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(Securities Code: 8008)

(Dispatch date) May 12, 2026

(Start date of measures for electronic provision) May 1, 2026

Dear Shareholders:

Hidetoshi Masuda
President and Representative Director
YONDOSHI HOLDINGS INC.
2-19-10, Kami-Osaki, Shinagawa-ku, Tokyo

Notice of the Convocation of the 76th Annual General Meeting of Shareholders

We hereby notify you that the 76th Annual General Meeting of Shareholders of YONDOSHI HOLDINGS INC. (the “Company”) will be held as described below.

The Company has taken measures for electronic provision of materials for the General Meeting of Shareholders, following the provisions of laws and regulations and Article 16 of the Company’s Articles of Incorporation. Address of the materials for which the measures for electronic provision are taken below.

The Company’s website

<https://yondoshi.co.jp/eng/ir/shareholders-meeting>

(Please go to the website and select “Notice of the Convocation of the 76th Annual General Meeting of Shareholders”.)



Materials posted website

<https://d.sokai.jp/8008/teiji/>



Tokyo Stock Exchange Inc.

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

(Please go to the website and enter securities code “8008” in the cell of cord. Select “basic information”, “public document/PR information” and see “Notice of the Convocation of the General Meeting of Shareholders”.)



If you are unable to attend the General Meeting of Shareholders, you may exercise your voting rights by either of the postal mail or via the Internet, by 6:00 p.m. on May 27, 2026.

1. Date: Thursday, May 28, 2026 at 10:00 a.m. (Reception starts at 9:00 a.m.)
2. Venue: Osaki Bright Core Hall, 3F, Osaki Bright Core
5-5-15, Kita-shinagawa, Shinagawa-ku, Tokyo, Japan
3. Agenda of the Meeting:
 - Matters to be reported
 1. The Business Report and the report on the Consolidated and Non-Consolidated Financial Statements for the 76th fiscal year (from March 1, 2025 to February 28, 2026)
 2. Audit reports of the Corporate Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements for the 76th fiscal year
 - Matters to be resolved
 - Proposal No.1: Appropriation of Surplus
 - Proposal No.2: Election of Five (5) Directors who are not Audit & Supervisory Board Members
 - Proposal No.3: Election of Two (2) Directors and Audit & Supervisory Board Members
 - Proposal No.4: Election of One (1) Substitute Director and Audit & Supervisory Board Member

Notes

- If you are attending the General Meeting of Shareholders, please submit the Voting Rights Exercise Form at the meeting venue reception desk.
- Should the materials for General Meeting of Shareholders provided electronically require revisions, the revised versions will be posted on the websites described above.
- In the event of any modification, it will be announced on the Company's website (<https://www.yondoshi.co.jp>).
- For convocation of the General Meeting of Shareholders, as provided for in the applicable Ordinance of the Ministry of Justice and in Article 16 of the Article of Incorporation, the following documents are not included in the document provided to the shareholders who submit the application for the documents in writing.
 - a Matters on Stock Acquisition Rights
 - b Consolidated Statements of Shareholders' Equity
 - c Notes to Consolidated Financial Statements
 - d Non-Consolidated Statements of Shareholders' Equity
 - e Notes to Non-Consolidated Financial Statements

Therefore, the documents provided to the shareholders who submit the application for the documents in writing contain part of the documents audited by the Audit & Supervisory Board and the Corporate Auditor in accordance with preparation of the Audit Report and the Accounting Audit Report.

Reference Materials for the General Meeting of Shareholders

Proposal No.1: Appropriation of Surplus

The Company considers returning profit to shareholders to be one of its most important management priorities. Our basic policy is to maintain a stable level of dividends continuously, while strengthening our business operation based on a long-term perspective. Accordingly, the Company proposes to pay a year-end dividend as follows:

Matters related to the end-year dividend:

1. Type of the dividend property
Cash
2. Matters related to allocation of the dividend property to shareholders and the total amount:
41.50 yen per share of common stock of the Company
Total amount: 898,424,744 yen
3. Effective date of distribution of the dividend
May 29, 2026

Proposal No.2 Election of Five (5) Directors who are not Audit & Supervisory Board Members

All five (5) Directors who are not Directors and Audit & Supervisory Board Members will complete their terms at the end of this General Meeting of Shareholders. Therefore, the Company proposes the election of five (5) Directors, based on the decision of the Audit & Supervisory Board.

If the candidates for Directors in this proposal are elected as proposed, and the candidates for Directors in proposal No.3 are elected as proposed, the Board of Directors will have eight (8) Directors including Directors and Audit & Supervisory Board Members, and three (3) Outside Directors.

The candidates for Directors who are not Directors and Audit & Supervisory Board Members are as follows:

No	Name		Positions and Responsibility in the Company
1	Hidetoshi Masuda	Renomination	President and Representative Director
2	Ichiro Okafuji	Renomination	Representative Senior Managing Director
3	Masahiko Nishimura	Renomination	Managing Director and Managing Executive Officer (Finance)
4	Hiroshi Arai	Renomination	Director and Executive Officer responsible for AS'TY
5	Naoki Kodama	Renomination/ Outside / Independent	Outside Director

Note: Positions and Responsibility in the Company are described as if the candidates are elected as proposed.

No.	Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
1	Hidetoshi Masuda (Sep 27, 1963) (Renomination)	<p>May 2003 Joined age CO., LTD., Managing Director Mar 2015 Director and Managing Executive Officer, age CO., LTD. Mar 2017 Executive Officer, (in charge of age CO., LTD.), the Company Mar 2017 President and Representative Director, age CO., LTD. Mar 2020 Director, F.D.C.Products Inc. Mar 2021 Managing Executive Officer (Chief Executive Secretary to President), the Company Mar 2021 Chairman and Representative Director, age CO., LTD. (incumbent) May 2021 President, Representative Director and COO, the Company May 2021 Chairman and Representative Director, F.D.C.Friends Inc. Mar 2022 President and Representative Director, the Company (incumbent) Mar 2022 Chairman and Representative Director, F.D.C.Products Inc.</p> <p>Significant Position Concurrently held: Chairman and Representative Director, age CO., LTD.</p>	20,300
<p>Reasons for nomination as a candidate for Director: The candidate has extensive experience and achievement in significant positions such as President of retail companies in YONDOSHI HOLDINGS Group (the "Group"), and was appointed to President, Representative Director and COO of the Company in 2021. Based on his broad knowledge and experience in corporate management, he has contributed to enhancing the Group's corporate value with his advanced management skill and outstanding leadership. The Company has renominated him as a candidate for Director because it expects him to contribute to further enhancing the Group's corporate value.</p>			

No.	Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
2	Ichiro Okafuji (Sep12, 1964) (Renomination)	<p>Apr 1987 Joined the Company Mar 2008 President and Representative Director, Yoshitake Inc. (currently ASCOT INC.) May 2011 President and Representative Director, Misuzu Inc. Mar 2015 Executive Officer (in charge of Misuzu Inc.), the Company Mar 2016 President and Representative Director, AS'TY INC. Mar 2018 Director and Managing Executive Officer, F.D.C.Products Inc. May 2018 Director and Executive Officer (in charge of F.D.C.Products Inc.), the Company Mar 2019 Director and Managing Executive Officer, (in charge of Dept. 1, F.D.C.Products Inc.), the Company Mar 2019 Chairman and Representative Director, F.D.C.Friends Inc. Mar 2020 Director and Managing Executive Officer, (In charge of Administration), the Company Mar 2022 Representative Senior Managing Director and Senior Managing Executive Officer (in charge of Administration), the Company Mar 2022 Senior Managing Director and Senior Managing Executive Officer (Administration and Business Development), F.D.C.Products Inc. Mar 2023 Senior Managing Director and Senior Managing Executive Officer, F.D.C.Products Inc. Mar 2024 Representative Senior Managing Director, the Company (incumbent) Mar 2024 President and Representative Director, F.D.C.Products Inc. (incumbent) Mar 2026 President and Representative Director, F.D.C.Friends Inc. (incumbent)</p> <p>Significant Position Concurrently held: President and Representative Director, F.D.C.Products Inc.</p>	24,300
<p>Reasons for nomination as a candidate for Director: The candidate has extensive experience and achievement in significant positions such as President of companies in the Group. Based on his broad knowledge and experience in corporate management, he has contributed to enhancing the Group's corporate value with his advanced management skill and outstanding leadership. The Company has renominated him as a candidate for Director because it expects him to contribute to further enhancing the Group's corporate value.</p>			
3	Masahiko Nishimura (May 11, 1962) (Renomination)	<p>Apr 1985 Joined the Company Mar 2005 General Manager (in charge of Finance), the Company May 2008 Director, the Company Mar 2015 Director and Executive Officer (in charge of Finance), the Company Mar 2015 Director and Executive Officer, F.D.C.Products Inc. May 2022 Managing Director and Managing Executive Officer (in charge of Finance), the Company (incumbent) May 2022 Managing Director and Managing Executive Officer (in charge of Finance), F.D.C.Products Inc. Mar 2024 Managing Director and Managing Executive Officer (in charge of Administration), the Company Dec 2024 Managing Director and Managing Executive Officer (in charge of Administration), RASIN Co., Ltd. (incumbent)</p> <p>Significant Position Concurrently held: Managing Director and Managing Executive Officer (in charge of Administration), RASIN Co., Ltd.</p>	21,297
<p>Reasons for nomination as a candidate for Director: The candidate has extensive experience and achievement in significant positions such as General Manager mainly in finance and accounting. With his outstanding insight in financial improvement and advanced capital management, the Company has renominated him as a candidate for Director because it expects him to contribute to further enhancing the Group's corporate value.</p>			

No.	Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
4	Hiroshi Arai (Dec. 21, 1970) (Renomination)	<p>Apr 1993 Joined the Company Mar 2008 Director of Apparel Department 1, AS'TY INC. Mar 2015 Executive Officer, Director of Department 1, AS'TY INC. Mar 2018 Executive Officer, Director of Production Planning Department 2, AS'TY INC. Mar 2019 Director and Executive Officer, Director of Production Planning Department 2, AS'TY INC. Mar 2020 Director and Executive Officer, Director of the Apparel Manufacturing Business, AS'TY INC. Mar 2020 President and Representative Director, ASCOT INC. Mar 2023 President and Representative Director, AS'TY INC. (incumbent) Mar 2023 Executive Officer, (in charge of AS'TY INC.), the Company May 2024 Director and Executive Officer, (in charge of AS'TY INC.), the Company (incumbent)</p> <p>Significant Position Concurrently held: President and Representative Director, AS'TY INC.</p>	3,300
<p>Reasons for nomination as a candidate for Director: The candidate has extensive experience and achievement in significant positions such as President of companies in the Group. Based on his broad knowledge and experience in corporate management, he has contributed to enhancing the Group's corporate value with his advanced management skill and outstanding leadership. The Company has renominated him as a candidate for Director because it expects him to contribute to further enhancing the Group's corporate value.</p>			
5	Naoki Kodama (Feb. 5, 1956) (Renomination / Outside / Independent)	<p>Apr 1978 Joined IBM Japan, Ltd. Apr 2002 Senior Managing Director, JBCC Corporation Aug 2007 Managing Director, NITORI Co., Ltd. Oct 2012 Managing Director, CAINZ CORPORATION Jun 2017 Representative, M&S Consulting (incumbent) Jun 2021 Outside Director, Softcreate Holdings Corporation May 2022 Outside Director and Audit & Supervisory Board Member, the Company May 2024 Outside Director, the Company (incumbent)</p> <p>Significant Position Concurrently held: Representative, M&S Consulting</p>	2,100
<p>Reasons for nomination as a candidate for Outside Director and summary of expected roles: The candidate has extensive experience in corporate management based on his many years of experience in his career. With his extensive experience and broad knowledge in corporate management, the Company has renominated him as a candidate for Director because it expects him to contribute to further enhancing the Company's governance by supervising other Directors from an independent standpoint of Outside Director, and to enhance the decision-making process and supervising function of the Board of Directors.</p>			

Notes

- There are no particular relationships of interest between any of the candidates and the Company.
- Mr. Naoki Kodama is a candidate for Outside Director. The Company has reported to the Tokyo Stock Exchange, Inc. that he is an Independent Director as set forth in the Regulation of the Tokyo Stock Exchange and in the Regulation of the Company.
The Company will continue the above report if he is elected and assumed office as Outside Director.
- Mr. Naoki Kodama is currently an Outside Director of the Company, and his term of office will be two years at the conclusion of this General Meeting of Shareholders (total term of office including as Outside Director and Audit & Supervisory Board Member: four years).
- Pursuant to Article 427, Paragraph 1 of the Article of Incorporation, the Company has stipulated that it may enter into agreements for limitation of liability with Directors who are not Officers. The Directors shall be liable to the limit of minimum liability set forth in Article 425, Paragraph 1 of Article of Incorporation. The Company has entered into agreements with Mr. Naoki Kodama and if he is reelected and assumed office as Director, the agreements shall remain in effect.
- The Company shall enter into a directors and officers liability insurance contract with an insurance company, as provided for in Item 1, Paragraph 3, Article 430 of Article of Incorporation, to cover litigation cost and legal damages that may be incurred by the insured parties if they are liable for a result of their action or if they receive a claim for the liability of the result of their action.
The candidates will be included among the insured parties under the contract. Moreover, the contract will be renewed under the same terms at the time of the next renewal.

Proposal No.3: Election of Two (2) Directors and Audit & Supervisory Board Members

Two (2) Directors, Ms. Nobuko Kitagawa and Mr. Hiroshi Kawazoe, who are Audit & Supervisory Board Members, will complete their terms at the end of this General Meeting of Shareholders. Therefore, the Company proposes the election of two (2) Directors.

In nominating the Director and Audit & Supervisory Board Member, the Company's Board of Directors has made the decision based on the report by the Nomination Advisory Board. As for this Proposal, it has received approval from the Audit & Supervisory Board. Furthermore, after consideration by each Director and Audit & Supervisory Board Member, no significant comment on the Proposal has been made.

The candidate for Director and Audit & Supervisory Board Member is as follows:

No	Name		Positions and Responsibility in the Company
1	Hiroshi Kawazoe	Renomination/ Outside / Independent	Director and Audit & Supervisory Board Member
2	Hanae Somiya	New appointment / Outside / Independent	Director and Audit & Supervisory Board Member

Notes: 1. Positions and Responsibility in the Company are described as if the candidates are elected as proposed.
2. Mr. Masahiro Dakeshita will continue in office as a Director and Audit & Supervisory Board Member.

No.	Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
1	Hiroshi Kawazoe (Mar 17, 1959) (Renomination / Outside / Independent)	<p>Apr 1978 Joined the Tokyo Regional Taxation Bureau Jul 2017 Deputy Assistant Regional Commissioner, First Taxation Department, Tokyo Regional Taxation Bureau Jul 2018 District Director, Kojimachi Tax Office Aug 2019 Registered as a Certified Public Tax Accountant Aug 2019 Tax Accountant, Hiroshi Kawazoe Certified Tax Accountant Office (incumbent) Nov 2022 Outside Auditor, Kanki Publishing Co., Ltd. (incumbent) May 2024 Outside Director and Audit & Supervisory Board Member, the Company (incumbent)</p> <p>Significant position concurrently held: Tax Accountant, Hiroshi Kawazoe Certified Tax Accountant Office Outside Auditor, Kanki Publishing Co., Ltd.</p>	-
<p>Reasons for nomination as a candidate for Director and Audit & Supervisory Board Member: Although the candidate has not been involved in corporate management other than as Outside Director, he has extensive knowledge and broad experience in tax and accounting as a Certified Public Tax Accountant. The Company has renominated him as a candidate for Director and Audit & Supervisory Board Member because it expects him to utilize his experience and knowledge in the supervision and auditing of the Company and to give advice and restraint in the execution of the duties.</p>			

No.	Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
2	Hanae Somiya (February 26, 1982) (New appointment / Outside / Independent)	Dec 2008 Registered as an Attorney Dec 2008 Attorney, Ushijima and Partners, Attorneys-at-Law Apr 2011 In-House Attorney, Planning Division and Legal System Planning Division, Consumer Affairs Agency May 2015 Visiting Scholar, Georgetown University Law Center and the University of Washington School of Law Sep 2015 In-House Attorney, Legal Affairs Division of the Policy Board, Bank of Japan May 2017 In charge of planning and legislation for the Secretariat of the Headquarters for Promoting Development of Specified Integrated Resort Districts, Cabinet Secretariat Mar 2019 Attorney, Nozomi Sogo Attorneys at Law (incumbent) Jun 2020 Outside Director, Ten Allied Co., Ltd. (incumbent) Jun 2022 Outside Auditor, Ekitan&Co., Ltd. (incumbent) Mar 2026 Outside Auditor, SiriusVision Co., Ltd. (incumbent) Significant position concurrently held: Attorney, Nozomi Sogo Attorneys at Law Outside Director, Ten Allied Co., Ltd. Outside Auditor, Ekitan&Co., Ltd. Outside Auditor, SiriusVision Co., Ltd.	-
Reasons for nomination as a candidate for Director and Audit & Supervisory Board Member: Although the candidate has not been involved in corporate management other than as Outside Director, she has extensive knowledge and broad experience in legal affairs as an Attorney. The Company has nominated her as a candidate for Director and Audit & Supervisory Board Member because it expects her to utilize her experience and knowledge in the supervision and auditing of the Company and to give advice and restraint in the execution of the duties, as well as the security of the diversity in the Company including promotion of women's participation and advancement in the workplace from the female's point of view.			

Notes

- There are no particular relationships of interest between any of the candidates and the Company.
- Mr. Hiroshi Kawazoe and Ms. Hanae Somiya are candidates for Outside Directors.
- The Company has reported to the Tokyo Stock Exchange, Inc. that Mr. Hiroshi Kawazoe is an Independent Director as set forth in the Regulations of the Tokyo Stock Exchange and in the Regulations of the Company. The Company will continue the above report if she is elected and assumes office as Outside Director. Furthermore, Ms. Hanae Somiya will be independent as set forth in the Regulations of the Tokyo Stock Exchange, and the Company will report if he is elected and assumes office as Outside Director.
- Mr. Hiroshi Kawazoe is an Outside Director and Audit & Supervisory Board Member incumbent. The term of office of Mr. Hiroshi Kawazoe will be 2 years at the end of this General Meeting of Shareholders.
- Pursuant to Article 427, Paragraph 1 of the Article of Incorporation, the Company has stipulated that it may enter into agreements for limitation of liability with Directors who are not Officers. The Company has entered into an agreement with Mr. Hiroshi Kawazoe and if he is reelected and assumes office as Director, the agreement shall remain in effect. Moreover, the Company will enter into an agreement with Ms. Hanae Somiya if she is elected and assumes office as a Director. Furthermore, the Director shall be liable to the limit of minimum liability set forth in Article 425, Paragraph 1 of the Article of Incorporation.
- The Company shall enter into a directors and officers liability insurance contract with an insurance company, as provided for in Item 1, Paragraph 3, Article 430 of Article of Incorporation, to cover litigation cost and legal damages that may be incurred by the insured parties if they are liable for a result of their action or if they receive a claim for the liability of the result of their action. The candidate for Director and Audit & Supervisory Board Member will be included among the insured parties under the contract. Moreover, the contract will be renewed under the same terms at the time of the next renewal.

<Reference> Skill Matrix

Name	Status in the Company	Skills and Experience expected by the Company								
		1 Corporate Management / Strategy Planning	2-1 Industry Experience (Brand)	2-2 Industry Experience (Global)	2-3 Industry Experience (Retail)	3 Legal Risk Management	4 Finance / Accounting / M&A	5 Human Resources Management	6 Digital / IT	7 CSR / ESG
Hidetoshi Masuda	President and Representative Director	<input type="radio"/>			<input type="radio"/>			<input type="radio"/>		
Ichiro Okafuji	Representative Senior Managing Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>		<input type="radio"/>
Masahiko Nishimura	Managing Director and Managing Executive Officer	<input type="radio"/>				<input type="radio"/>	<input type="radio"/>			
Hiroshi Arai	Director and Executive Officer	<input type="radio"/>		<input type="radio"/>				<input type="radio"/>		
Naoki Kodama	Outside Director	<input type="radio"/>			<input type="radio"/>		<input type="radio"/>		<input type="radio"/>	<input type="radio"/>
Masahiro Dakeshita	Directors and Audit & Supervisory Board Members					<input type="radio"/>	<input type="radio"/>			<input type="radio"/>
Hiroshi Kawazoe	Outside Directors and Audit & Supervisory Board Members					<input type="radio"/>	<input type="radio"/>			
Hanae Somiya	Outside Directors and Audit & Supervisory Board Members					<input type="radio"/>		<input type="radio"/>		
Akihiro Takiguchi	Executive Officer	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>					<input type="radio"/>
Hiroki Minagawa	Executive Officer	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>					
Hisashi Nakano	Executive Officer	<input type="radio"/>			<input type="radio"/>				<input type="radio"/>	
Kazumasa Fukuhara	Executive Officer					<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Note: Positions and Responsibility in the Company are described as if Proposals No.2 and No.3 are approved as proposed.

Proposal No.4: Election of One (1) Substitute Director and Audit & Supervisory Board Member

The Company proposes the election of one (1) Substitute Director and Audit & Supervisory Board Member as preparation in the event of a lack of the number of Directors and Audit & Supervisory Board Members stipulated by law.

The election of this Substitute Director and Audit & Supervisory Board Member is effective until commencement of the next term's Annual General Meeting of Shareholders; however, the election may be withdrawn by the resolution of the Board of Directors, with the approval of the Audit & Supervisory Board, provided that it is before the candidate assumes office as a Director and Audit & Supervisory Board Member.

In addition, as for this Proposal, it has received approval from the Audit & Supervisory Board.

The candidate for Substitute Director and Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief History, Position and Responsibility in the Company, and Significant Position Concurrently held	Number of Company shares owned
Seisui Kamigaki (Jul 1, 1945)	Apr 1973 Public Prosecutor, Tokyo District Public Prosecutors Office Oct 2000 Chief Public Prosecutor, Naha District Public Prosecutors Office Jun 2002 Chief Public Prosecutor, Utsunomiya District Public Prosecutors Office Sep 2003 Director, General Affairs Department, Supreme Public Prosecutors Office Dec 2004 Chief Public Prosecutor, Chiba District Public Prosecutors Office Aug 2005 Chief Public Prosecutor, Yokohama District Public Prosecutors Office Jul 2007 Member, Japan Fair Trade Commission Jul 2012 Attorney, Hibiya Sogo Law Offices (incumbent) Jun 2013 Outside Auditor, Mitsubishi Shokuhin Co., Ltd. Jun 2013 Outside Auditor, Alfresa Holdings Corporation May 2015 Outside Director and Audit & Supervisory Board Member, the Company Jun 2015 Outside Director, Universal Entertainment Corporation Jun 2019 Outside Director, KOSAIDO Holdings	-
Reasons for nomination as a candidate for Director and Audit & Supervisory Board Member: Although the candidate has not been involved in corporate management other than as an Outside Director, he has extensive knowledge and broad experience in legal affairs as an Attorney. The company has nominated him as a candidate for Substitute Director and Audit & Supervisory Board Member because it expects him to utilize his experience and knowledge in the supervision and auditing of the Company and to give advice and restraint in the execution of the duties.		

Notes

1. There are no particular relationships of interest between the candidate and the Company.
2. Mr. Seisui Kamigaki is a candidate for Substitute Director and Audit & Supervisory Board Member.
3. The Company has determined that Mr. Seisui Kamigaki is an Independent Director as set forth in the Regulations of the Tokyo Stock Exchange, Inc. and in the Regulations of the Company. The Company will report to the Tokyo Stock Exchange if he is elected and assumes office as Outside Director and Audit & Supervisory Board Member.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has stipulated that it may enter into agreements for limitation of liability with Directors who are not Officers. The Director shall be liable to the limit of minimum liability set forth in Article 425, Paragraph 1 of the Companies Act. The Company will enter into an agreement with Mr. Seisui Kamigaki if he is elected and assumes office as Outside Director and Audit & Supervisory Board Member.
5. The Company shall enter into a directors and officers liability insurance contract with an insurance company, as provided for in Item 1, Paragraph 3, Article 430 of the Companies Act, to cover litigation cost and legal damages that may be incurred by the insured parties if they are liable for a result of their action or if they receive a claim for the liability of the result of their action. Mr. Seisui Kamigaki will be included among the insured parties under the contract if he is elected and assumes office as Outside Director and Audit & Supervisory Board Member. Moreover, the contract will be renewed under the same terms at the time of the next renewal.

<Reference> Independence Standards and Qualification for Outside Directors

Pursuant to Independence Standards set forth by Financial Instruments Exchange, Outside Directors or candidates for Outside Directors are considered as independent if none of the below applies to them.

The Standards shall be amended or abolished by the resolution of the Board of Directors.

- a A person executing business for the Company or a subsidiary of the Company (Note 1)
- b A party for which the Company is a major client, or if the party is a company, a person who executes business for the company (Note 2)
- c A party that is a major client of the Company, or if the party is a company, a person who executes business for the company (Note 3)
- d A major shareholder of the Company, or if the shareholder is a company, a person who executes business for the company (holding either directly or indirectly 10% or more of the total number of the voting rights of the Company)
- e A company of which the Company is a major shareholder, holding either directly or indirectly 10% or more of the total number of the voting rights of the company, or a person who executes business for the company
- f A member of audit company who is the Company's Corporate Auditor
- g A legal specialist such as attorney, accounting specialist such as certified public accountant, certified public tax accountant, or a consultant, etc., who has received a significant amount of money or other assets from the Company other than remuneration
- h A member of organization including law office, audit firm, tax accounting firm, consulting firm, or union etc. which has received a significant amount of money or other assets from the Company (Note 4)
- i A person to whom any of the above b to h have applied within the past three years
- j A spouse or a relative within the second degree of those who are in significant position, and to whom any of the above a to i applies (Note 5)
- k A person possibly in conflict of interest to general shareholders even if none of the above a to j are applied

Notes

1. "A person executing business" includes director, corporate officer, executive officer, officer executing the duties, commissioner, or equivalent position in companies or organizations, etc. and who has been a member of the Group even once.
2. "A party for which the Company is a major client" means the one who received from the Group the payment equivalent to 2% or more of its consolidated sales amount in most recent fiscal year.
3. "A party that is a major client of the Company" means the one who made to the Group the payment equivalent to 2% or more of the Company's consolidated sales amount in most recent fiscal year.
4. "A significant amount of money" shall be equivalent to 10 million yen or more annually as individual, or 2% or more of its consolidated sales amount as a company or other organization.
5. A person in "significant position" includes director (excluding outside director), auditor (excluding outside auditor), executive officer, general manager or higher. In terms of a member of law office, audit corporation, etc. a person in "significant position" includes including Attorney, Certified Public Tax Accountant, etc. with professional qualification.

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