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Securities code: 3966
March 10, 2022

To Shareholders with Voting Rights:

Yusuke Inagaki
Representative Director and Co-CEO
Taira Sakuma
Representative Director and Co-CEO
Uzabase, Inc.
7-7-7 Roppongi, Minato-ku, Tokyo, Japan

NOTICE OF THE 14TH 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 14th Annual General Meeting of Shareholders of Uzabase, Inc. (the "Company") will be held as described below.

The General Meeting of Shareholders provides an opportunity for the Company to have a dialogue with its shareholders, which is important, and we would cordially invite all shareholders to attend the meeting under normal circumstances. However, in view of the current situation of novel coronavirus disease (COVID-19), **for this fiscal year, we encourage you to, as far as possible, exercise your voting rights beforehand by returning the Voting Rights Exercise Form or by using the Internet, and refrain from attending the meeting in person.** Please review the Reference Documents for the General Meeting of Shareholders below, indicate your approval or disapproval for each item on the enclosed Voting Rights Exercise Form, and return it such that it arrives by Thursday, March 24, 2022, 6 p.m. Japan time. Alternatively, you could exercise your voting rights via the Internet.

1. Date and Time: Friday, March 25, 2022 at 07:00 p.m. Japan time

2. Place: 3F, Tri-Seven Roppongi
7-7-7 Roppongi, Minato-ku, Tokyo

3. Meeting Agenda:

Items to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 14th Fiscal Year (January 1, 2021 – December 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 14th Fiscal Year (January 1, 2021 – December 31, 2021)

Items to be resolved:

Item 1:	Partial Amendments of the Articles of Incorporation
Item 2:	Election of Six (6) Directors Who Are Not Audit & Supervisory Committee Members
Item 3:	Election of One (1) Director Who Is an Audit & Supervisory Committee Member
Item 4:	Setting of the Amount of Remuneration, Etc. for Directors Who Are Not Audit & Supervisory Committee Members
Item 5:	Setting of the Amount of Remuneration, Etc. for Directors Who Are Audit & Supervisory Committee Members
Item 6:	Setting of the Amount of Remuneration, Etc. Due to the Introduction of Post-delivery Type Stock-based Remuneration Plan for Directors Who Are Not Audit & Supervisory Committee Members
Item 7:	Setting of the Amount of Remuneration, Etc. Due to the Introduction of Post-delivery Type Stock-based Remuneration Plan for Directors Who are Audit & Supervisory Committee Members
Item 8:	Determination of the Amount of Remuneration, Etc. and Specific Details Related to Stock Acquisition Rights as Stock Options for Directors Who Are Not Audit & Supervisory Committee Members
Item 9:	Determination of the Amount of Remuneration, Etc. and Specific Details Related to Stock Acquisition Rights as Stock Options for Directors Who Are Audit & Supervisory Committee Members

Request for shareholders to refrain from attending the meeting in person

- ✓ **In order to prevent the spread of COVID-19, we sincerely request all shareholders to refrain from attending the meeting in person.**
  - ★ **On the day, while the chairman and some members of the board of directors shall be present at the meeting hall, all other officers shall be attending the meeting remotely through an online conference system, and shall not be present at the meeting hall.**
  - ★ **The exercising of voting rights, submission of questions, etc. can also be conducted through websites designated by the Company. Therefore, please utilize these websites.**
- ✓ **For more details on the measures that will be taken in response to COVID-19 on the day of the General Meeting of Shareholders, please refer to the Company's website. (If any changes are made to the operation of the Meeting after this Notice has been sent out, the changes shall be posted on the Company's website.)**

How to participate in the panel discussion part of the meeting

Shareholders who attend the meeting online on the day can watch the panel discussion part of the Annual General Meeting of Shareholders through the same livestreaming website.

Online disclosure

- ✓ If there are any changes to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, they will be posted online on the Company's website (https://www.uzabase.com/).
- ✓ Among the documents to be provided in this Notice of Annual General Meeting of Shareholders, the following matters are posted online on the Company's website (https://www.uzabase.com/), in accordance with provisions of laws and regulations as well as Article 14 of the Company's Articles of Incorporation. The documents provided in this Notice of Annual General Meeting of Shareholders are part of the Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit & Supervisory Committee in the preparation of the audit report, and part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Accounting Auditor in the preparation of the accounting audit report.

Business Report	Main business activities, Main offices, Status of employees, Matters regarding share acquisition rights, Status of Accounting Auditor, Systems for Ensuring Appropriateness of Business Activities, Overview of the State of Operations of Systems for Ensuring Appropriateness of Business Activities, Policy on Determination of Dividends from Surplus, etc.
Consolidated Financial Statements	Consolidated Statement of Change in Equity, Notes to the Consolidated Financial Statements
Non-consolidated Financial Statements	Non-consolidated Statement of Change in Equity, Notes to the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Items and References

Item 1: Partial Amendments of the Articles of Incorporation

1. Reasons for the Proposal

The Company will relocate its head office to Marunouchi, Chiyoda-ku, Tokyo with the objective of realizing new value creation through partnerships between large companies and startups. Accordingly, the location of the head office stipulated in Article 3 of the current Articles of Incorporation shall be changed from "Minato-ku, Tokyo" to "Chiyoda-ku, Tokyo." A supplementary provision shall be established to the effect that this change will take effect on the date of head office relocation, which will be decided at a meeting of the Board of Directors to be held by May 31, 2022, and this supplementary provision shall be deleted after the effective date has passed.

Additionally, as the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022, in order to prepare for the introduction of a system for electronic provision of the documents for the general meeting of shareholders, the Articles of Incorporation of the Company shall be amended as follows: (1) establish a provision that the Company shall take electronic provision measures for information contained in the reference documents for the general meeting of shareholders, etc., as well as a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it; (2) delete the provisions for the Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. stipulated in Article 14 of the current Articles of Incorporation; and (3) establish supplementary provisions related to the effective date, etc. in line with the above establishment and deletion of the provisions.

2. Details of Amendments

The details of the amendments are as follows.

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Location of the Head Office) Article 3 The head office of the Company shall be located at <u>Minato-ku, Tokyo</u>.	(Location of the Head Office) Article 3 The head office of the Company shall be located at <u>Chiyoda-ku, Tokyo</u>.
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) Article 14 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated	<Deleted>

Current Articles of Incorporation	Proposed Amendments
financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.	
<Newly established>	(Electronic Provision Measures, Etc.) Article 14 The Company shall, when convening a general meeting of shareholders, take electronic provision measures for information contained in the reference documents for the general meeting of shareholders, etc. 2. Among the matters to be provided through electronic provision measures, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.
<Newly established>	(Supplementary Provisions) Article 2 The change to Article 3 (Location of the Head Office) shall take effect on the date of head office relocation, which shall be decided at a meeting of the Board of Directors to be held by May 31, 2022. This Supplementary Provision Article 2 shall be deleted after the effective date of the head office relocation has passed. Article 3 The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the new establishment of the proposed Article 14 (Electronic Provision Measures, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”). 2. Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from the Effective Date.

Current Articles of Incorporation	Proposed Amendments
	3. This Supplementary Provision Article 3 shall be deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.

Item 2: Election of Six (6) Directors Who Are Not Audit & Supervisory Committee Members

At the conclusion of this Annual General Meeting of Shareholders, the terms of all six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter the same shall apply for this Item) of the Company will expire. Accordingly, we propose the election of six (6) Directors.

The candidates for Directors are as follows.

Regarding this Item, the Audit & Supervisory Committee of the Company has deemed that all candidates for Directors are qualified.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yusuke Inagaki (May 12, 1981)	April 2004 Joined ABeam Consulting Ltd. April 2008 Founded the Company Director April 2017 Representative Director (current position) April 2017 Representative Director, NewsPicks, Inc. October 2021 Outside Director, Canly, Inc. (current position) October 2021 Founded UB Datatech, Inc. Director (current position) November 2021 Representative Director, NewsPicks, Inc. (current position) [Significant concurrent positions] • Representative Director, NewsPicks, Inc. • Director, UB Datatech, Inc. • Outside Director, Canly, Inc.	2,483,294
2	Taira Sakuma (January 31, 1982)	April 2007 Joined UBS Securities Japan (currently UBS Securities Japan Co., Ltd.) January 2013 Joined the Company July 2013 Executive Officer January 2017 Representative Director, INITIAL, Inc. April 2017 Director, Mimir, Inc. (current position) August 2017 Founded FORCAS, Inc. Representative Director March 2020 Director, the Company January 2021 Representative Director (current position) November 2021 Representative Director, NewsPicks, Inc. (current position) February 2022 Director, Alphadrive Co., Ltd. (current position) [Significant concurrent positions] • Representative Director, NewsPicks, Inc. • Director, Mimir, Inc. • Director, Alphadrive Co., Ltd.	60,989

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Shinobu Matsui (January 27, 1977)	Certified Public Accountant October 1999 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC) October 2001 Joined PricewaterhouseCoopers Tax Office (currently PwC Tax Japan) March 2014 Corporate Auditor, the Company August 2015 Retired as Corporate Auditor Joined the Company January 2018 Executive Officer (Head of Corporate Division) January 2019 Executive Officer, Chief Operating Officer January 2020 Executive Officer, Chief People and Administrative Officer March 2021 Director, Chief People and Administrative Officer (current position) May 2021 Outside Director (Audit & Supervisory Committee Member), Unifa Inc. (current position) June 2021 Outside Director, Panasonic Corporation (current position) [Significant concurrent positions] • Outside Director, Panasonic Corporation • Outside Director (Audit & Supervisory Committee Member), Unifa Inc.	6,982
4	Yusuke Umeda (April 26, 1981)	April 2004 Joined Corporate Directions, Inc. February 2007 Joined UBS Securities Japan (currently UBS Securities Japan Co., Ltd.) April 2008 Founded the Company Representative Director April 2015 Founded NewsPicks, Inc. Representative Director November 2017 Representative Director, the Company May 2018 Representative Director, NewsPicks, Inc. July 2018 Director, Quartz Media, Inc. December 2020 Retired as Representative Director, the Company and Representative Director, NewsPicks, Inc. January 2021 Director, the Company (current position) [Significant concurrent positions] None	4,543,400

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Masao Hirano (August 30, 1955)	April 1980 Joined JGC CORPORATION November 1987 Joined McKinsey & Company, Inc. July 1993 Partner July 1998 Managing Director and Japan Office Head November 2007 Managing Director and Co-Head of Carlyle Japan LLC January 2012 President & Representative Director, M&I Co., Ltd. (current position) April 2012 Professor, Faculty of Commerce, Waseda University (current position) May 2015 Outside Director, Dexerials Corporation August 2016 Outside Director (Audit and Supervisory Committee Member), LOCONDO, Inc. June 2017 Outside Director (Audit and Supervisory Committee Member), LITALICO Inc. March 2019 Outside Director, the Company (current position) Outside Director, PLAID, Inc. (current position) August 2019 Director and Chairman, Spiral Capital, Inc. (current position) [Significant concurrent positions] • President & Representative Director, M&I Co., Ltd. • Professor, Faculty of Commerce, Waseda University • Chairman, Spiral Capital, Inc. • Outside Director, PLAID, Inc.	1,484

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	* Saki Igawa (October 10, 1980)	April 2003 Joined Staff Service Holdings Co., Ltd. April 2006 Joined M-OUT Inc. June 2010 Joined Pretzel Japan Co., Ltd. September 2013 Joined TORIDOLL. Corporation November 2014 Joined Blue Bottle Coffee Japan LLC June 2015 Director November 2018 Transferred to BLUE BOTTLE COFFEE Inc. VP of Experience (officer in charge of experience) August 2019 Asia President October 2020 Chief Brand Officer July 2021 Outside Director, YA-MAN LTD. (current position) [Significant concurrent positions] • Outside Director, YA-MAN LTD.	–

Notes: 1. * represents a new candidate for Director.

2. There are no special interests between the candidates for Directors and the Company.
3. The number of shares of the Company held by each candidate for Director includes shares substantially held in the name of the Uzabase Officers' Shareholding Association.
4. Mr. Masao Hirano and Ms. Saki Igawa are candidates for Outside Directors. Based on the provisions stipulated by Tokyo Stock Exchange, Inc., the Company has registered Mr. Masao Hirano as an Independent Director to the said exchange. If he is elected as originally proposed, he shall continue to be designated as an Independent Director. If Ms. Saki Igawa is elected as originally proposed, she shall be newly designated as an Independent Director.
5. Mr. Yusuke Inagaki has led the Group through its organizational construction as a Director since the Company's founding, and as a Representative Director since April 2017, and has contributed immensely to business development. As we have deemed that he will perform an appropriate role in business expansion and overall management going forward, we have nominated him as a candidate for Director.
6. Since joining the Company in 2013, Mr. Taira Sakuma has served as the person in charge of the Japan business of "SPEEDA" until July 2017, and has subsequently contributed immensely to the business development of the Group as Representative Director of FORCAS, Inc. and INITIAL, Inc., subsidiaries of the Company (the both were merged through absorption by the Company in April 2021). He has also led the overall management of the Company as a Director of the Company from March 2020, and as a Representative Director of the Company from January 2021. As we have deemed that he will perform an appropriate role in furthering business expansion going forward, we have nominated him as a candidate for Director.
7. Since joining the Company in August 2015, Ms. Shinobu Matsui was appointed as Executive Officer of an administrative department of the Company in 2018, and has supported the Company's management through efforts such as the construction of a compliance system and the realization of the corporate project, by utilizing her insight in a wide range of administrative fields. She has also led the overall administrative system of the Company's management as a Director of the Company from March 2021. As we have deemed that she will perform a role necessary to further strengthen and monitor the business administrative system, we have nominated her as a candidate for Director.
8. Mr. Yusuke Umeda has led business development as a Representative Director since the Company's founding. Even after retiring as Representative Director of the Company in

December 2020, using his capabilities and experience, we have deemed that he will perform a role that ensures effective governance of the Company's management, and have nominated him as a candidate for Director.

9. Based on the Company's Articles of Incorporation, the Company has concluded a contract with Mr. Masao Hirano that limits his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, to the amount stipulated by laws and regulations. If his reelection is approved, the Company plans to continue the above liability limitation contract with him.
10. Based on Mr. Masao Hirano's abundant knowledge and experience regarding corporate management acquired through serving at business corporations, consulting firms and investment funds, we have deemed that he will provide appropriate advice for the future business growth of the Company, and will ensure effective governance of the Company's management. Therefore, we have nominated him as a candidate for Outside Director.
11. At the conclusion of this Annual General Meeting of Shareholders, Mr. Masao Hirano will have served as Outside Director of the Company for three years.
12. If the election of Ms. Saki Igawa is approved, based on the Company's Articles of Incorporation, the Company plans to conclude a limited liability contract with her that limits her liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, to the amount stipulated by laws and regulations.
13. Based on Ms. Saki Igawa's abundant knowledge and experience such as business experience in the U.S., branding knowledge, and experience as an outside officer of other companies, we have deemed that she will provide appropriate advice for the future business growth of the Company, and will ensure effective governance of the Company's management. Therefore, we have nominated her as a candidate for Outside Director.
14. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The aforementioned insurance contract covers damages and litigation costs incurred by the insured, in the event of a claim for damages arising from an act (including an omission) committed by the insured in his or her capacity as an officer of the Company. Insurance premiums are fully borne by the Company. Any damages and costs incurred by officers themselves who commit criminal acts such as bribery and intentional illegal acts will not be covered, as measures to ensure that the contract does not impair the appropriateness of the execution of duties by officers.

Item 3: Election of One (1) Director Who Is an Audit & Supervisory Committee Member

At the conclusion of this Annual General Meeting of Shareholders, Director who is an Audit & Supervisory Committee Member Ms. Yukari Sakai will retire from office by resignation. Accordingly, we propose the election of one (1) new Director who is an Audit & Supervisory Committee Member.

The Audit & Supervisory Committee has already given its approval to this Item.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Shintaro Asako (June 14, 1974)	August 1998 Joined Arthur Andersen LLP June 2002 Joined KPMG LLP July 2005 Vice President, Finance and Accounting Department, MediciNova, Inc. November 2006 Chief Financial Officer July 2011 Vice President, Finance Department, DeNA West January 2012 Chief Financial Officer October 2013 Chief Executive Officer, Chief Financial Officer June 2015 Outside Director, Accucela, Inc. (current position) March 2016 Outside Director, Kubota Pharmaceutical Holdings Co., Ltd. (current position) February 2017 Chief Executive Officer, Chief Financial Officer, DeNA Corp April 2017 Executive Officer, Head of the Corporate Planning Unit, DeNA Co., Ltd. July 2017 Executive Officer, CFO, Head of the Corporate Planning Unit July 2019 Outside Director, 7-Eleven, Inc. (current position) August 2019 Outside Director, Kura Sushi USA, Inc. (current position) November 2019 Director, Medmain Inc. December 2019 Outside Director, inglewood Co., Ltd. (current position) March 2020 Outside Director, the Company (current position) [Significant concurrent positions] • Outside Director, Kubota Pharmaceutical Holdings Co., Ltd. • Outside Director, Kura Sushi USA, Inc. • Outside Director, 7-Eleven, Inc.	1,137

Notes: 1. There are no special interests between Mr. Shintaro Asako and the Company.

2. The number of shares of the Company held by the candidate includes shares substantially held in the name of the Uzabase Officers' Shareholding Association.
3. Mr. Shintaro Asako is a candidate for Outside Director. Based on the provisions stipulated by Tokyo Stock Exchange, Inc., the Company has registered Mr. Shintaro Asako as an Independent Director to the said exchange. If he is elected as originally proposed, he shall continue to be designated as an Independent Director.
4. Based on the Company's Articles of Incorporation, the Company has concluded a contract with Mr. Shintaro Asako that limits his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, to the amount stipulated by laws and regulations. If his

reelection is approved, the Company plans to continue the above liability limitation contract with him.

5. Based on Mr. Shintaro Asako's abundant knowledge and experience regarding finance and business management acquired through serving at business corporations in the U.S. and Japan, we have deemed that he will provide appropriate advice for the future business growth of the Company, and will ensure effective governance of the Company's management. Therefore, we have nominated him as a candidate for Outside Director.
6. At the conclusion of this Annual General Meeting of Shareholders, Mr. Shintaro Asako will have served as Outside Director of the Company for two years.
7. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The aforementioned insurance contract covers damages and litigation costs incurred by the insured, in the event of a claim for damages arising from an act (including an omission) committed by the insured in his or her capacity as an officer of the Company. Insurance premiums are fully borne by the Company. Any damages and costs incurred by officers themselves who commit criminal acts such as bribery and intentional illegal acts will not be covered, as measures to ensure that the contract does not impair the appropriateness of the execution of duties by officers.

Item 4: Setting of the Amount of Remuneration, etc. for Directors Who are not Audit & Supervisory Committee Members

The amount of remuneration for the Company's Directors who are not Audit & Supervisory Committee Members was approved as an amount not to exceed 1 billion yen per annum (including an amount not to exceed 150 million yen per annum for Outside Directors; however, the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees) at the 11th Annual General Meeting of Shareholders held on March 28, 2019. If Item 6 and Item 8 are approved and passed as originally proposed, the Company will introduce, as explained later, a new post-delivery type stock-based remuneration plan and remuneration, etc. related to stock acquisition rights. The purpose of introducing these remuneration measures is to increase the number of officers and employees who have entrepreneurial, managerial, and shareholder perspectives and to secure talented human resources by designing systems and remuneration levels compatible with domestic and international standards, with an aim to achieve the expansion of the Company's business performance, globalization, and its increased corporate value over the medium- to long-term.

Accordingly, in conjunction with the introduction of the above stock-based remuneration plan, the Company also seeks approval to change the amount of remuneration (provided, this shall be the amount of remuneration other than post-delivery type stock-based remuneration and stock options) for Directors who are not Audit & Supervisory Committee Members, from an amount not exceeding 1 billion yen per annum to an amount not exceeding 500 million yen per annum (including an amount not to exceed 75 million yen per annum for Outside Directors; the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees).

The Company has established a policy for determining remuneration, etc. for Directors who are not Audit & Supervisory Committee Members as described in the Business Report. If this Item, Item 6, and Item 8 are approved and passed, the Company intends to change the policy for determining the amount of remuneration, etc. for officers or the calculation method thereof to stipulate that, for the purpose mentioned above, stock-based remuneration (post-delivery type stock-based remuneration and/or stock options) as medium- to long-term incentives shall be paid in addition to fixed remuneration.

The Company believes that the amount of remuneration, etc. pertaining to this Item is reasonable as it is for paying fixed remuneration on the premise of the above policy.

The specific timing of payment and allocation to each Director shall be determined by the Board of Directors of the Company based on deliberation and recommendations of the Company's voluntary Nomination and Compensation Committee.

At present, there are six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors). If Item 2 is approved, there will be six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors).

This Item shall come into effect subject to approval and passing of Item 6 and Item 8.

Item 5: Setting of the Amount of Remuneration, etc. for Directors Who are Audit & Supervisory Committee Members

The amount of remuneration for the Company's Directors who are Audit & Supervisory Committee Members was approved as an amount not to exceed 100 million yen per annum at the 11th Annual General Meeting of Shareholders held on March 28, 2019. If Item 7 and Item 9 are approved and passed as originally proposed, the Company will introduce, as explained later, a new post-delivery type stock-based remuneration plan. Accordingly, in conjunction with the introduction of the above stock-based remuneration plan, the Company also seeks approval to change the amount of remuneration (provided, this shall be the amount of remuneration other than post-delivery type stock-based remuneration and stock options) for Directors who are Audit & Supervisory Committee Members, from an amount not exceeding 100 million yen per annum to an amount not exceeding 50 million yen per annum.

The specific timing of payment and allocation to each Audit & Supervisory Committee Member shall be determined through discussions among each Audit & Supervisory Committee Member. The Company believes that the amount of remuneration, etc. pertaining to this Item is reasonable in light of the responsibilities of Audit & Supervisory Committee Members.

At present, there are three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors). If Item 3 is approved, there will be three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors).

This Item shall come into effect subject to approval and passing of Item 7 and Item 9.

Item 6: Setting of the Amount of Remuneration, etc. due to the Introduction of Post-delivery Type Stock-based Remuneration Plan for Directors Who are not Audit & Supervisory Committee Members

In order to sustainably improve corporate value and further promote value sharing between Directors and shareholders, if Item 4 and Item 8 are approved and passed as originally proposed, the Company seeks approval to introduce a new post-delivery type stock-based remuneration plan explained below (hereinafter, the "Plan") for the Company's Directors who are not Audit & Supervisory Committee Members (hereinafter, "Payment Eligible Directors"), with the remuneration amount not exceeding 250 million yen per annum (including an amount not to exceed 40 million yen per annum for Outside Directors; however, the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees), separately from the remuneration amount limit described in Item 4.

This Item is in line with the policy for determining the amount of remuneration, etc. for Directors who are not Audit & Supervisory Committee Members or the calculation method thereof. The policy is described in the Business Report and outlines a basic principle of designing a remuneration system that is based on the spirit of "Growth Together" and incentivizes the sustainable improvement of corporate value. Furthermore, the content of this Item is necessary and reasonable for granting individual remuneration, etc. to Directors. In addition, the total number of shares to be issued to Payment Eligible Directors or disposed of in one year accounts for 1% or less of the total number of shares issued (as of February 17, 2022). Therefore, the Company believes that the content of this Item is reasonable.

At present, there are six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors). If Item 2 is approved, there will be six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors).

1. Overview of the Plan

The Plan is a stock-based remuneration system with the following scheme; a specific number of units will be paid in advance to Payment Eligible Directors according to the level of their roles and other factors; in principle, a number of units equal to a percentage of the paid units, where the percentage is determined by the Board of Directors of the Company, will be vested, subject to the Payment Eligible Director serving continuously (hereinafter, "Continuous Service") as Director, Executive Officer, or an employee of the Company or its affiliated companies over a period of one year or less as determined by the Board of Directors of the Company (hereinafter, the "Vesting Calculation Period"); and common shares of the Company will be delivered according to the number of vested units.

The Company will pay each Payment Eligible Director monetary remuneration claims to be contributed in kind, according to the number of common shares of the Company to be delivered to each Payment Eligible Director, and each Payment Eligible Director will receive the allotment of common shares of the Company by contributing all the above monetary remuneration claims in kind.

2. Amount of Remuneration, etc., Calculation Method, etc. under the Plan

(1) Upper limit of the number of shares delivered to Payment Eligible Directors and calculation method

The upper limit of the total number of common shares of the Company to be delivered to Payment Eligible Directors shall be 200,000 shares per annum (including not more than 30,000 shares for Outside Directors).

If, on or after the date this Item is resolved, a stock split (including a gratis allotment of common shares of the Company) or stock consolidation is conducted in regard to the Company's common shares, or if other similar circumstances arise that necessitate an adjustment to the total number

of common shares of the Company to be allotted, the said total number of common shares of the Company may be reasonably adjusted.
The Company will deliver a certain number of common shares of the Company equivalent to the number of units to be vested based on a percentage of paid units where the percentage is determined by the Board of Directors of the Company (one (1) unit equals one (1) share), subject to Continuous Service over the Vesting Calculation Period.

(2) Upper limit of monetary remuneration claims granted by the Company and calculation method
As mentioned above, the upper limit of the total amount of monetary remuneration claims for units under the Plan shall be 250 million yen per annum (including 40 million yen per annum for Outside Directors; however, the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees).
The amount of monetary remuneration claims to be paid to each Payment Eligible Director will be calculated by multiplying the number of shares that will be delivered after units are vested, by the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of resolution by the Board of Directors of the Company for the issuance or disposal of the Company's common shares (if there are no trades on the business day, the closing price on the most recent trading day prior to that day).

3. Other

(1) Lapse of units, etc.
If the Payment Eligible Director has committed certain illegal acts as determined by the Board of Directors of the Company or falls under any other circumstances as determined by the Board of Directors of the Company, the Payment Eligible Director shall lose all or part of unvested units. In addition, if it is discovered after vesting of units that any such circumstance or act causing such circumstance existed prior to vesting, and if the Company deems it reasonable, the Payment Eligible Director shall return, without consideration, all or part of the Company's common shares delivered for the relevant units or cash equivalent to such shares.

(2) Treatment in organizational restructuring
If, by the time of delivery of the Company's common shares, a merger agreement where the Company will be the disappearing company, share exchange agreement where the Company will become a wholly owned subsidiary, share transfer plan, or other item related to organizational restructuring, etc. is approved at the general meeting of shareholders of the Company (however, this shall be the Board of Directors if the organizational restructuring, etc. does not require approval by the general meeting of shareholders of the Company), pursuant to a resolution of the Company's Board of Directors, the Company may adjust the number of its common shares to be delivered, etc. and the timing of delivery, or the amount of cash, etc.

4. Policy for Determining Individual Remuneration, etc. for Directors in Relation to the Introduction of the Plan

The Company has established a policy for determining remuneration, etc. for Directors who are not Audit & Supervisory Committee Members, as described in the Business Report. If this Item, Item 4, and Item 8 are approved and passed, the Company intends to change the policy for determining the amount of remuneration, etc. for officers or the calculation method thereof to stipulate that stock-based remuneration (post-delivery type stock-based remuneration and/or stock options) as medium- to long-term incentives shall be paid in addition to fixed remuneration.

Item 7: Setting of the Amount of Remuneration, etc. due to the Introduction of Post-delivery Type Stock-based Remuneration Plan for Directors Who are Audit & Supervisory Committee Members

In order to sustainably improve corporate value and further promote value sharing between Directors and shareholders, if Item 5 and Item 9 are approved and passed as originally proposed, the Company seeks approval to introduce a new post-delivery type stock-based remuneration plan explained below (hereinafter, the "Plan") for the Company's Directors who are Audit & Supervisory Committee Members (hereinafter, "Payment Audit & Supervisory Committee Members"), with a remuneration amount not exceeding 25 million yen per annum, separately from the remuneration amount limit described in Item 5.

The specific timing of payment and allocation to each Payment Audit & Supervisory Committee Member shall be determined through discussions among Directors who are Audit & Supervisory Committee Members based on the details below. As the total number of shares to be issued to Payment Audit & Supervisory Committee Members or disposed of in one year accounts for 1% or less of the total number of shares issued (as of February 17, 2022) under this Item, and considering the responsibilities of Payment Audit & Supervisory Committee Members, the Company believes that the content of this Item is reasonable.

At present, there are three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors). If Item 3 is approved, there will be three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors).

1. Overview of the Plan

The Plan is a stock-based remuneration system with the following scheme; a specific number of units will be paid in advance to Payment Audit & Supervisory Committee Members according to the level of their roles and other factors; in principle, a number of units equal to a percentage of the paid units, where the percentage is determined by the Board of Directors of the Company, will be vested, subject to the Payment Audit & Supervisory Committee Member serving continuously over a period of one year or less as determined by the Board of Directors of the Company (hereinafter, the "Vesting Calculation Period"); and common shares of the Company will be delivered according to the number of vested units.

The Company will pay each Payment Audit & Supervisory Committee Member monetary remuneration claims to be contributed in kind, according to the number of common shares of the Company to be delivered to each Payment Audit & Supervisory Committee Member, and each Payment Audit & Supervisory Committee Member will receive the allotment of common shares of the Company by contributing all the above monetary remuneration claims in kind.

2. Amount of Remuneration, etc., Calculation Method, etc. under the Plan

(1) Upper limit of the number of shares delivered to Payment Audit & Supervisory Committee Members and calculation method

The upper limit of the total number of common shares of the Company to be delivered to Payment Audit & Supervisory Committee Members shall be 20,000 shares per annum (including not more than 20,000 shares for Outside Directors).

If, on or after the date this Item is resolved, a stock split (including a gratis allotment of common shares of the Company) or stock consolidation is conducted in regard to the Company's common shares, or if other similar circumstances arise that necessitate an adjustment to the total number of common shares of the Company to be allotted, the said total number of common shares of the Company may be reasonably adjusted.

The Company will deliver a certain number of common shares of the Company equivalent to the number of units to be vested based on a percentage of paid units where the percentage is

determined by the Board of Directors of the Company (one (1) unit equals one (1) share), subject to continuous service over the Vesting Calculation Period.

(2) Upper limit of monetary remuneration claims granted by the Company and calculation method
As mentioned above, the upper limit of the total amount of monetary remuneration claims for units under the Plan shall be 25 million yen per annum.
The amount of monetary remuneration claims to be paid to each Payment Audit & Supervisory Committee Member will be calculated by multiplying the number of shares that will be delivered after units are vested, by the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of resolution by the Board of Directors of the Company for the issuance or disposal of the Company's common shares (if there are no trades on the business day, the closing price on the most recent trading day prior to that day).

3. Other

(1) Lapse of units, etc.
If the Payment Audit & Supervisory Committee Member has committed certain illegal acts as determined by the Board of Directors of the Company or falls under any other circumstances as determined by the Board of Directors of the Company, the Payment Audit & Supervisory Committee Member shall lose all or part of unvested units. In addition, if it is discovered after vesting of units that any such circumstance or act causing such circumstance existed prior to vesting, and if the Company deems it reasonable, the Payment Audit & Supervisory Committee Member shall return, without consideration, all or part of the Company's common shares delivered for the relevant units or cash equivalent to such shares.

(2) Treatment in organizational restructuring
If, by the time of delivery of the Company's common shares, a merger agreement where the Company will be the disappearing company, share exchange agreement where the Company will become a wholly owned subsidiary, share transfer plan, or other item related to organizational restructuring, etc. is approved at the general meeting of shareholders of the Company (however, this shall be the Board of Directors if the organizational restructuring, etc. does not require approval by the general meeting of shareholders of the Company), pursuant to a resolution of the Company's Board of Directors, the Company may adjust the number of its common shares to be delivered, etc. and the timing of delivery, or the amount of cash, etc.

Item 8: Determination of the Amount of Remuneration, etc. and Specific Details Related to Stock Acquisition Rights as Stock Options for Directors Who are not Audit & Supervisory Committee Members

In order to sustainably improve corporate value and further promote value sharing between Directors and shareholders, the Company seeks approval to set the amount of remuneration, etc. related to stock acquisition rights as stock options (hereinafter, "Stock Options") for the Company's Directors who are not Audit & Supervisory Committee Members, at no greater than 250 million yen per annum (including an amount no greater than 40 million yen per annum for Outside Directors; however, the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees), separately from the remuneration amount limit mentioned above, as well as to establish other terms of Stock Options.

The amount of remuneration, etc. related to Stock Options will be calculated by multiplying the fair value of each Stock Option estimated using the Black-Scholes model and other methods on the allotment date, by the number of Stock Options to be allotted to Directors.

If Item 4 is approved and passed as originally proposed, the amount of remuneration for the Company's Directors who are not Audit & Supervisory Committee Members will be an amount not to exceed 500 million yen per annum (including an amount not to exceed 75 million yen per annum for Outside Directors; however, the amount of remuneration for Directors who are not Audit & Supervisory Committee Members does not include employee salaries for Directors concurrently serving as employees).

The Company has established a policy for determining remuneration, etc. for Directors who are not Audit & Supervisory Committee Members as described in the Business Report. If this Item, Item 4, and Item 6 are approved and passed, the Company intends to change the policy for determining the amount of remuneration, etc. for officers or the calculation method thereof to stipulate that stock-based remuneration (post-delivery type stock-based remuneration and/or stock options) as medium- to long-term incentives shall be paid in addition to fixed remuneration.

This Item is in line with the policy for determining the amount of remuneration, etc. for Directors who are not Audit & Supervisory Committee Members or the calculation method thereof. The policy is described in the Business Report and outlines a basic principle of designing a remuneration system that is based on the spirit of "Growth Together" and incentivizes the sustainable improvement of corporate value. Furthermore, the content of this Item is necessary and reasonable for granting individual remuneration, etc. to Directors. In addition, the total number of shares to be issued to Directors eligible for payment when all Stock Options are exercised accounts for 1.0% or less of the total number of shares issued (as of February 17, 2022). Therefore, the Company believes that the content of this Item is reasonable.

The specific timing of payment and allocation to each Director eligible for payment shall be determined by the Board of Directors of the Company based on deliberation and recommendations of the Company's Nomination and Compensation Committee.

At present, there are six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors). If Item 2 is approved, there will be six (6) Directors who are not Audit & Supervisory Committee Members (including two (2) Outside Directors).

[Details of stock acquisition rights]

(1) Upper limit of the number of stock acquisition rights
The upper limit of the number of stock acquisition rights to be issued within one year of the date of the general meeting of shareholders for each fiscal year shall be 200,000 units.

(2) Class and number of shares to be issued upon exercise of stock acquisition rights

The class of shares to be issued upon exercise of stock acquisition rights shall be common stock of the Company, and the number of shares to be issued upon exercise of one (1) stock acquisition right shall be one (1) share.

However, if, on or after the date this item is resolved, the Company conducts a stock split (including a gratis allotment of common stock of the Company; the same shall apply hereinafter with respect to a stock split) or stock consolidation in regard to the Company's common stock, the number of shares to be granted shall be adjusted using the following formula, and any fraction less than one (1) share resulting from the adjustment shall be rounded down.

Number of shares to be granted after adjustment	=	Number of shares to be granted before adjustment	×	Ratio of stock split or stock consolidation

Additionally, apart from the above cases, if, on or after the allotment date of stock acquisition rights, circumstances arise that necessitate an adjustment to the number of shares to be granted, such number shall be appropriately adjusted within a reasonable range.

(3) Amount to be paid in for stock acquisition rights

Those who have been allotted stock acquisition rights are not required to pay any cash in exchange for the stock acquisition rights.

(4) Amount of assets to be contributed upon exercise of stock acquisition rights

The amount of assets to be contributed upon exercise of each stock acquisition right shall be the amount obtained by multiplying the amount to be paid per share that will be delivered upon exercise of each stock acquisition right (hereinafter, the "Exercise Price") by the number of shares to be granted.

The Exercise Price shall be the higher of the following: an amount obtained by multiplying the average of closing prices of the Company's common stock on the Tokyo Stock Exchange for each day (excluding days when there are no trades) of the month prior to the month on which the allotment date of stock acquisition rights falls by 1.05 (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen); or the closing price of the Company's common stock on the Tokyo Stock Exchange for the allotment date (if there is no closing price on such date, the closing price on the most recent trading day prior to that date).

If any circumstances arise that necessitate an adjustment of the Exercise Price, such as when the Company conducts a stock split or stock consolidation in regard to the Company's common stock, new shares are issued or treasury shares are disposed of at a price lower than the market value (excluding those cases resulting from the sale of treasury stock pursuant to Article 194 of the Companies Act (Demand for the Sale of Shares Less than One Unit by a Holder of Shares Less than One Unit), conversion of securities that are or can be converted into the Company's common stock, and exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights) with a right to demand the issuance of the Company's common stock), other types of shares are allotted to common shareholders without consideration, or if dividends are paid to common shareholders of other companies, the Company may adjust the Exercise Price within a reasonable range.

(5) Period during which stock acquisition rights may be exercised

Stock acquisition rights may be exercised during a period of five years or less from the allotment date of stock acquisitions rights, as determined by the Board of Directors of the Company.

(6) Conditions for the exercise of stock acquisition rights

(i) After a period of 30 days to 3 years as determined by the Board of Directors of the Company has elapsed, a certain portion of the total number of stock acquisition rights allotted to stock acquisition rights holders shall be vested based on the number determined by the Board of Directors of the Company (hereinafter, the vesting of stock acquisition rights shall be referred to as "vesting" or "vested"). Stock acquisition rights holders may exercise only the vested stock acquisition rights. However, if the stock acquisition rights holder loses the

position of Director, Executive Officer, Corporate Auditor, or an employee of the Company or its affiliated companies, vesting shall be canceled from that point onwards.

(ii) Other conditions for the exercise of stock acquisition rights shall be determined by the Board of Directors of the Company.

(7) Transfer restrictions on stock acquisition rights

Acquisition of stock acquisition rights through transfer shall be subject to approval by resolution of the Board of Directors of the Company.

(8) Matters related to the acquisition of stock acquisition rights

(i) If a merger agreement where the Company will be the disappearing company, a company split agreement or plan where the Company will be the splitting company, or a share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary is approved by the general meeting of shareholders (this shall be a resolution of the Board of Directors if approval by the general meeting of shareholders is not required), the Company may acquire all stock acquisition rights without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.

(ii) If stock acquisition rights become unexercisable due to the provisions set forth in (6) above without having been exercised by the stock acquisition rights holder, the Company may acquire stock acquisition rights held by the above stock acquisition rights holder without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.

(iii) If the stock acquisition rights holder loses all positions of Director, Executive Officer, Corporate Auditor, or an employee of the Company or its affiliated companies, the Company may acquire unvested stock acquisition rights held by the above stock acquisition rights holder without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.

Item 9: Determination of the Amount of Remuneration, etc. and Specific Details Related to Stock Acquisition Rights as Stock Options for Directors Who are Audit & Supervisory Committee Members

In order to sustainably improve corporate value and further promote value sharing between Directors and shareholders, the Company seeks approval to set the amount of remuneration, etc. related to stock options for the Company's Directors who are Audit & Supervisory Committee Members, at no greater than 25 million yen per annum, separately from the remuneration amount limit as mentioned above, as well as to establish other terms of stock options (please refer to [Details of stock acquisition rights] for details). The amount of remuneration, etc. related to the above stock options will be calculated by multiplying the fair value of each stock option estimated using the Black-Scholes model and other methods on the allotment date, by the number of stock options to be allotted to Directors.

If Item 5 is approved and passed as originally proposed, the amount of remuneration for the Company's Directors who are Audit & Supervisory Committee Members will be an amount not to exceed 50 million yen per annum.

The specific timing of payment and allocation to each Audit & Supervisory Committee Member eligible for payment shall be determined through discussions among Directors who are Audit & Supervisory Committee Members. As the total number of shares to be issued to Audit & Supervisory Committee Members eligible for payment when all stock options are exercised accounts for 1.0% or less of the total number of shares issued (as of February 17, 2022) under this Item, and considering the responsibilities of Audit & Supervisory Committee Members eligible for payment, the Company believes that the content of this Item is reasonable.

At present, there are three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors). If Item 3 is approved, there will be three (3) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors).

[Details of stock acquisition rights]

(1) Upper limit of the number of stock acquisition rights
The upper limit of the number of stock acquisition rights to be issued within one year of the date of the general meeting of shareholders for each fiscal year shall be 20,000 units.

(2) Class and number of shares to be issued upon exercise of stock acquisition rights
The class of shares to be issued upon exercise of stock acquisition rights shall be common stock of the Company, and the number of shares to be issued upon exercise of one (1) stock acquisition right shall be one (1) share.
However, if, on or after the date this item is resolved, the Company conducts a stock split (including a gratis allotment of common stock of the Company; the same shall apply hereinafter with respect to a stock split) or stock consolidation in regard to the Company's common stock, the number of shares to be granted shall be adjusted using the following formula, and any fraction less than one (1) share resulting from the adjustment shall be rounded down.

$$\text{Number of shares to be granted after adjustment} = \text{Number of shares to be granted before adjustment} \times \text{Ratio of stock split or stock consolidation}$$

Additionally, apart from the above cases, if, on or after the allotment date of stock acquisition rights, circumstances arise that necessitate an adjustment to the number of shares to be granted, such number shall be appropriately adjusted within a reasonable range.

(3) Amount to be paid in for stock acquisition rights
Those who have been allotted stock acquisition rights are not required to pay any cash in exchange for the stock acquisition rights.

(4) Amount of assets to be contributed upon exercise of stock acquisition rights
The amount of assets to be contributed upon exercise of each stock acquisition right shall be the amount obtained by multiplying the amount to be paid per share that will be delivered upon

exercise of each stock acquisition right (hereinafter, the "Exercise Price") by the number of shares to be granted.

The Exercise Price shall be the higher of the following: an amount obtained by multiplying the average of closing prices of the Company's common stock on the Tokyo Stock Exchange for each day (excluding days when there are no trades) of the month prior to the month on which the allotment date of stock acquisition rights falls by 1.05 (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen); or the closing price of the Company's common stock on the Tokyo Stock Exchange for the allotment date (if there is no closing price on such date, the closing price on the most recent trading day prior to that date).

If any circumstances arise that necessitate an adjustment of the Exercise Price, such as when the Company conducts a stock split or stock consolidation in regard to the Company's common stock, new shares are issued or treasury shares are disposed of at a price lower than the market value (excluding those cases resulting from the sale of treasury stock pursuant to Article 194 of the Companies Act (Demand for the Sale of Shares Less than One Unit by a Holder of Shares Less than One Unit), conversion of securities that are or can be converted into the Company's common stock, and exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights) with a right to demand the issuance of the Company's common stock), other types of shares are allotted to common shareholders without consideration, or if dividends are paid to common shareholders of other companies, the Company may adjust the Exercise Price within a reasonable range.

(5) Period during which stock acquisition rights may be exercised

Stock acquisition rights may be exercised during a period of five years or less from the allotment date of stock acquisitions rights, as determined by the Board of Directors of the Company.

(6) Conditions for the exercise of stock acquisition rights

(i) After a period of 30 days to 3 years as determined by the Board of Directors of the Company has elapsed, a certain portion of the total number of stock acquisition rights allotted to stock acquisition rights holders shall be vested based on the number determined by the Board of Directors of the Company (hereinafter, the vesting of stock acquisition rights shall be referred to as "vesting" or "vested"). Stock acquisition rights holders may exercise only the vested stock acquisition rights. However, if the stock acquisition rights holder loses the position of Director, Executive Officer, Corporate Auditor, or an employee of the Company or its affiliated companies, vesting shall be canceled from that point onwards.

(ii) Other conditions for the exercise of stock acquisition rights shall be determined by the Board of Directors of the Company.

(7) Transfer restrictions on stock acquisition rights

Acquisition of stock acquisition rights through transfer shall be subject to approval by resolution of the Board of Directors of the Company.

(8) Matters related to the acquisition of stock acquisition rights

(i) If a merger agreement where the Company will be the disappearing company, a company split agreement or plan where the Company will be the splitting company, or a share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary is approved by the general meeting of shareholders (this shall be a resolution of the Board of Directors if approval by the general meeting of shareholders is not required), the Company may acquire all stock acquisition rights without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.

(ii) If stock acquisition rights become unexercisable due to the provisions set forth in (6) above without having been exercised by the stock acquisition rights holder, the Company may acquire stock acquisition rights held by the above stock acquisition rights holder without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.

(iii) If the stock acquisition rights holder loses all positions of Director, Executive Officer, Corporate Auditor, or an employee of the Company or its affiliated companies, the Company may acquire unvested stock acquisition rights held by the above stock acquisition rights holder without consideration, upon the arrival of the date separately determined by the Board of Directors of the Company.