">[Reason for nomination as candidate for Director]</p> <p data-bbox="196 1111 1453 1361">Mr. Yasuhiro Ishida possesses expertise as a certified public accountant. After joining Mitsubishi Corporation, he has accumulated abundant experience in promoting the formulation and execution of management strategies and the establishment of management systems, among other things, in several companies. Since joining the Company, he has accumulated experience and achievements in rebuilding the management foundation toward strengthening the governance structure. Accordingly, the Company has renominated him as a candidate for Director since he is a suitable person for making decisions on important matters and executing the business of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Hiroki Ueno (July 30, 1959)</p> <p>[Reappointment]</p>	<p>April 1982 Joined Marudai Food Co., Ltd.</p> <p>April 2007 General Manager of Quality Assurance Department</p> <p>April 2019 Advisor to Quality Assurance Department</p> <p>December 2019 Joined the Company</p> <p>April 2020 President and CEO of Alde Japan K.K.</p> <p>October 2020 Executive Officer of the Company</p> <p>April 2021 Head of Manufacturing Division</p> <p>June 2021 Director, Executive Officer, and Head of Manufacturing Division (current position)</p> <p>[Significant concurrent positions]</p> <p>Director of Alde Japan K.K.</p> <p>Director of A&S K.K.</p>	—
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hiroki Ueno possesses the abundant experience and broad knowledge accumulated through operations in the fields of food manufacturing and quality assurance at Marudai Food Co., Ltd. In addition, from April 2020 to March 2023, he was supervising Alde Japan K.K., an affiliate company, as its President and CEO, and has cultivated the abilities required of a director. In view of the foregoing, the Company has renominated him as a candidate for Director since he is a suitable person for the realization of sustainable growth and medium- to long-term enhancement of the corporate value of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Tatsuya Kaseda (February 10, 1952) [Reappointment] [Outside] [Independent]	April 1975 Joined the Hokuriku Bank, Ltd.	—
		June 2004 Executive Officer and General Manager of Business Administration Department	
		June 2005 Managing Executive Officer and Head of Hokkaido District Business Division	
		June 2008 Managing Executive Officer and Head of Ishikawa District Business Division	
		June 2009 Director, Managing Executive Officer, and Head of Ishikawa District Business Division	
		June 2010 Director, Senior Managing Executive Officer, and Head of Ishikawa District Business Division	
		June 2013 Director and Senior Managing Executive Officer	
		June 2014 Representative Director and President of Tsutsumijisho K.K. June 2019 Outside Director of the Company (current position)	
<p>[Reason for nomination as candidate for Outside Director and overview of expected role]</p> <p>Mr. Tatsuya Kaseda has successively held positions as Director and Senior Managing Executive Officer of the Hokuriku Bank, Ltd. and Representative Director and President of Tsutsumijisho K.K. which is a real estate company, and thus was engaged in corporate management. Although he has retired from both positions, he has been fulfilling the role expected from the Company appropriately, such as by providing oversight and advice on the execution of duties by Directors by actively commenting in meetings of the Board of Directors from an independent standpoint leveraging his abundant experience and deep insight as a corporate manager, and also by serving as the chairperson of the Personnel Affairs and Compensation Advisory Committee. Considering these achievements, the Company has renominated him as a candidate for Outside Director with the expectation that he will continue to play the aforementioned role and contribute to the sustainable growth of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p>Atsuki Matsumura (November 7, 1949)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>November 1974 Joined Yaesu Jimusho Audit Company (currently Yaesu Audit & Co.)</p> <p>September 1980 Established Atsuki Matsumura Certified Public Accountant & Certified Public Tax Accountant Office</p> <p>November 1982 Joined Tetsuzo Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>November 2007 Representative Director of Aozora Keiei K.K. (current position)</p> <p> Representative Partner of Aozora Keiei Certified Public Tax Accountant Firm (current position)</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Representative Director of Aozora Keiei K.K.</p> <p>Representative Partner of Aozora Keiei Certified Public Tax Accountant Firm</p> <p>Outside Corporate Auditor of TONAMI HOLDINGS. CO., LTD.</p> <p>Representative Partner of Hokuriku Audit Corporation</p>	—
<p>[Reason for nomination as candidate for Outside Director and overview of expected role]</p> <p>Mr. Atsuki Matsumura has been engaged in the management of Aozora Keiei K.K. as Representative Director, and in addition, possesses insight into tax affairs, financial affairs, and accounting as a certified public accountant and certified public tax accountant. He has been fulfilling the role expected from the Company appropriately, such as by providing oversight and advice on the execution of duties by Directors by actively commenting in meetings of the Board of Directors from an independent standpoint leveraging such abundant experience as a corporate manager and insight as an expert, and also by serving as a member of the Personnel Affairs and Compensation Advisory Committee. Considering these achievements, the Company has renominated him as a candidate for Outside Director with the expectation that he will continue playing the aforementioned role and contributing to the sustainable growth of the Company.</p>			

- Notes:
1. Mr. Tatsuya Kaseda and Mr. Atsuki Matsumura are candidates for Outside Director.
 2. There are no special interests between each candidate and the Company.
 3. Matters concerning the candidates for Outside Director are as follows.

(1) Independent directors

The Company has designated Mr. Tatsuya Kaseda and Mr. Atsuki Matsumura as independent directors as provided for in the regulations of the Tokyo Stock Exchange, and notified such to the Exchange. If their reelection is approved, they will remain as independent directors.

(2) Liability limitation agreement

The Company has entered into agreements with Mr. Tatsuya Kaseda and Mr. Atsuki Matsumura to limit their liability for damage under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damage under these agreements is the amount prescribed by laws and regulations provided that they have acted in good faith and without gross negligence in performing their duties. If their reelection is approved, the Company will continue said agreements with them.

(3) Years of service as Outside Director

At the conclusion of this General Meeting of Shareholders, Mr. Tatsuya Kaseda and Mr. Atsuki Matsumura will have served as Outside Directors for four years and three years, respectively.

Proposal 3: Election of One Corporate Auditor

The term of office of Corporate Auditor Mr. Toshihiko Yamaguchi will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes his reelection.

The candidate for Corporate Auditor is as shown below.

The Board of Corporate Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Toshihiko Yamaguchi (October 26, 1957) [Reappointment] [Outside] [Independent]	April 1991 Joined Toyama Bar Association April 1995 Established Yamaguchi Law Firm (current position) June 2015 Outside Corporate Auditor of the Company (current position) [Significant concurrent positions] Representative of Yamaguchi Law Firm Outside Director of Chuetsu Pulp & Paper Co., Ltd. Outside Audit & Supervisory Board Member of Glass Cube K.K.	500
[Reason for nomination as candidate for Outside Corporate Auditor] As Outside Corporate Auditor, Mr. Toshihiko Yamaguchi has provided opinions on a broad range of matters as a legal expert, and performed audit functions. Although he does not have direct experience in being involved in the management of a company in the past, the Company believes that he is capable of appropriately conducting his duties as Outside Corporate Auditor because he possesses the expertise and abundant experience as an attorney-at-law. Accordingly, the Company has renominated him as a candidate for Outside Corporate Auditor.		

- Notes:
1. He is a candidate for Outside Corporate Auditor.
 2. There are no special interests between the candidate and the Company.
 3. Matters concerning the candidate for Outside Corporate Auditor are as follows.
 - (1) Independent auditor
The Company has designated Mr. Toshihiko Yamaguchi as an independent auditor as provided for in the regulations of the Tokyo Stock Exchange, and notified such to the Exchange. If his reelection is approved, he will remain as an independent auditor.
 - (2) Liability limitation agreement
The Company has entered into an agreement with Mr. Toshihiko Yamaguchi to limit his liability for damage under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damage under the agreement is the amount prescribed by laws and regulations provided that he has acted in good faith and without gross negligence in performing his duties. If his reelection is approved, the Company will continue said agreement with him.
 - (3) Years of service as Corporate Auditor
At the conclusion of this General Meeting of Shareholders, Mr. Toshihiko Yamaguchi will have served as Outside Corporate Auditor for eight years.

Appendix

Skills matrix of candidates for Director, and Corporate Auditors (including a candidate for Corporate Auditor)

Name	Titles to be held	Business management	Industry knowledge	Digital technology / Marketing	Finance / Accounting	Legal affairs / Compliance	Food manufacturing / quality control
Kazuo Ikeda	President and CEO	○	○	○			
Yasuhiro Ishida	Director, Senior Executive Officer	○			○	○	
Hiroki Ueno	Director, Executive Officer		○			○	○
Tatsuya Kaseda	Director	○			○	○	
Atsuki Matsumura	Director	○			○	○	
Akihisa Hori	Full-time Corporate Auditor		○				○
Toshihiko Yamaguchi	Corporate Auditor					○	
Asako Hio	Corporate Auditor		○	○	○		

Note: The matrix shows a maximum of three skills per person, indicating skills that they particularly excel or those strongly linked to the Company's business.

Proposal 4: Election of One Substitute Corporate Auditor

The effectiveness of the election of the current Substitute Corporate Auditor will expire at the start of this Annual General Meeting of Shareholders. Accordingly, in order to prepare for cases where there is a shortfall in the number of Corporate Auditors prescribed by laws and regulations, the election of one Substitute Corporate Auditor is once again proposed.

The candidate for Substitute Corporate Auditor is as shown below.

The Board of Corporate Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Yasuyoshi Horiguchi (July 15, 1940)	April 1972 Joined Kanazawa Bar Association April 1975 Established Horiguchi Law Firm (currently Horiguchi & Inuzuka Law Firm) (current position) April 1996 Chairperson of Kanazawa Bar Association (Executive Governor of Japan Federation of Bar Associations) April 2007 President CHUBU Federation of Bar Associations [Significant concurrent positions] Representative of Horiguchi & Inuzuka Law Firm	—
[Reason for nomination as candidate for Substitute Outside Corporate Auditor] Although Mr. Yasuyoshi Horiguchi has not directly been involved in corporate management, the Company believes that he is capable of appropriately conducting his duties as Outside Corporate Auditor because he possesses abundant experience and knowledge he has accumulated as an attorney-at-law. Accordingly, the Company nominates him as a candidate for Substitute Outside Corporate Auditor.		

- Notes:
1. The candidate and the Company have entered into a legal consultancy agreement.
 2. He is a candidate for Substitute Outside Corporate Auditor. He also satisfies the requirements for independent auditors provided for in the regulations of the Tokyo Stock Exchange. If Mr. Yasuyoshi Horiguchi is appointed as Corporate Auditor, the Company will designate him as an independent auditor and notify such to the Exchange.
 3. Liability limitation agreement
If the candidate is appointed as Outside Corporate Auditor, the Company intends to enter into an agreement with him to limit his liability for damage under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damage under the agreement is the amount prescribed by laws and regulations provided that he has acted in good faith and without gross negligence in performing his duties.

Proposal 5: Determination of Compensation for the Allotment of Restricted Stock and Restricted Performance Share Units to Directors (excluding Outside Directors)

At the 50th Annual General Meeting of Shareholders held on June 22, 2017, it was approved that the total amount of compensation for Directors of the Company shall be set within 300,000 thousand yen per annum (excluding the employee salary portion paid to Directors concurrently serving as employees), which has been effective up to the present day.

This time, as part of revisions to the officer compensation plan, the Company proposes to adopt a stock compensation plan in which the Company allots to Directors of the Company (excluding Outside Directors, hereinafter referred to as “Eligible Director (s)”) shares of the Company’s common stock which are subject to a certain transfer restriction period and conditions for the acquisition of allotted shares by the Company without consideration, etc. (hereinafter referred to as “Restricted Stock”) for the purpose of providing long-term incentives that enable Eligible Directors to share the benefits and risks of changes in stock prices with our shareholders, as well as to be motivated more than ever before to contribute to increasing stock prices and improving corporate value (hereinafter referred to as the “Restricted Stock Compensation Plan”). At the same time, the Company also proposes to adopt a restricted performance share unit plan in which the Company allots to Eligible Directors shares of the Company’s common stock based on the degree of achievement of numerical targets, etc. for business performance, etc., during three consecutive fiscal years as set as the performance evaluation period (hereinafter referred to as “Restricted Performance Share Units”), for the purpose of providing medium-term incentives linked to the degree of achievement of the medium-term management plan of the Company by further clarifying the linkage between compensation and the Company’s business performance as well as share value (hereinafter referred to as the “Restricted Performance Share Units Compensation Plan”).

Accordingly, the Company proposes to set the total amount of monetary compensation claims to be granted to the Eligible Directors at 15,000 thousand yen or less per annum as compensation for Restricted Stock and at 45,000 thousand yen or less for each evaluation period (as defined in 2. (1) below) as compensation for Restricted Performance Share Units, within the total amount of compensation for Directors stated above, comprehensively taking into consideration various factors including contributions made by Eligible Directors at the Company.

The allotment of Restricted Stock and Restricted Performance Share Units is determined with a comprehensive consideration of various factors including contributions made by Eligible Directors at the Company, and the Company believes that those details are reasonable, as the ratio of the maximum number of Restricted Stock to be allotted in each fiscal year as defined in 1. (2) below to the total number of issued shares is approximately 0.16% and the ratio of the maximum number of Restricted Performance Share Units to be allotted in each evaluation period as defined in 2. (2) below to the total number of issued shares is approximately 0.48% (or 0.16% per fiscal year), and the rate of dilution is insignificant.

The Company established a policy for determining the amount of compensation for individual Directors at the Board of Directors, the outline of which is as described on pages 31 through 32 of the Business Report (available only in Japanese). The Company resolved at the Board of Directors meeting held on May 9, 2023 to revise such policy for determining the amount of compensation for individual Directors as described in the “Reference,” subject to the approval of this Proposal as originally proposed at this Meeting. This Proposal is in line with the policy after such revision, and the Company believes that those details are reasonable.

Currently, the number of Directors of the Company is five, of which the number of Outside Directors is two, and if Proposal 2 is approved, the number of Directors will be five with two Outside Directors.

1. Outline of the Restricted Stock Compensation Plan

(1) Allotment of and payment for Restricted Stock

The Company shall grant Eligible Directors monetary compensation claims as compensation pertaining to Restricted Stock within the abovementioned annual limit, based on the resolution of the Board of Directors of the Company. Each Eligible Director shall receive the allotment of Restricted Stock by making an in-kind contribution of all of the monetary compensation claims granted.

The amount of Restricted Stock to be compensated shall be determined by the Board of Directors of the Company, within a range that is not particularly advantageous to Eligible Directors who receive the Restricted Stock, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the trading day prior to the date of the resolution of the Board of Directors concerning the issuance or disposal of the Restricted Stock (or the closing price on the trading day immediately before the said day if no transaction is made on such business day).

Furthermore, the abovementioned monetary compensation claims shall be granted on the condition that Eligible Directors agree to the in-kind contribution as stated above, and have entered into a Restricted Stock allotment agreement that includes the details specified in (3) below.

(2) Total number of shares of Restricted Stock

The total number of shares of Restricted Stock to be allotted to the Eligible Directors shall be a maximum of 15,000 in each fiscal year.

However, on or after the date of the approval of this Proposal, this total number of shares of Restricted Stock shall be able to be adjusted within reasonable limits if a share split (including an allotment of shares of the Company's common stock without consideration) or a consolidation of shares of the Company's common stock takes place, or if other similar circumstances arise in which adjustments become necessary to the total number of shares of the Company's Restricted Stock to be allotted.

(3) Details of the Restricted Stock allotment agreement

In the allotment of Restricted Stock, the Company and each of the Eligible Directors who receive the allotment of Restricted Stock shall enter into a Restricted Stock allotment agreement based on the resolution of the Board of Directors of the Company. Such agreement shall include the following provisions:

(i) Details of transfer restrictions

An Eligible Director who has received the allotment of Restricted Stock shall not be able to transfer, establish a security interest or mortgage on, give as a gift during lifetime or a bequest to the third party, or otherwise dispose of (hereinafter referred to as the "Transfer Restrictions") the Restricted Stock allotted (hereinafter referred to as the "Allotted Shares"), during the period from the date of allotment of the Restricted Stock until he/she retires from office as Director and Executive Officer of the Company (hereinafter referred to as the "Transfer Restriction Period").

(ii) Acquisition of Restricted Stock without consideration

In the event that an Eligible Director who has received the allotment of Restricted Stock retires from office as Director and Executive Officer of the Company during the period from the start date of the Transfer Restriction Period until the day before the date of the first Annual General Meeting of Shareholders of the Company after the start of the Transfer Restriction Period, the Company shall

rightfully acquire the Allotted Shares without consideration, unless there is a reason that the Board of Directors of the Company deems reasonable.

In addition, the Company shall rightfully acquire the Allotted Shares without consideration at the expiration of the Transfer Restriction Period described in (i) above if there are any Allotted Shares for which the Transfer Restrictions have not been lifted, pursuant to the provisions of the conditions for lifting Transfer Restrictions, described in (iii) below.

(iii) Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions of all of the Allotted Shares at the expiration of the Transfer Restriction Period on the condition that an Eligible Director who has received the allotment of Restricted Stock has served continuously as either Director or Executive Officer of the Company during the period from the start date of the Transfer Restriction Period until the date of the first Annual General Meeting of Shareholders after the start of the Transfer Restriction Period.

However, if the Eligible Director retires from office as Director and Executive Officer of the Company during the period from the start date of the Transfer Restriction Period until the day before the date of the first Annual General Meeting of Shareholders of the Company after the start of the Transfer Restriction Period due to a reason that the Board of Directors of the Company deems reasonable, the Company shall adjust the number of the Allotted Shares whose Transfer Restrictions are to be lifted as well as the timing of the lifting of the Transfer Restrictions in a reasonable manner, as necessary.

(iv) Handling in cases of organizational restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company, if such organizational restructuring, etc. does not require the approval of General Meeting of Shareholders of the Company), the Company shall lift the Transfer Restrictions prior to the effective date of the said organizational restructuring, etc., with respect to the number of Allotted Shares reasonably determined in consideration of the period from the start date of the Transfer Restriction Period until the date of approval of such organizational restructuring, etc., based on the resolution of the Board of Directors of the Company.

In such a case, the Company shall rightfully acquire, without consideration, the Allotted Shares for which the Transfer Restrictions have not been lifted at the time immediately after the Transfer Restrictions are lifted in accordance with the abovementioned provision.

2. Outline of the Restricted Performance Share Units Compensation Plan

(1) Allotment of and payment for Restricted Performance Share Units

The Company shall grant Eligible Directors monetary compensation claims for issuing Restricted Performance Share Units, based on the degree of achievement of numerical targets, etc. for business performance, etc. set by the Board of Directors of the Company during three consecutive fiscal years, which is the performance evaluation period (hereinafter referred to as "Eligible Period"). Each Eligible Director shall receive the allotment of Restricted Performance Share Units by making an in-kind contribution of all of the monetary compensation claims granted.

Therefore, whether or not said monetary compensation claims will be granted to each Eligible Director, the amount of the monetary compensation claims for issuing Restricted Performance Share Units to be granted, and the number of Restricted Performance Share Units to be issued (hereinafter

referred to as “Number of Shares for Issuance”) are not determined at the beginning of the Eligible Period.

Furthermore, the abovementioned monetary compensation claims shall be granted on the condition that Eligible Directors agree to pay the in-kind contributions as stated above, and the Eligible Directors (excluding, however, those who retire from office as Director and Executive Officer of the Company due to the expiration of their term of office or other reasons deemed reasonable by the Board of Directors of the Company before the start of granting the abovementioned monetary compensation claims) have entered into a Restricted Performance Share Units allotment agreement that includes the details specified in (6) below.

The first Eligible Period shall be the period for the 4th medium-term management plan (from April 1, 2024 to March 31, 2027), after which Restricted Performance Share Units shall be able to be allotted for each subsequent period for the medium-term management plan, as a new Eligible Period.

(2) Total number of shares of Restricted Performance Share Units

The total number of shares of Restricted Performance Share Units to be allotted to each Eligible Director during each Eligible Period shall be a maximum of 45,000 shares.

However, on or after the date of the approval of this Proposal, this total number of shares of Restricted Performance Share Units may be adjusted within reasonable limits if a share split (including an allotment of shares of the Company’s common stock without consideration) or a consolidation of shares of the Company’s common stock takes place, or if other similar circumstances arise in which adjustments become necessary to the total number of shares of the Company’s Restricted Performance Share Units to be allotted.

(3) Method of calculation of Number of Shares for Issuance

Business performance evaluation indicators necessary for the specific calculation of the Number of Shares for Issuance, such as numerical targets, used in the allotment of Restricted Performance Share Units shall be determined by the Board of Directors of the Company.

Specifically, the Number of Shares for Issuance for each Eligible Director shall be calculated based on the following formula (provided, however, the number shall be rounded down if there are fractions of less than one share).

If the number of Restricted Performance Share Units to be issued to each Eligible Director calculated based on the following formula exceeds the abovementioned total number of Restricted Performance Share Units to be allotted to Eligible Directors or exceeds the total amount of monetary compensation claims to be granted, the number of Restricted Performance Share Units allotted to each Eligible Director and the amount of monetary compensation claims shall be adjusted with a reasonable method specified by the Board of Directors of the Company, such as proportional distribution, within a limit that does not exceed said total number and total amount.

Number of Shares for Issuance to each Eligible Director

Base number of stock units (*1) x ratio of granting (*2)

*1 Determined by the Board of Directors of the Company in accordance with each Eligible Director’s position, duties, and other factors.

*2 Determined by the Board of Directors of the Company in the range of 0 to 200%, in accordance with the achievement ratio, etc. of each numerical target during each Eligible Period.

(4) Issuance requirements, etc.

When the Eligible Period expires and the following issuance requirements are met, the Company shall grant each Eligible Director monetary compensation claims, all of which shall be paid as in-kind contributions, and issue Restricted Performance Share Units to each Eligible Director.

Restricted Performance Share Units shall be issued through the issuance of new shares or disposal of treasury shares by the Company, and the amount to be compensated shall be determined by the Board of Directors of the Company, within a range that is not particularly advantageous to each Eligible Director, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the trading day prior to the date of the resolution of the Board of Directors concerning the allotment of the Restricted Performance Share Units (or the closing price on the trading day immediately before the said day if no transaction is made on such business day).

Eligible Directors must have:

- (i) Continuously held the position of either Director or Executive Officer of the Company during the Eligible Period
- (ii) Committed no specified misconduct set by the Board of Directors of the Company
- (iii) Fulfilled other requirements set by the Board of Directors of the Company as deemed necessary

Notwithstanding (i) above, if there is an Eligible Director newly appointed during the Eligible Period or if an Eligible Director retires from office as Director and Executive Officer of the Company due to the expiration of his/her term of office or other reasons deemed reasonable by the Board of Directors of the Company (except in the case of retirement due to death), the Company shall adjust the Number of Shares for Issuance to such Eligible Director or retiring Eligible Director in a reasonable manner, based on his/her term of office as Director and other factors.

Furthermore, in the event of the death of an Eligible Director prior to the issuance of Restricted Performance Share Units, the Company shall, in lieu of the issuance of Restricted Performance Share Units, pay an amount of money equivalent to the value of the Number of Shares for Issuance, as reasonably determined by the Board of Directors of the Company based on his/her term of office as Director and other factors, to the heirs who will succeed to such Eligible Director.

(5) Handling in cases of organizational restructuring, etc.

If, prior to the issuance of Restricted Performance Share Units, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company, if such organizational restructuring, etc. does not require the approval of General Meeting of Shareholders of the Company), the Company shall, in lieu of the issuance of Restricted Performance Share Units, be able to pay Eligible Directors an amount of money equivalent to the value of the Number of Shares for Issuance, as reasonably determined by the Board of Directors of the Company based on their terms of office as Director and other factors, prior to the effective date of the said organizational restructuring, etc.

(6) Details of the Restricted Performance Share Units allotment agreement

In the allotment of Restricted Performance Share Units, the Company and each of the Eligible Directors who receive the allotment of Restricted Performance Share Units shall enter into a Restricted Stock allotment agreement based on the resolution of the Board of Directors of the Company. Such agreement shall include the following provisions:

- (i) Details of transfer restrictions

An Eligible Director who has received the allotment of Restricted Performance Share Units shall not be able to transfer, establish a security interest or mortgage on, give as a gift during lifetime or a bequest to the third party, or otherwise dispose of (hereinafter referred to as the “Transfer Restrictions”) the Restricted Performance Share Units allotted (hereinafter referred to as the “Allotted Shares”), during the period from the date of allotment of the Restricted Performance Share Units until he/she retires from office as Director and Executive Officer of the Company (hereinafter referred to as the “Transfer Restriction Period”).

(ii) Acquisition of Restricted Performance Share Units without consideration

In the event that an Eligible Director who has received the allotment of Restricted Performance Share Units retires from office as Director and Executive Officer of the Company, the Company shall rightfully acquire the Allotted Shares without consideration, unless there is a reason that the Board of Directors of the Company deems reasonable.

In addition, the Company shall rightfully acquire the Allotted Shares without consideration at the expiration of the Transfer Restriction Period described in (i) above if there are any Allotted Shares for which the Transfer Restrictions have not been lifted, pursuant to the provisions of the conditions for lifting Transfer Restrictions, described in (iii) below.

(iii) Lifting of Transfer Restrictions

At the expiration of the Transfer Restriction Period, the Company shall lift the Transfer Restrictions of all of the Allotted Shares held by Eligible Directors who have received the allotment of Restricted Performance Share Units at that time.

(iv) Handling in cases of organizational restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other matter relating to organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company, if such organizational restructuring, etc. does not require the approval of General Meeting of Shareholders of the Company), the Company shall lift the Transfer Restrictions on all of the Allotted Shares prior to the effective date of the said organizational restructuring, etc., based on the resolution of the Board of Directors of the Company.

(Reference)

The Company intends to allot the same Restricted Stock and Restricted Performance Share Units as described above to Executive Officers who do not concurrently serve as Directors of the Company.