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Securities Code: 2734

January 30, 2025

To our shareholders:

**Goro Kamino**  
President and Representative Director,  
Group Representative and CEO  
**SALA Corporation**  
Sala Tower, 1-55, Ekimae-odori,  
Toyohashi-shi, Aichi

## Notice of the 23rd Annual General Meeting of Shareholders

We are pleased to announce the 23rd Annual General Meeting of Shareholders of SALA Corporation (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.sala.jp/ja/ir/stock/meeting.html> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the Company’s website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (“TSE”). Please access the website by using the internet address shown below.

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “SALA Corporation” in “Issue name (company name)” or the Company’s securities code “2734” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Instead of attendance to the meeting, you may exercise your voting rights prior to the meeting in writing or by using the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, refer to the “Instructions for the Exercise of Voting Rights,” (Japanese only) and exercise your voting rights by 5:30 p.m. on Thursday, February 20, 2025 (JST).

### [Exercise of voting rights in writing]

Please indicate your approval or disapproval of the proposal on the voting form and then return the form by postal mail so that your vote is received by the deadline indicated above.

If no approval or disapproval is indicated for each proposal, it will be treated as approval of the Company’s proposal.

### [Exercise of voting rights via the internet, etc.]

Please access the website for the exercise of voting rights designated by the Company (<https://www.web54.net>) (in Japanese), enter the “voting code” and “password” printed on the voting form,

and indicate your approval or disapproval for the proposal according to the instructions on the screen by the deadline indicated above.

Please review the “Instructions for the Exercise of Voting Rights via the Internet, Etc.” (Japanese only) to exercise your voting rights via the internet, etc.

If you exercise your voting rights in duplicate both in writing and via the internet, the voting rights exercised via the internet shall be deemed valid.

If you exercise your voting rights multiple times via the internet, or more than once using a smartphone, only the last exercise of voting rights shall be deemed valid.

- 1. Date and Time:** Friday, February 21, 2025, at 10:00 a.m. (The reception desk will open at 9:00 a.m.)
- 2. Venue:** THE GRACE, 5F, Hotel Arc Riche Toyohashi  
1-55, Ekimae-odori, Toyohashi-shi, Aichi

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 23rd fiscal year (from December 1, 2023, to November 30, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 23rd fiscal year (from December 1, 2023, to November 30, 2024)

#### **Matters to be resolved:**

**Proposal No. 1:** Partial Amendments to the Articles of Incorporation

**Proposal No. 2:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3:** Partial Amendments to Share-based Remuneration, etc., Accompanying the Addition of Performance-linked Elements to Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

### **4. Instructions for the Exercise of Voting Rights**

Please refer to the “Instructions for the Exercise of Voting Rights” and “Instruction for Exercise of Voting Rights via the Internet, Etc.” (both Japanese only).

- If you attend the meeting in person, you are kindly requested to submit the voting form at the reception desk.
- In accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, among the matters to be included in the documents that contain matters subject to measures for electronic provision, the Company has excluded the following matters. [(i) “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, (ii) “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements]  
Accordingly, the documents are part of the documents subject to audits by the Financial Auditor when creating its accounting audit reports and Audit and Supervisory Committee when creating its audit reports.
- If it becomes necessary to make revisions to the matters subject to measures for electronic provision, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s website and the TSE website.

### **Live streaming of the General Meeting of Shareholders (Japanese only)**

- The General Meeting of Shareholders will be streamed live on the Company’s website for viewing. If, for some reason, the live streaming is not available, we will announce it on the same page.

**The Company’s website (<https://www.sala.jp/ja/ir/stock/meeting.html>) (in Japanese)**

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for proposal

The Company proposes to add a business purpose to Article 2. (Purpose) of the current Articles of Incorporation in preparation for expanding business areas of the Group in the future.

#### 2. Details of amendments

The details of the amendments are as follows.

(Amendments underlined)

Current Articles of Incorporation	Proposed amendments
Article 2. (Purpose) The purpose of the Company shall be to control and manage the business activities of companies that operate the following businesses by owning shares of or equity in said companies. 1. to 20. (Omitted) (Newly established)  <u>21.</u> to <u>60.</u> (Omitted)	Article 2. (Purpose) (Unchanged)  1. to 20. (Unchanged) <u>21. Production, processing, distribution, storage and sales of agricultural products</u> <u>22.</u> to <u>61.</u> (Unchanged)

**Proposal No. 2: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members).

As for this proposal, the Audit and Supervisory Committee has judged that all the candidates are qualified.

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

Candidate No.	Name	Position	Responsibility			
1	Goro Kamino	President and Representative Director, Group Representative and CEO		Reelection		
2	Takayuki Watarai	Managing Director	General Manager of Management Strategy Division	Reelection		
3	Takahisa Kurebayashi	Director	Executive Officer, Leader of Engineering & Maintenance Segment	Reelection		
4	Keitaro Suzuki	Director	Executive Officer, Leader of Energy & Solutions Segment	Reelection		
5	Sachiko Otsuji	Director	General Manager of Administration Division	Reelection		
6	Yoshio Ichiryu	Director		Reelection	Outside	Independent
7	Kazutaka Okubo	Director		Reelection	Outside	Independent

**Reelection** candidate for Director to be reelected  
**Independent** independent officer as defined by the securities exchange

**Outside**

candidate for outside Director

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<b>Goro Kamino</b> (August 29, 1960)  Reelection	<p>Aug. 2000      President and Representative Director of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>May 2002      President and Representative Director of the Company</p> <p>June 2002      Director of Chubu Engineering Corporation (current position)</p> <p>Mar. 2006      Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2007      Chairman and Representative Director of SALA CARS JAPAN Co., Ltd. (current position)</p> <p>Mar. 2012      President and Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2018      Chairman and Representative Director (current position)</p> <p>Feb. 2020      President and Representative Director, Group Representative and CEO of the Company (current position)</p> <p>Feb. 2021      Chairman and Director of SALA HOUSE CO., LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of Musashi Seimitsu Industry Co., Ltd.</p>	1,377,287 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Kamino has been engaging in management at the Company and Group companies over many years, and began assuming a managerial role as the President and Representative Director upon establishment of the Company in May 2002. The Company has nominated him as a candidate for reelection as Director in anticipation that he will demonstrate his outstanding managerial talent given his abundant experience and adequate achievements.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<b>Takayuki Watarai</b> (December 12, 1972)  Reelection	<p>Feb. 2018 Executive Officer, General Manager of Management Planning Department of E&amp;S Head Office of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2021 Director, in charge of planning operations and General Manager of Management Planning Department of SALA ENERGY CO., LTD.</p> <p>Dec. 2021 Director, Supervisor of Business Process Reform Project (current position)</p> <p>Dec. 2021 Administrative Officer, General Manager of Management Strategy Division, and General Manager of Business Planning Department of the Company</p> <p>Feb. 2022 Director, General Manager of Management Strategy Division, and General Manager of Business Planning Department</p> <p>Dec. 2022 Director, General Manager of Management Strategy Division, and General Manager of Innovation Promotion Department</p> <p>Feb. 2023 Managing Director, General Manager of Management Strategy Division, and General Manager of Innovation Promotion Department</p> <p>Feb. 2024 Managing Director, General Manager of Management Strategy Division (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Watarai has abundant experience and achievements having been engaged in management of the energy and life-related businesses of the Company and Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight amassed through such experience.</p>	13,117 shares
3	<b>Takahisa Kurebayashi</b> (March 16, 1957)  Reelection	<p>Feb. 2017 Senior Managing Director, in charge of Administration Division, Infrastructure Environment Department and Information Communication Department, and in charge of Hamamatsu District of Chubu Engineering Corporation</p> <p>Feb. 2018 President and Representative Director (current position)</p> <p>Feb. 2019 Director, Executive Officer, Leader of Engineering &amp; Maintenance Segment of the Company (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Kurebayashi has abundant experience and achievements having been engaged in management of business involving construction, installation and civil engineering at Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p>	22,500 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<b>Keitaro Suzuki</b> (October 12, 1964)  Reelection	<p>Mar. 2012 Director, Managing Director of Hamamatsu Region, and General Manager of Hamamatsu Branch, and General Manager of Iwata Sales Office of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Mar. 2015 Managing Director, in charge of planning and administrative operations, and General Manager of Corporate Management Department, and Managing Director of Hamamatsu Region</p> <p>Feb. 2018 Managing Director, in charge of planning operations of E&amp;S Head Office of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>Dec. 2019 Managing Director, in charge of promotion of SALA in Life of SALA ENERGY CO., LTD.</p> <p>Feb. 2022 Senior Managing Director, Assistant to President, and Supervisor of Sales</p> <p>Feb. 2023 President and Representative Director (current position)</p> <p>Feb. 2023 Director, Executive Officer, Leader of Energy &amp; Solutions Segment of the Company (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Suzuki has abundant experience and achievements having been engaged in management in the city gas business and other operations of Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p>	46,830 shares
5	<b>Sachiko Otsuji</b> (January 3, 1972)  Reelection	<p>Apr. 1994 Joined CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Jan. 2013 Manager of Human Resources Strategy Group, Human Resources Strategy Department of the Company</p> <p>Dec. 2016 General Manager of Human Resources Strategy Department and Manager of Human Resources Strategy Group</p> <p>Dec. 2019 General Manager of Human Resources Strategy Department</p> <p>Feb. 2021 Executive Officer, General Manager of Human Resources Strategy Department</p> <p>Feb. 2024 Director, General Manager of Administration Division (current position)</p> <p>[Reasons for nomination as candidate for Director] Ms. Otsuji has abundant experience and knowledge mainly related to human resources and labor affairs at the Company and a Group company. The Company has nominated her as a candidate for reelection as Director in anticipation that she will manage the Company drawing on her substantial insight amassed through such experience.</p>	14,180 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<b>Yoshio Ichiryu</b> (January 3, 1946)  Reelection Outside Independent	<p>July 2000      President of Ichiryu Associates, Inc. (current position)</p> <p>Feb. 2003      Outside Audit &amp; Supervisory Board Member of the Company</p> <p>Feb. 2006      Outside Director (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President of Ichiryu Associates, Inc.</p> <p>Outside Director of SHIMA SEIKI MFG., LTD.</p>	63,400 shares
		<p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Ichiryu has substantial insight across all operations, and has played an appropriate role in ensuring the validity and appropriateness of management decisions by proactively giving advice and making proposals at meetings of the Board of Directors. The Company has nominated him as a candidate for reelection as outside Director in anticipation that he will supervise, give advice, etc. regarding management by drawing on his insight, and because of the appropriate role he has played. Furthermore, if he is elected, the Company plans for him to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<b>Kazutaka Okubo</b> (March 22, 1973)  Reelection Outside Independent	<p>Feb. 2005      Managing Director of ShinNihon Integrity Assurance Inc. (currently Ernst &amp; Young ShinNihon Sustainability Co., Ltd.)</p> <p>July 2012      Senior Partner of Ernst &amp; Young ShinNihon LLC</p> <p>Feb. 2016      Senior Managing Director and General Manager of ERM Department</p> <p>June 2019      President and Representative Director of Okubo Associates Inc. (current position)</p> <p>Feb. 2020      Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President and Representative Director of Okubo Associates Inc.</p> <p>President and Representative Director of SS Dnaform Co., Ltd.</p> <p>Director, Audit and Supervisory Committee Member (External) of SEGA SAMMY HOLDINGS INC.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Sun Frontier Fudousan Co., Ltd.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of BrainPad Inc.</p> <p>Outside Director of LIFULL Co., Ltd.</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of Musashi Seimitsu Industry Co., Ltd.</p> <p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Okubo has extensive knowledge and experience in the fields of compliance and CSR in addition to his knowledge of governance and finance based on his audit experience at a major audit firm. The Company has nominated him as a candidate for reelection as outside Director in anticipation that he will supervise, give advice, etc. regarding management by drawing on his abundant insight, and because he has played an appropriate role in ensuring the validity and appropriateness of management decisions by proactively giving advice and making proposals at meetings of the Board of Directors. Furthermore, if he is elected, the Company plans for him to participate in the selection of candidates for Director of the Company and the decision of the remuneration amount, etc. for Directors in an objective and neutral position as a member of the Nomination and Remuneration Committee.</p>	3,900 shares

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Yoshio Ichiryu and Kazutaka Okubo are candidates for outside Director. The Company appointed Mr. Ichiryu and Mr. Okubo as independent officers as provided for by the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange and has notified each of the Exchanges of their appointment. If their reelection is approved, the Company plans for their appointment as independent officers to continue.
  - Matters regarding the candidates for outside Director are as follows:
    - The number of years served as outside Director since the candidates for outside Director assumed the office:  
 Yoshio Ichiryu is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be 19 years.  
 Kazutaka Okubo is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be five years.
    - Summary of details of limited liability agreement with outside Directors:  
 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Yoshio Ichiryu and Kazutaka Okubo to limit the liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph (1) of the same Act.  
 If their reelection is approved, the Company plans to continue the said limited liability agreement with them.

4. Summary of details of directors and officers liability insurance policy:

The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by all officers (Directors, Audit & Supervisory Board Members and Executive Officers) of the Group companies in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability (unless a coverage exclusion in the insurance policy is applied). Candidates currently serving as Director are included as the insureds in the D&O insurance. If each candidate is elected and assumes office, the Company plans to include every such person as an insured in the D&O insurance. The full amount of the insurance premiums for D&O insurance is borne by the Company. The term of the current D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

## **(Reference 1) Criteria for Independence of Outside Officers**

The Company deems that a candidate for outside Director is independent when none of the following conditions apply:

1. A principal executive (Note 1) of the Company or its subsidiaries (the “Group”)
2. An entity for which the Group is a major business partner (Note 2) or a principal executive thereof
3. A major business partner of the Group (Note 3) or a principal executive thereof
4. A major shareholder of the Company (Note 4) or a principal executive thereof
5. Financial Auditor or a member or other employee of an audit firm of the Group
6. A consultant, legal expert or accounting expert who receives a large amount of monetary consideration (Note 5) or other assets other than officer remuneration from the Group
7. An entity that receives a large amount of donation (Note 6) from the Group or a principal executive thereof
8. A spouse or relative within the second degree of kinship of the person described in 1. through 7. above
9. Notwithstanding the provisions of each preceding item, a person who is considered to have a special reason that may cause a conflict of interest with the Company

Notes:

- 1: “Principal executive” refers to an executive director, an executive officer or an important employee whose position is ranked at the level of general manager or above.
- 2: “Entity for which the Group is a major business partner” refers to an entity that has received the payment of 2% or more of its consolidated net sales from the Group in the most recent fiscal year.
- 3: “Major business partner of the Group” refers to an entity that has paid the Group 2% or more of its consolidated net sales in the most recent fiscal year.
- 4: “Major shareholder” refers to a shareholder who holds 10% or more of the total number of voting rights of the Company directly or indirectly.
- 5: “A large amount of monetary consideration” refers to the amounts of ¥10 million or more a year, while for an organization, over 2% of the annual revenues, on average for the past three fiscal years.
- 6: “A large amount of donation” refers to amounts of over ¥10 million a year on average for the past three fiscal years.

## (Reference 2) Skills Matrix of Directors of the Company

In order to realize the SALA Group's 2030 Vision, the Company has set areas of particular importance for the Company's Board of Directors in the table below, and nominates personnel who have knowledge in each area as candidates for Director. The management structure after the Annual General Meeting of Shareholders will be as shown in the table below. The skills matrix shows only three areas in which the Company expects expertise and the demonstration of experience of each Director and does not represent all of the knowledge and experience of each Director.

Name	Areas in which the Company expects expertise and the demonstration of experience						
	Corporate Management	Sales/Marketing	Finance/Accounting	Personnel/Labor	Legal Affairs/Compliance/Risk Management	IT/DX	ESG/Sustainability
Goro Kamino President and Representative Director, Group Representative and CEO	●	●				●	
Takayuki Watarai Managing Director		●				●	●
Takahisa Kurebayashi Director	●	●				●	
Keitaro Suzuki Director	●	●	●				
Sachiko Otsuji Director				●	●		●
Yoshio Ichiryu Outside Director		●		●			●
Kazutaka Okubo Outside Director			●		●	●	
Hiroki Takekawa Director (Full-Time Audit and Supervisory Committee Member)			●		●		●
Naomi Muramatsu Outside Director (Audit and Supervisory Committee Member)				●	●		●
Tetsuo Agata Outside Director (Audit and Supervisory Committee Member)	●	●					●

**Proposal No. 3: Partial Amendments to Share-based Remuneration, etc., Accompanying the Addition of Performance-linked Elements to Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

1. Reasons for the proposal and reasons for appropriateness of such remuneration

The remuneration for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; applicable to the rest of this proposal) consists of basic remuneration and share-based remuneration. Among these, share-based remuneration was approved by shareholders at the 18th Annual General Meeting of Shareholders held on February 21, 2020, as a share-based remuneration plan using a trust (hereinafter referred to as the "Plan"), and has been operated accordingly. Through this proposal, the Company requests your approval for adding a performance-linked element to the Plan.

In addition, we propose that details of the Plan be left to the discretion of the Board of Directors within the framework described in 2 below.

The Plan was introduced with the aim of clarifying the link between the remuneration of Directors and share value of the Company and having Directors share in the benefits and risks of share value fluctuations with shareholders, thereby enhancing awareness among Directors of contributing to improving medium- to long-term performance and increasing corporate value. A new performance-linked element will be added to the Plan with the aim of awarding Directors incentives to further achieve performance targets and sustainably increase corporate value.

The remuneration framework under the Plan after the changes in this proposal, as with the remuneration framework under the Plan before the changes, will be separate from the maximum amount of remuneration (which shall be not more than ¥200 million per annum (of which not more than ¥30 million per annum for outside Directors, excluding employee salaries)) of Directors (excluding Directors who are Audit and Supervisory Committee Members, but including outside Directors) approved at the 18th Annual General Meeting of Shareholders. It will apply to Directors serving during the three fiscal years from the fiscal year ending November 30, 2025 to the fiscal year ending November 30, 2027 (hereinafter referred to as the "Applicable Period") (however, the Applicable Period may be extended as described below).

An overview of the policy for determining the details of remuneration, etc. of individual Directors of the Company is described on pages 29 and 30 of the Business Report (Japanese only). However, subject to approval of this proposal, the policy will be amended as outlined in this proposal. Accordingly, the details of this proposal are deemed to be appropriate as they are necessary and reasonable for achieving the objective of the Plan (above) after the changes and for paying remuneration, etc. in accordance with the policy after the changes.

If Proposal No. 2 "Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved as proposed, the number of Directors eligible for the Plan will be three.

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

The amount and details of remuneration, etc. under the Plan after the changes are as follows.

(1) Overview of the Plan

The Plan is a share-based remuneration plan, in which a trust established and funded with money by the Company (already established; hereinafter referred to as the "Trust") shall acquire shares of the Company, and a number of such shares corresponding to the number of points awarded to each Director by the Company shall be delivered to the Director through the Trust.

Such shares shall be delivered to each Director at the time of his/her retirement from office, in principle.

The overview of the Plan after the changes in this proposal is as follows.

(i)	Persons eligible for the Plan	The Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors)
(ii)	Applicable period	From the fiscal year ending November 30, 2025 to the fiscal year ending November 30, 2027
(iii)	In the event the applicable period in (ii) is extended, the upper limit of money contributed by the Company as funds necessary to acquire shares of the Company to be delivered to the eligible persons stated in (i) during the extended period.	Amount calculated by multiplying the number of fiscal years during the extended period by ¥50 million
(iv)	Method of acquiring shares of the Company (in the event the applicable period in (ii) above is extended and additional shares of the Company are acquired)	Disposal of treasury shares or purchase through the exchange market (including in after-hours trading)
(v)	Upper limit of the total number of points to be awarded to the eligible persons in (i)	75,000 points for each fiscal year
(vi)	Standard for awarding points	Points are awarded to the eligible persons according to their position, achievement level of performance targets, etc.
(vii)	Timing of delivery of the Company's shares to the eligible persons in (i)	Upon retirement, in principle

## (2) Upper limit of money contributed by the Company

Based on the resolution at the 16th Annual General Meeting of Shareholders held on February 21, 2018, the Company entrusted to the Trust an amount of money within the scope of the resolution at the aforementioned general meeting of shareholders as funds necessary to acquire the Company's shares to deliver to Directors (at this point in time, Directors before the transition to a company with audit and supervisory committee) based on the Plan before changes, and the Trust has acquired shares of the Company using the trust money as funds. The delivery of the Company's shares to Directors as remuneration based on the Plan after changes based on the proposal shall use the Company's shares held inside the Trust.

Note that the Plan may be continued, by resolution of the Board of Directors of the Company, by extending the applicable period until any time within 10 fiscal years prescribed each time and, in line with this, extending the trust period of the Trust (including the case where the trust property of the Trust is transferred to a trust that has the same purpose as that of the Trust established by the Company, effectively extending the trust period; hereinafter the same). In this case, during the extended period, the Company shall additionally entrust to the Trust an amount of money up to ¥50 million multiplied by the number of business years during the extended period (Note), as funds necessary to make an additional acquisition of the Company's shares to deliver to Directors under the Plan, to continue the awarding of points and delivery of the Company's shares as described in (3) below.

In addition, if the Plan is not continued and there is no extended period as described above, for Directors who have already been awarded points but have not yet retired at the expiration of the trust period, the trust period of the Trust may be extended until such Directors retire and the delivery of Company shares is completed.

Note: The money that the Company actually entrusts to the Trust will be the sum of the aforementioned funds for acquiring the Company's shares and the estimated required expenses, including trust fees and trust administrator fees. Funds necessary to acquire the Company's shares to be delivered to Executive Officers of the Company and officers of Company subsidiaries who are eligible for the same remuneration plan as the Plan, will also be entrusted to the Trust.

## (3) Method for calculating the number of the Company's shares to be delivered to Directors, and the upper limit thereof

### (i) Method for awarding points to Directors

The Company shall, pursuant to the Share Delivery Regulations that the Company's Board of Directors has established, award points to each Director according to their position, achievement level of performance targets, etc. at the date of awarding points set forth in the Share Delivery Regulations during the trust period.

The total number of points awarded to Directors for each fiscal year will not exceed 75,000. Even if this proposal is approved as proposed, after the conclusion of this Annual General Meeting of Shareholders, points may be awarded within the limits of the resolution at the 18th Annual General Meeting of Shareholders, based on the Plan before the changes of this proposal as payment for the execution of duties for the period until the conclusion of this Annual General Meeting of Shareholders.

(ii) Delivery of the Company's shares according to points awarded

Directors shall receive the delivery of the Company's shares in accordance with the procedure described in (iii) below based on the number of points awarded under (i) above. However, if a Director is dismissed or resigns due to causing damage to the Company, all or part of the points awarded up to that time shall be forfeited, and the Director shall not receive delivery of the Company's shares corresponding to the forfeited points.

One point will equal one share of the Company. If, however, it is deemed reasonable to adjust the number of the Company's shares for delivery, such as for a share split or share consolidation, the number of the Company's shares per point shall be adjusted according to such share split or share consolidation, etc.

(iii) Delivery of the Company's shares to Directors

In principle, when a Director retires, they shall acquire the beneficiary rights of the Trust in accordance with the prescribed beneficiary vesting procedures, and receive delivery of the Company's shares described in (ii) above (including the Company's shares corresponding to the points awarded in accordance with the previous version of the Plan), as a beneficiary of the Trust.

However, a certain portion of the shares of the Company to be delivered may be sold/realized in the Trust first for the purpose of the Company to withhold funds to pay taxes such as withholding taxes, and delivered in the form of money in lieu of shares of the Company. In addition, in the event of realization of shares of the Company held in the Trust due to the settlement following the circumstances such as subscription of a tender offer for shares of the Company held in the Trust, the Trust may also effect the delivery in the form of money in lieu of shares of the Company.

(4) Exercise of the voting rights

Pursuant to the instructions of the trust administrator who is independent from the Company and its officers, the voting rights associated with the shares of the Company held in the Trust shall not be exercised without exception, which will assure the neutrality of the Company's management in relation to exercise of the voting rights of such shares.

(5) Handling of dividends

Dividends on the shares of the Company held in the Trust shall be received by the Trust, and shall be applied towards payment for acquisition of shares of the Company, trust fees for the trustee associated with the Trust, etc.