Securities code: 2168
August 7, 2026
Start date of measures for electronic provision: July 24, 2026

To: Our shareholders

Hirotaka Wakamoto
Representative Director,
Chairperson and CEO
Pasona Group Inc.
1-5-1 Marunouchi, Chiyoda-ku
Tokyo, Japan

Notice of the FY2025 Ordinary General Meeting of Shareholders

Dear shareholders,

We would like to notify you of the FY2025 (June 1, 2025 through May 31, 2026) Ordinary General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Pasona Group Inc. (referred to as "Pasona" or the "Company"), to be held as follows.
In accordance with the provisions of the Company's Articles of Incorporation, this Ordinary General Meeting of Shareholders will be held without a designated physical venue (hereinafter referred to as the "Virtual-Only Shareholders Meeting").

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the internet, etc. We kindly ask that you review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, August 27, 2026 (Japan Standard Time).

In addition, we plan to disclose our Annual Securities Report on Friday, August 14, prior to this Ordinary General Meeting of Shareholders (subject to change depending on circumstances). We ask that you review this report as well.

1. Date & time 1:00 p.m., Friday, August 28, 2026

If this Ordinary General Meeting of Shareholders cannot be held on the above date and time due to communication problems, it will instead be held at 1:00 p.m. on the reserve date, Saturday, August 29, 2026.

2. How the Meeting will be held

Shareholders' Meeting without a designated physical venue (Virtual-Only Shareholders Meeting)

Since the Meeting will be held only on the Internet, there will be no venue for shareholders to actually attend the Meeting.

3. Meeting agenda

Reporting

1: Reporting on Business Report, Consolidated Financial Statements, and audit results of Consolidated Financial Statements by the Accounting Auditor and Audit and Supervisory Committee for FY2025

2: Reporting on Non-consolidated Financial Statements for FY2025

Resolutions <Company Proposal (Proposal 1)>

Proposal 1: Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

<Shareholder Proposal (Proposal 2)>

Proposal 2: Acquisition of Treasury Shares from Specific Shareholders (Founding Family Shareholders)

Matters decided regarding the convening of the Meeting

(1) The communication method used for sending and receiving information at this General Meeting of Shareholders shall be the internet.

(2) If approval or disapproval is not indicated on the Voting Form for a proposal, it shall be treated as an indication of approval for company proposal and disapproval for shareholder proposal.

(3) If communication failures or other disruptions seriously impede the proceedings, a resolution will be adopted at the outset of this General Meeting of Shareholders authorizing the Chairman to adjourn or continue the Meeting. If the Chairman decides to adjourn or continue based on the resolution, an adjourned or continued session of this General Meeting of Shareholders will be held at 1:00 p.m. on Saturday, August 29, 2026 (Japan Standard Time). In such an event, the Company will promptly post a notice on the Company's website (https://www.pasonagroup.co.jp/ir/info/stockholders_meeting.html). Please follow the procedures described in the "Information on the Virtual-Only Shareholders Meeting" starting on page 9 and attend the adjourned or continued session of this General Meeting of Shareholders.

(4) If shareholders who exercise their voting rights in advance via the internet or in writing attend this General Meeting of Shareholders and exercise their voting rights in duplicate, the content of the vote exercised at this General Meeting of Shareholders shall be treated as valid. If they do not exercise their voting rights at this General Meeting of Shareholders, any votes cast in advance via the internet or in writing shall be treated as valid.

(5) If you exercise your voting rights both in writing and via the Internet, the vote via the Internet shall be upheld as valid. If voting rights are exercised more than once via the internet, the last vote shall be upheld as valid.

(6) Please note that the language available for this General Meeting of Shareholders is Japanese only.

The Company has decided to hold this General Meeting of Shareholders as a virtual-only meeting for the following reasons:

1. Ensuring equal opportunities for attendance and improving convenience
   By offering the same opportunities to all shareholders—including those who have difficulty traveling or who live in remote areas—we expect greater shareholder attendance, more active exercise of voting rights, and more active shareholder communication.
2. Operational efficiency and cost reduction
   By reviewing venue- and operation-related expenses, as well as staffing allocations, we can reduce costs and streamline the operation of the General Meeting of Shareholders.
3. Consideration for the environment
   Reducing the need for physical travel, etc. to the Meeting venue will lower CO_2 emissions and is therefore expected to contribute to environmental protection.
4. Heatstroke Prevention
   Measures expected to protect the health and safety of shareholders, including heatstroke prevention during periods of extreme heat.

Information on matters subject to measures for electronic provision

In convening this General Meeting of Shareholders, the Company has taken measures to provide 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 as “Notice of the FY2025 Ordinary General Meeting of Shareholders and Reference Documents for the General Meeting of Shareholders” and “Notice of the FY2025 Ordinary General Meeting of Shareholders: Other Matters Subject to Measures for Electronic Provision (Matters Omitting the Distribution of Documents)” on the following websites.

The Company’s website	Tokyo Stock Exchange website (Listed Company Search)
https://www.pasonagroup.co.jp/ir/info/stockholders_meeting.html	https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show To access this information, please enter the company’s name or securities code “2168” and click “Search”, then select “Basic information” and “Documents for public inspection/PR information” in that order.

In addition to this Notice, the Reference Documents for the General Meeting of Shareholders and performance highlights, which serve as reference when voting on the proposals, are to be sent to shareholders who have not requested the delivery of paper-based documents.

◎ If you are unable to attend the Meeting in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders posted as the matters subject to measures for electronic provision, and exercise your voting rights by 5:30 p.m. on Thursday, August 27, 2026 (Japan Standard Time).

◎ If revisions to the matters subject to measures for electronic provision arise, the revisions will be posted on the respective websites where the matters are posted.

◎ In accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have requested the delivery of such documents. These matters are also included in the scope of audits by the Audit and Supervisory Committee or the Accounting Auditor when they create their audit reports.

(i) “Principal Business,” “Major Offices,” “Matters Concerning Employees,” “Major Lenders,” “Other important matters regarding the current status of the corporate group,” “Matters Concerning Stock,” “Matters Concerning Stock Acquisition Rights,” “Overview of Liability Limitation Agreements,” “Overview of Directors and Officers Liability Insurance Policy,” “Matters Concerning Accounting Auditors,” and “Systems for Ensuring Proper Operations of the Company and the Status of the Management” in Business Report

(ii) “Consolidated Statements of Changes in Shareholders’ Equity” and “Notes to Consolidated Financial Statements” in Consolidated Financial Statements

(iii) “Non-consolidated Balance Sheet,” “Non-consolidated Statement of Income,” “Non-consolidated Statement of Changes in Equity,” and “Notes to Non-consolidated Financial Statements” in Non-consolidated Financial Statements

(iv) “Accounting Auditor’s Report on the Consolidated Financial Statements,” “Accounting Auditor’s Report,” and “Audit Report of the Audit and Supervisory Committee” in Audit Reports

Proposal and Reference:

Company Proposal (Proposal 1)

Proposal 1**:**

Election of Five Directors (Excluding Directors who are Audit and Supervisory Committee Members)

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

The Nomination and Compensation Committee, of which the majority are Independent Outside Directors, deliberates on this proposal, giving due consideration to the composition of the Board of Directors as a whole so as to ensure diversity in terms of knowledge, experience, qualifications, etc., and submits a draft proposal for candidates to the Board of Directors, which deliberates and determines the candidates for Directors based on such recommendation. The Audit and Supervisory Committee of the Company judges that the procedures for determining candidates are appropriate.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

Candidate no.	Name		Current position and responsibilities at the Company	Attendance at meetings of the Board of Directors
1	Hirotaka Wakamoto	Male Reappointment	Representative Director, Chairperson and CEO	100% (17 out of 17 meetings)
2	Shintaro Nakao	Male Reappointment	Representative Director, President and COO	100% (14 out of 14 meetings)
3	Junko Fukasawa	Female Reappointment	Director, Vice President and Executive Officer General Manager of the Pasona Way General Headquarters, responsible for the Social Contribution Department	100% (17 out of 17 meetings)
4	Kinuko Yamamoto	Female Reappointment	Director, Vice President and Executive Officer General Manager of the NATUREVERSE General Headquarters	100% (17 out of 17 meetings)
5	Makiya Nambu	Male Reappointment	Director, Vice President and Executive Officer General Manager of the Global Strategy General Headquarters, General Manager of the International Business Headquarters	100% (17 out of 17 meetings)

(Notes) The record of Mr. Shintaro Nakao’s attendance at meetings of the Board of Directors for fiscal year 2025 covers only the meetings held after his appointment on August 22, 2025.

Male | Reappointment

No. 1	Name	Birth date	No. of Company shares owned (No. of potential shares)
	Hirotaka Wakamoto	Nov. 2, 1960	47,400 shares (35,769 shares)

Position, main areas of responsibility, brief career summary, and important concurrent duties

Apr.	1984	Joined Saitama Bank, Limited (currently Resona Bank, Limited, Saitama Resona Bank, Limited)
Jun.	1989	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)
Sep.	2006	Managing Director, responsible for the Legal Department, Affiliated Company Department, and International Business Department, General Manager of the Corporate Planning Department, Pasona Inc.
Dec.	2007	Managing Director, responsible for the CMO Department and the International Business Department, General Manager of the Corporate Planning Division, Pasona Group Inc.
Jun.	2010	Director, Benefit One Inc.
Jul.	2012	Senior Managing Director, responsible for the Corporate Planning Division, Pasona Group Inc.
Aug.	2017	Executive Officer & Vice President, General Manager of the Corporate Planning & Administration Headquarters, Pasona Group Inc.
Aug.	2018	Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters, Pasona Group Inc.
Jun.	2019	President & COO, Pasona Knowledge Partner Inc.
Aug.	2020	Director, Bewith Inc.
Dec.	2021	Director, Vice President and Executive Officer, COO, General Manager of the Corporate Planning Headquarters, General Manager of the Growth Strategy General Headquarters, Pasona Group Inc.
Feb.	2023	President & COO, Pasona Force Inc.
Aug.	2024	Director, Vice President and Executive Officer, COO, General Manager of the Growth Strategy General Headquarters, General Manager of the Corporate Planning Headquarters, Pasona Group Inc.
Jun.	2025	Representative Director, President and CEO, Pasona Group Inc.
Aug.	2025	Representative Director, Chairperson and CEO, Pasona Group Inc. (to present)

Attendance at meetings of the Board of Directors

17 out of 17 meetings (100%)

Important concurrent duties

Not applicable

Reason for nomination as a Director

Since June 2025, he has served as the CEO of the Company, overseeing the entire Group including the Company, and prior to that, as the person responsible for Corporate Planning Division, he has long spearheaded M&A initiatives and possesses a wealth of knowledge and experience. We expect that he will contribute to enhancing our corporate value, advancing group-wide management, and driving the Group’s continuous growth; thus, the Company expects that he will continue to fulfill his duties as a Director.

Male Reappointment

No. 2	Name	Birth date	No. of Company shares owned (No. of potential shares)
	Shintaro Nakao	(September 11, 1974)	13,600 shares (26,827 shares)

Position, main areas of responsibility, brief career summary, and important concurrent duties	
Apr. 1998	Joined Pasona Inc.
Aug. 2013	Director and Executive Officer, responsible for solution, Sales & Marketing Headquarters, General Manager, Dotank division, Pasona Inc.
Aug. 2015	Director and Managing Executive Officer, Pasona Inc.
Aug. 2016	Director and Executive Officer, Pasona Group Inc.
Sep. 2017	Managing Executive Officer, Pasona Group Inc.
Aug. 2018	President and Representative Director, Pasona Inc. (to present)
Jun. 2020	Director, circlace Inc.
Jun. 2025	Managing Executive Officer, General Manager of the Group Sales General Headquarters, Pasona Group Inc.
Aug. 2025	Representative Director, President and COO Pasona Group Inc. (to present)

Attendance at meetings of the Board of Directors
14 out of 14 meetings (100%)

Important concurrent duties
President and Representative Director, Pasona Inc.

Reason for nomination as a Director
Since August 2025, he has served as the COO of the Company, overseeing the entire Group including the Company, He also serves as Representative Director of Pasona, Inc., a significant subsidiary, and has been involved in several M&A transactions led by that company, so he possesses a wealth of knowledge and experience. We expect that he will contribute to the improvement of corporate value, thus the Company expects that he will continue to fulfill his duties as a Director.

(Notes) The record of Mr. Shintaro Nakao’s attendance at meetings of the Board of Directors for fiscal year 2025 covers only the meetings held after his appointment on August 22, 2025.

Female Reappointment

No. 3	Name	Birth date	No. of Company shares owned (No. of potential shares)
	Junko Fukasawa	May 28, 1953	199,000 shares (35,769 shares)

Position, main areas of responsibility, brief career summary, and important concurrent duties	
Apr. 1974	Joined Mitsui Toatsu Chemicals Inc. (currently Mitsui Chemicals, Inc.)
Jul. 1978	Joined DENTSU INC. (currently Dentsu Group Inc.)
Sep. 1981	Joined Temporary Center Inc. (currently Nambu Enterprise Inc.)
Jan. 1990	Director, General Manager of the Public Relations Department, Temporary Center Inc.
Jun. 2000	Senior Managing Executive Officer, General Manager of the Human Resources & Planning Headquarters, Pasona Inc.
Apr. 2003	President & COO, Pasona Heartful Inc. (to present)
Dec. 2007	Senior Managing Director, responsible for the Human Resources Division, Public Relations and Advertising Department, General Manager of the Social Contribution Department, Pasona Group Inc.
Jun. 2015	Senior Managing Director, General Manager of the Human Resources & Planning Headquarters, responsible for the Social Contribution Department, Pasona Group Inc.
Aug. 2017	Executive Officer & Vice President, General Manager of the Human Resources & Planning Headquarters, responsible for the Social Contribution Department, Pasona Group Inc.
Aug. 2018	Executive Officer & Vice President, General Manager of the Pasona Way Headquarters, responsible for the Social Contribution Department, Pasona Group Inc. (to present)
Aug. 2024	Director, Vice President and Executive Officer, General Manager of the Pasona Way General Headquarters, responsible for the Social Contribution Department, Pasona Group Inc. (to present)
Oct. 2024	Chairperson and Representative Director, Pasona Heartful Inc. (to present)

Attendance at meetings of the Board of Directors
17 out of 17 meetings (100%)

Important concurrent duties
Chairperson and Representative Director, Pasona Heartful Inc.

Reason for nomination as a Director
As the person responsible for the Human Resources, Public Relations, Advertising, and Social Contribution Department, she possesses a wealth of knowledge and experience. We expect that she will contribute to the improvement of corporate value, thus the Company expects that she will continue to fulfill her duties as a Director.

Female Reappointment

No. 4	Name	Birth date	No. of Company shares owned (No. of potential shares)
	Kinuko Yamamoto	Nov. 5, 1955	151,500 shares (35,769 shares)

Position, main areas of responsibility, brief career summary, and important concurrent duties

Feb. 1979	Joined Man Power Center Inc. (currently Nambu Enterprise Inc.)
Jan. 1990	Director, responsible for the Osaka Sales Headquarters, Man Power Center Inc.
Jun. 2000	Managing Executive Officer, General Manager of the Employment Development Department, Pasona Inc.
Jun. 2005	President & COO, Kansai Employment Creation Organization Inc. (currently Pasona Masters Inc.)
Dec. 2007	Senior Managing Director, responsible for the New Business Development Division, Pasona Group Inc.
Sep. 2012	President & COO, Pasona Furusato Incubation Inc.
Jun. 2015	Senior Managing Director, General Manager of the New Business Development Headquarters, Pasona Group Inc.
Dec. 2016	President & COO, Nijigennomori Inc.
Aug. 2017	Executive Officer & Vice President, General Manager of the New Business Development Headquarters, General Manager of the Smart Life Initiative Headquarters, Pasona Group Inc.
Sep. 2018	Executive Officer & Vice President, General Manager of the New Business Development Headquarters, Pasona Group Inc. (to present)
Aug. 2024	Director, Vice President and Executive Officer, General Manager of the NATUREVERSE General Headquarters, Pasona Group Inc. (to present)

Attendance at meetings of the Board of Directors

17 out of 17 meetings (100%)

Important concurrent duties

Not applicable

Reason for nomination as a Director

As the person responsible for new business development, she has worked for many years in the field of regional revitalization and in various new businesses with the mission of creating jobs, and she possesses a wealth of knowledge and experience related to business development. We expect that she will contribute to the improvement of corporate value, thus the Company expects that she will continue to fulfill her duties as a Director.

Male Reappointment

No. 5	Name	Birth date	No. of Company shares owned (No. of potential shares)
	Makiya Nambu	Jul. 31, 1984	1,400 shares (1,531 shares)

Position, main areas of responsibility, brief career summary, and important concurrent duties		
Apr.	2008	Joined Mitsubishi Corporation
Jun.	2013	Joined Pasona Inc.
Sep.	2018	Executive Officer, General Manager of the Global Business Division, Pasona Inc.
Dec.	2018	General Manager of the International Business Division, Pasona Group Inc.
Sep.	2021	Managing Executive Officer, General Manager of the Global Business Division, Pasona Inc.
Aug.	2022	Managing Executive Officer & Director, General Manager of the International Business Division (to present)
		Managing Executive Officer & Director, General Manager of the International Business Headquarters & Deputy General Manager of the Corporate Planning Headquarters, Pasona Group Inc. (to present)
Aug.	2024	Director and Senior Managing Executive Officer, General Manager of the Global Business Division, Pasona Inc. (to present)
Jun.	2025	Director and Managing Executive Officer, General Manager of the Global Strategy General Headquarters, General Manager of the International Business Headquarters, Pasona Group Inc.
Aug.	2025	Director, Vice President and Executive Officer General Manager of the Global Strategy General Headquarters, General Manager of the International Business Headquarters, Pasona Group Inc. (to present)
		Director and Executive Vice President, Pasona Inc. (to present)

Attendance at meetings of the Board of Directors
17 out of 17 meetings (100%)

Important concurrent duties
Director and Executive Vice President, Pasona Inc.

Reason for nomination as a Director
As the person responsible for the Global Department of the entire Group, he possesses a wealth of knowledge and experience. We expect that he will contribute to the improvement of corporate value, thus the Company expects that he will continue to fulfill his duties as a Director.

(Notes)
1. There are no conflicts of interest between each candidate and the Company.
2. The Company has an Officers Liability Insurance Contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, under which all directors are insured. In addition to the Company-borne costs for compensation for securities related damages, litigation costs, costs for internal investigation when incidents of inappropriate conduct arise, the insurance contact covers costs for compensation for damages and litigation costs incurred by the insured persons arising from claims for compensation of damages arising from actions (including negligence) carried out pursuant to the company position of the relevant director or officer. However, certain exemptions apply, such that the contract will not compensate for damages caused by acts committed with the knowledge that such acts violate laws or regulations. Each Candidate is insured under the insurance contact. The insurance contract is scheduled to be renewed during the term of office of each candidate.
3. The number of potential shares represents the number of points corresponding to the vested rights under the trust-based performance-linked stock compensation plan as of May 31, 2026.

(Reference) Expertise of the candidates for Board of Directors（If Proposal 1 is approved as proposed）

Name		Knowledge/experience/abilities acquired by the candidates								
		Corporate management	HR development	New business development	Compliance/ risk management	Finance/ accounting	Regional revitalization/ culture/art	Sustainability/ ESG	Global	Well-being
Hirotaka Wakamoto		●	●	●	●	●		●		
Shintaro Nakao		●	●	●	●		●			●
Junko Fukasawa		●	●				●	●		●
Kinuko Yamamoto		●	●	●			●			●
Makiya Nambu		●		●			●		●	
Kazufumi Nomura	Full-time Audit and Supervisory Committee Member	●			●					
Haruo Funabashi	Outside Audit and Supervisory Committee Member				●	●	●			
Kazuo Furukawa	Outside Audit and Supervisory Committee Member	●		●	●			●	●	
Ryohei Miyata	Outside Audit and Supervisory Committee Member		●				●			●
Yutaka Atomi	Outside Audit and Supervisory Committee Member	●	●		●					●

Shareholder Proposal (Proposal 2)

Proposal 2 is a proposal submitted by a shareholder who holds 0.78% of the voting rights. The name of the proposal, the content of the proposal, and the reasons for the proposal are presented as they appear in the original text.

<Shareholder Proposal>

The Companies Act permits shareholders to submit proposals when certain requirements are satisfied. When a shareholder proposal is made, the Company is required to include the proposed agenda item(s) and the reasons for the proposal and other related information in the convocation notice and in the reference documents for the general meeting of shareholders, except in cases such as violations of laws, regulations, the Articles of Incorporation, etc.

The Board of Directors of the Company is against this shareholder proposal.

Proposal 2: Acquisition of Treasury Shares from Specific Shareholders (Founding Family Shareholders)

I. Proposed agenda

Acquisition of treasury shares from specific shareholders (founding family shareholders)

II. Content of the proposal and reasons for proposal

[Content of the proposal]

(1) Class of shares to be acquired

Common shares

(2) Number of shares to be acquired

Up to 18,261,937 shares; of these, the shares to be acquired from Mr. Yasuyuki Nambu shall be up to 14,897,337 shares, and the shares to be acquired from Nambu Enterprise Inc. shall be up to 3,364,600 shares.

(3) Description of the monies, etc. to be delivered in exchange for the acquisition

Cash

(4) Total amount of the monies, etc. to be delivered in exchange for the acquisition

In calculating the total amount of the monies, etc. to be delivered in exchange for the acquisition, the acquisition price per share shall be the lesser of (a) and (b) below.

(a) The closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on the day immediately preceding the date of the Meeting. If there is no trading on that day, or if that day falls on a non-business day of the market, the price at which the first subsequent trade is executed shall apply.

(b) The closing price of the Company's common shares on the same market on the day immediately preceding the date on which the agreement for each acquisition is concluded. If there is no trading on that day, the closing price on the most recent day on which trading was executed prior to that day shall apply.

The maximum total amount of the monies, etc. to be delivered in exchange for the acquisition shall be the amount obtained by multiplying the price specified in (a) by the number of shares to be acquired. (If the acquisition price per share for each acquisition is lower than (a), the actual total acquisition amount will be lower than such maximum amount.)

However, if the amount calculated as above exceeds the Distributable Amount provided for in Article 461 of the Companies Act as at the day on which each acquisition takes effect, such Distributable Amount shall be the maximum total amount of the monies, etc. to be delivered in exchange for the acquisition.

(5) Period during which the shares can be acquired

From the day on which three months have elapsed from the date of the conclusion of the Meeting until the day immediately preceding the day on which one year has elapsed from the date of the conclusion of the Meeting; however, if the day immediately preceding the date of the first Ordinary General Meeting of Shareholders held after the conclusion of the Meeting comes earlier than that end date, the acquisition period shall instead end on such immediately preceding day.

(6) Counterparties from which the shares are to be acquired

Mr. Yasuyuki Nambu and Nambu Enterprise Inc. (hereinafter referred to as the “Founding Family Shareholders”)

(7) Condition for lapse

If, within three months from the date of the conclusion of the Meeting, the Company establishes a basic policy on family governance (hereinafter referred to as the “Basic Policy”) by a resolution of the Board of Directors and discloses it through any of the Corporate Governance Report, timely disclosure information, or the Company’s website, the authorization based on this resolution shall lose its effect.

The Basic Policy shall include at least all of the matters listed below, and unless a disclosure including all of these matters is made, the condition for lapse under this item shall not be fulfilled.

(a) Matters concerning ensuring the objectivity of the selection of Representative Directors and the nomination of candidates for Director; this shall state that the selection of Representative Directors and the nomination of candidates for Director are conducted based on selection criteria established in advance and are not determined solely by the intentions of a specific shareholder or its related parties.

(b) With respect to Mr. Yasuyuki Nambu, his close relatives (meaning relatives within the second degree of kinship), or any corporation or other entity in which Mr. Yasuyuki Nambu and his close relatives hold a majority of the voting rights (including asset management companies and trusts; hereinafter collectively referred to as the “Nambu Family”), confirming the existence and content of any policy of the Nambu Family regarding its exercise of voting rights, its involvement in the Company’s management, and its holding of the Company’s shares, and disclosing the results of such confirmation; in this case, if there are any matters for which no response was obtained, that fact and the reasons therefor shall be disclosed.

(c) A succession plan for the Representative Directors and other key management personnel

(d) Measures to protect minority shareholders in light of the existence of the Nambu Family

(e) The results of the Company’s self-assessment of its family governance based on the “Family Governance Guidance Checklist” published by the Ministry of Economy, Trade and Industry (hereinafter referred to as “METI”) or a reasonable format equivalent thereto

The condition for lapse is one whereby the general meeting of shareholders itself attaches a condition subsequent to the authorization for the acquisition of treasury shares, which is a power of the general meeting of shareholders, and does not bind the execution of business by the Board of Directors.

In addition, because the amount of the monies, etc. to be delivered in exchange for one share to the counterparty in each acquisition does not exceed the amount calculated under Article 161 of the Companies Act and Article 30, item (i) of the Regulation for Enforcement of the Companies Act, shareholders other than the counterparties do not have the right to request to be added as sellers under Article 160, paragraphs (2) and (3) of the Companies Act.

In addition, this proposal provides for the acquisition of treasury shares from specific shareholders pursuant to Article 156, paragraph (1) and Article 160, paragraph (1) of the Companies Act, and requires a special resolution as provided for in Article 309, paragraph (2) of the Companies Act. Furthermore, the counterparties to the acquisition under this proposal (Mr. Yasuyuki Nambu and Nambu Enterprise Inc.) may not exercise their voting rights on this proposal pursuant to Article 160, paragraph (4) of the Companies Act.

[Reasons for the proposal]
This proposal is intended to enhance transparency and protect minority shareholders in light of the influence of the Founding Family Shareholders over the Company. It further provides that, unless the Company discloses the prescribed policy within three months, the Company may acquire shares from the Founding Family Shareholders. No premium will be added to the acquisition price, and this will not harm the selling opportunities of other shareholders.

The Founding Family Shareholders hold approximately 48% of the Company's voting rights, and a member of the Founding Family Shareholders also serves as a Director. Although the Company has established a Nomination and Compensation Committee, it has been reported that President Nakao's appointment was communicated orally by Mr. Nambu two days before the scheduled date of its announcement, raising concerns about the objectivity of the selection. This is understood to be a structural risk indicated in METI's "Family Governance Guidance." The Company's total shareholder return declined by 21% from April 14, 2025, when Mr. Nambu's retirement was announced, to June 22, 2026, underperforming TOPIX by 89 points, and its PBR stood at 0.43 times, significantly impairing shareholder interests.

Campaign website

End of the proposal

[Opinion of the Board of Directors on Proposal 2]

The Board of Directors of the Company is against this proposal.

The Board of Directors of the Company is against this proposal for the following reasons.

This proposal seeks the acquisition, as treasury shares, of the 18,261,937 shares of the Company (hereinafter referred to as the "Subject Shares") held by Mr. Yasuyuki Nambu and Nambu Enterprise Inc. (hereinafter collectively referred to as the "Subject Shareholders").

Article 160 of the Companies Act, which forms the basis of this proposal, is a provision that requires approval by a special resolution of the general meeting of shareholders when procedures intended to acquire treasury shares from a specific shareholder are carried out. The approach whereby the proposing shareholder compels the Company to give notice for the acquisition of treasury shares in order to exclude some shareholders is not consistent with the purpose of Article 160 of the Companies Act.

Furthermore, even if this proposal is approved, the Subject Shareholders are under no obligation to transfer the Subject Shares. In addition, the Subject Shareholders have expressed their intention not to transfer the Subject Shares to the Company. Therefore, even if this proposal is approved at the Meeting, the Company would be unable to acquire the Subject Shares, and the proposal would therefore have no practical effect whatsoever.

Accordingly, the Board of Directors of the Company is against this proposal.