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(Securities Code 7628)
June 3, 2026

To Shareholders with Voting Rights:

Masaya Hirose
President and CEO
Ohashi Technica, Inc.
4-3-13 Toranomom, Minato-ku, Tokyo,
Japan (Location of Head Office)

NOTICE OF THE 74TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to announce that the 74th Ordinary General Meeting of Shareholders of Ohashi Technica, Inc. (the “Company”) will be held for the purposes as described below.

Regarding the convocation of this General Meeting of Shareholders, measures for electronic provision have been taken for the reference documents for the General Meeting of Shareholders (matters to be provided electronically), and the documents have been posted on the “Websites where matters to be provided electronically are posted” below. Please access them to review matters subject to the electronic provision measures.

If you are unable to attend the meeting, you may exercise your voting rights in advance via the Internet, etc. or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. Japan time on Tuesday, June 23, 2026.

- 1. Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time
- 2. Place:** JIJI PRESS HALL (2nd Floor, Jiji Press Building) located at 5-15-8 Ginza, Chuo-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Three (3) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors Serving as Audit and Supervisory Committee Members
- Proposal 4:** Determination of Compensation for the Allocation of Restricted Stock to Directors (Excluding Directors Serving as Audit and Supervisory Committee Members and Outside Directors)

Websites where matters to be provided electronically are posted

	Website and URL	How to access
1	The Company's website https://www.ohashi.co.jp/en/index.html	Please see NEWS for information.
2	Listed Company Search (Tokyo Stock Exchange) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show	Please enter and search for the issue name (company name) or securities code (7628), then select Basic information and Documents for public inspection/PR information.
3	Shareholders Meeting Portal (Sumitomo Mitsui Trust Bank) https://www.soukai-portal.net	Please scan the QR code on the Voting Rights Exercise Form, or enter the ID and initial password written on the Voting Rights Exercise Form.

* Each website may be temporarily inaccessible due to regular maintenance, etc.
If you cannot view the information on one website, please check another website or try again later.

Matters decided upon convocation

1. Among the matters to be provided electronically, the following items are not included in the documents to be sent to shareholders who have requested delivery of documents, in accordance with laws and regulations and the provisions of the Company's Articles of Incorporation. The Audit and Supervisory Committee Members and the Accounting Auditor have audited the documents subject to audit, including the following items.
 - (1) Internal control systems designed to ensure that the corporate directors' activities comply with all relevant laws and regulations as well as the Company's articles of incorporation and that other operations are conducted appropriately (the "Internal Control System" and operational status of said system
 - (2) Notes to consolidated statements of changes in equity and consolidated financial statements
 - (3) Notes to non-consolidated statements of changes in equity and non-consolidated financial statements
2. If you exercise your voting rights in writing (by mail) and there is no indication of approval or disapproval of the proposals on the Voting Right Exercise Form, it will be treated as an indication of approval.
3. If you exercise your voting rights both via the Internet, etc. and in writing (by mail), the voting rights exercised via the Internet, etc. shall be deemed valid.
4. If you exercise your voting rights multiple times via the Internet, etc., the last vote exercised shall be deemed valid.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

We would like to propose to appropriate our surplus as follows.

The Company recognizes the improvement of its corporate value over the medium- to long-term and returning profits to shareholders as one of its important management issues.

We would like to propose our year-end dividend for the 74th fiscal year to be as follows, comprehensively taking into account the Company's performance during the fiscal year, financial base, and other factors.

Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and total amount thereof

18.50 yen per share of common stock of the Company

Total amount: 473,801,243 yen

The Company conducted a stock split at ratio of 2 shares for every one common share as of January 1, 2026. If the stock split is taken into account, the interim dividend of 37.00 yen per share paid with a record date of September 30, 2025 would be equivalent to 18.50 yen, and combined with the year-end dividend, the total annual dividend would be 37.00 yen per share.

(3) Effective date of distribution of surplus

June 25, 2026

Proposal 2: Election of Three (3) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of three (3) Directors is proposed.

Regarding this proposal, the Company's Audit and Supervisory Committee has judged that all the candidates for Directors are well qualified.

The candidates for Directors are as follows.

No.	Name	Current positions and responsibilities at the Company	
1	Masaya Hirose	President and CEO; Member of Nomination and Compensation Committee	Renominated
2	Masato Hori	Director; General Manager of Corporate Planning Div.	Renominated
3	Hikaru Tateiwa	Director; General Manager of Overseas Business Div.; and General Manager of Overseas Business Div. II	Renominated

<Reference> Policy for the Nomination of Candidates for Directors

The nomination of candidates for the Company's Directors is decided by comprehensively evaluating the candidate's management strategy planning capabilities, business execution capabilities, management control capabilities, risk management capabilities, personality, and other factors. As for the procedure of nomination, candidates are decided by the Board of Directors based on the result of deliberation by the Nomination and Compensation Committee.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
1	<p>Masaya Hirose (May 18, 1964)</p> <p>Renominated</p> <p>[Number of shares of the Company held] 92,741</p> <p>[Number of years served as Director] 8 years</p> <p>[Attendance at Board of Directors meetings] 19/19</p>	<p>April 1986 Joined the Company</p> <p>June 2000 Branch Manager of Tachikawa Branch</p> <p>January 2007 President, OHASHI TECHNICA U.S.A., INC.</p> <p>October 2011 General Manager of East Japan Supervisory Div., Sales Headquarters</p> <p>June 2012 Executive Officer; General Manager of East Japan Supervisory Div., Sales Headquarters</p> <p>February 2015 Executive Officer; General Manager of Sales Headquarters</p> <p>June 2015 Director; General Manager of Sales Headquarters</p> <p>December 2017 Director; General Manager of Overseas Business Div.</p> <p>June 2019 Executive Officer; Chairman and President of OHASHI TECHNICA PRECISION PARTS (SHANGHAI) CO., LTD.; Chairman and President of OHASHI TECHNICA PRECISION PARTS (GUANGZHOU) CO., LTD.; and Chairman and President of OHASHI NAKAHYO PRECISION PARTS (GUANGZHOU) CO., LTD.</p> <p>June 2022 Director; General Manager of Domestic Business Div.; and General Manager of Sales Div.</p> <p>June 2023 Managing Director; General Manager of Domestic Business Div.; and General Manager of Sales Div.</p> <p>March 2024 Managing Director; General Manager of Domestic Business Div.</p> <p>June 2024 President and CEO (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Director] Masaya Hirose has a wealth of experience and knowledge in the domestic and overseas divisions, and is demonstrating leadership as the supervisor of the Group. In order to continue to utilize his capabilities and experience for the management of the Group, his election as Director is proposed.</p>
2	<p>Masato Hori (April 29, 1961)</p> <p>Renominated</p> <p>[Number of shares of the Company held] 73,622</p> <p>[Number of years served as Director] 2 years</p> <p>[Attendance at Board of Directors meetings] 19/19</p>	<p>April 1984 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>February 2012 Seconded to the Company; General Manager of General Administration Div.</p> <p>February 2013 Joined the Company</p> <p>June 2013 Executive Officer; General Manager of General Administration Div.</p> <p>April 2023 Executive Officer; General Manager of Corporate Planning Div.</p> <p>June 2024 Director; General Manager of Corporate Planning Div. (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Director] Masato Hori possesses a wealth of experience and insight gained through many years in the general administration division, and he is currently in charge of supervisory operations of the corporate planning division. In order to utilize his capabilities and experience, cultivated thus far, to strengthen the Group's management functions, his election as Director is proposed.</p>

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
3	Hikaru Tateiwa (July 18, 1961)	<p>April 1988 Joined the Company</p> <p>April 2012 Deputy General Manager of Overseas Business Div.</p> <p>September 2012 President, OHASHI TECHNICA UK, LTD.</p> <p>April 2015 President, OHASHI TECHNICA U.S.A., INC.</p> <p>June 2018 Executive Officer; President, OHASHI TECHNICA UK, LTD.</p> <p>April 2024 Senior Executive Officer; President, OHASHI TECHNICA UK, LTD.</p> <p>September 2024 Senior Executive Officer; President, OHASHI TECHNICA MEXICO, S.A. DE C.V.</p> <p>May 2025 Senior Executive Officer; General Manager of Overseas Business Div.; and General Manager of Overseas Business Div. II</p> <p>June 2025 Director; General Manager of Overseas Business Div.; and General Manager of Overseas Business Div. II (incumbent)</p>
	<u>Renominated</u>	
	[Number of shares of the Company held] 57,041	
	[Number of years served as Director] 1 year	
	[Attendance at Board of Directors meetings] 13/13	[Significant concurrent positions] None.
		[Reason for nomination as candidate for Director] Hikaru Tateiwa has a wealth of experience serving as president of multiple overseas subsidiaries and is well-versed in both domestic and international business. Deeming that his capabilities and experience can continue to be utilized for the expansion of the Group's business performance, his election as Director is proposed.

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. The number of shares of the Company held by each candidate is presented as the number of shares at the end of the 74th fiscal year (March 31, 2026).
3. The number of shares of the Company held by each candidate includes shares owned in the name of the Officers Stock Ownership Association and the Employees Stock Ownership Association. (Amounts less than 1 share are rounded down)
4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damage that may arise as a result of the insureds' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.
If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2026.
5. Masaya Hirose's total years of service as a Director includes his past tenure.
6. Hikaru Tateiwa was newly elected at the 73rd Ordinary General Meeting of Shareholders held on June 25, 2025, therefore the number for his attendance at the Board of Directors meetings is different from that of other Directors.

Proposal 3: Election of Two (2) Directors Serving as Audit and Supervisory Committee Members

Of the four (4) Directors serving as Audit and Supervisory Committee Members, Kazuhiro Ida, Hitomi Yamada, and Kei Miyoshi's terms of office will expire.

Accordingly, the election of three (3) Directors serving as Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions and responsibilities at the Company	
1	Kazuhiro Ida	Director (Audit and Supervisory Committee Member, full-time)	Renominated
2	Hitomi Yamada	Outside Director (Audit and Supervisory Committee Member); Member of Nomination and Compensation Committee	Renominated Outside Independent
3	Kei Miyoshi	Outside Director (Audit and Supervisory Committee Member); Member of Nomination and Compensation Committee	Renominated Outside Independent

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
1	<p>Kazuhiro Ida (April 1, 1960)</p> <p><u>Renominated</u></p> <p>[Number of shares of the Company held] 29,415</p> <p>[Number of years served] 7 years</p> <p>[Attendance at Board of Directors meetings] 19/19</p>	<p>April 1983 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>April 2011 Seconded to the Company</p> <p>April 2012 Joined the Company; General Manager of Internal Control Auditing Div.</p> <p>June 2019 Director (Audit and Supervisory Committee Member, full-time) (incumbent)</p> <p>[Significant concurrent positions] None.</p> <p>[Reason for nomination as candidate for Outside Director serving as Audit and Supervisory Committee Member] Kazuhiro Ida has broad and profound knowledge related to businesses of the Group through his long experience in auditing, having served as General Manager of Internal Control Auditing Div. and as an Audit and Supervisory Committee Member. In order to continue to utilize his experience and capabilities, etc., for the management as well as the audits of the Group, his election as Director serving as Audit and Supervisory Committee Member is proposed.</p>
2	<p>Hitomi Yamada (January 19, 1962)</p> <p><u>Renominated</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>[Number of shares of the Company held] 2,531</p> <p>[Number of years served as Outside Director] 4 years</p> <p>[Attendance at Board of Directors meetings] 19/19</p>	<p>April 1984 Joined TDK Corporation</p> <p>October 1990 Joined Aoyama Audit Corporation (currently PricewaterhouseCoopers Japan LLC)</p> <p>August 1994 Registered as a certified public accountant</p> <p>July 2007 Founded Hitomi Yamada Certified Public Accountant Office (currently in office)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member), OTEC CORPORATION</p> <p>April 2022 Advisor, the Company</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member) (incumbent)</p> <p>June 2023 Outside Audit and Supervisory Board Member, The Higashi-Nippon Bank, Limited (incumbent)</p> <p>June 2024 Outside Audit and Supervisory Board Member, The Bank of Yokohama, Ltd.</p> <p>[Significant concurrent positions] Outside Audit and Supervisory Board Member, The Higashi-Nippon Bank, Limited</p> <p>[Reason for nomination as candidate for Outside Director serving as Audit and Supervisory Committee Member and expected roles] Although Hitomi Yamada has no experience participating in management of a company other than serving as an Outside Officer, she has great knowledge related to finance and accounting as a certified public accountant as well as experience serving as an Outside Director and an Outside Audit and Supervisory Board Member of other companies. As such, the Company has judged that she possesses the appropriate personality, insight, and management control capabilities for a Director of the Company. The Company expects that she will utilize her capabilities and knowledge to stimulate discussion at meetings of the Board of Directors of the Company and contribute to enhancing diversity.</p> <p>There is no special interest between Hitomi Yamada and the Company. It has been ensured that she has a high degree of independence, and therefore the Company has judged that she satisfies the standards for election as an Outside Director.</p>

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company
3	<p>Kei Miyoshi (January 1, 1979)</p> <p><u>Renominated</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>[Number of shares of the Company held] 616</p> <p>[Number of years served as Outside Director] 1 year</p> <p>[Attendance at Board of Directors meetings] 13/13</p>	<p>September 2007 Registered as an attorney-at-law Joined Taiju Law Office</p> <p>April 2015 Vice President, Taiju Law Office</p> <p>April 2017 Joined Miyoshi & Associates Law Firm Vice President, Miyoshi & Associates Law Firm (incumbent)</p> <p>June 2024 Outside Director (Audit and Supervisory Committee Member), SEIKOH GIKEN CO., LTD. (incumbent)</p> <p>April 2025 Adviser, the Company (incumbent)</p> <p>June 2025 Outside Director (Audit and Supervisory Committee Member) (incumbent)</p> <p>[Significant concurrent positions] Outside Director (Audit and Supervisory Committee Member), SEIKOH GIKEN CO., LTD. Auditor, Nissin Precision Machines Co., Ltd. Executive Director, Hashilus Co., Ltd. Director, Entertainment XR Association Inc.</p> <p>[Reason for nomination as candidate for Outside Director serving as Audit and Supervisory Committee Member and expected roles] Kei Miyoshi has been involved in management of companies not only as an Outside Officer but also as an executive officer. As an attorney, he has great knowledge related to corporate and international legal affairs. As such, the Company has judged that he possesses the appropriate personality, insight, and management control capabilities for a Director of the Company. The Company expects that he will utilize his capabilities and knowledge to stimulate discussion at meetings of the Board of Directors of the Company. There is no special interest between Kei Miyoshi and the Company. It has been ensured that he has a high degree of independence, and therefore the Company has judged that he satisfies the standards for election as an Outside Director.</p>

(Notes)

1. Hitomi Yamada and Kei Miyoshi are candidates for Outside Directors.
2. There is no special interest between each candidate for Director serving as Audit and Supervisory Committee Member and the Company.
3. The Company designated Hitomi Yamada and Kei Miyoshi as Independent Directors based on the provisions set forth by the Tokyo Stock Exchange and provided such notification thereto. If their renominations are approved, the Company plans to continue to register them as Independent Directors.
4. The Company has, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, entered into an agreement with Hitomi Yamada and Kei Miyoshi to limit their liability for damages as provided for in Article 423, Paragraph 1 of said Act. The limitation of liability for damages under the said agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. The Company plans to continue the said agreement with them if their renominations are approved.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damage that may arise as a result of the insureds' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2026.
6. The number of shares of the Company held by each candidate is presented as the number of shares at the end of the 74th fiscal year (March 31, 2026).
7. The number of shares of the Company held by each candidate includes the individual's equity in the Ohashi Technica Officers Stock Ownership Association. (Amounts less than 1 share are rounded down)
8. Kei Miyoshi was newly elected at the 73rd Ordinary General Meeting of Shareholders held on June 25, 2025, therefore the number for his attendance at the Board of Directors meetings is different from that of other Directors.

(Reference) Skill Matrix of Directors

The skill matrix of the Board of Directors, if the candidates described in this Notice are elected as proposed, is as follows based on the expertise of the Board of Directors. The Company continues to examine the constitution of the Board of Directors based on the expertise as well as factors including diversity, such as attribute (independence), gender and internationality, and changes in the business environment.

Title	Name	Independence (only for Outside Directors)	Corporate management	Finance and Accounting	Sales	Global	Legal affairs / Risk management	Personnel affairs / Labor / Human resource development	Industrial knowledge	Manufacturing technology	ESG / Sustainability	Gender: ● Male; ● Female
President and CEO	Masaya Hirose		●	●	●	●	●	●	●	●	●	●
Director	Masato Hori		●	●		●		●	●		●	●
Director	Hikaru Tateiwa		●		●	●			●	●	●	●
Director (Audit and Supervisory Committee Member)	Kazuhiro Ida			●			●				●	●
Outside Director (Audit and Supervisory Committee Member)	Tomoko Okiyama	●	●	●	●		●	●			●	●
Outside Director (Audit and Supervisory Committee Member)	Hitomi Yamada	●		●			●				●	●
Outside Director (Audit and Supervisory Committee Member)	Kei Miyoshi	●	●			●	●	●			●	●

Proposal 4: Determination of Compensation for the Allocation of Restricted Stock to Directors (Excluding Directors Serving as Audit and Supervisory Committee Members and Outside Directors)

The 64th Ordinary General Meeting of Shareholders held on June 24, 2016 approved a proposal to set the maximum amount of compensation for the Company's Directors (excluding Directors serving as Audit and Supervisory Committee Members) at 400 million yen per year (not including the portion of employee salary for Directors who concurrently serve as employees).

As part of the recent review of the executive compensation system, the Company intends to grant compensation to the Eligible Directors for the allocation of restricted stock separately from the above compensation limit for the purpose of providing incentives for Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors; hereinafter "Eligible Directors") to sustainably enhance the Company's corporate value and promote further value sharing with shareholders.

The compensation to be granted for the allocation of restricted stock to the Eligible Directors under this proposal shall be in the form of monetary claims, the maximum total amount of which shall be 50 million yen per year (not including the portion of employee salary for Directors who concurrently serve as employees and Outside Directors). The specific timing of granting and allocation to each Eligible Director shall be decided by the Board of Directors.

There are currently four Directors (excluding Directors serving as Audit and Supervisory Committee Members), of which none are Outside Directors. However, if Proposal 2, "Election of Three (3) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)," is approved and passed as originally proposed, there will be three Directors (excluding Directors serving as Audit and Supervisory Committee Members), of which none are Outside Directors.

In addition, in accordance with a resolution of the Company's Board of Directors, the Eligible Directors shall pay in all of the monetary claims granted under this proposal as properties contributed in kind and receive the issuance or disposal of the Company's common stock. The total number of shares of common stock to be newly issued or disposed of under this proposal shall be up to 50,000 shares per year (however, in the event of a stock split (including a gratis allotment of shares of the Company's common stock) or reverse stock split of the Company's common stock or other event that necessitates adjustment of the total number of shares of the Company's common stock to be issued or disposed of as restricted stock, on or after the date of approval of this proposal, the total number may be adjusted within a reasonable range).

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of shares of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each resolution of the Board of Directors (or, if no trading is effected on such date, the closing price on the most recent trading day preceding such date) to the extent that the amount will not be particularly favorable to the Eligible Directors who will receive such shares of common stock. In addition, the issuance or disposal of shares of common stock of the Company and the granting of monetary claims as properties contributed in kind under this proposal is subject to the conclusion of a restricted stock allocation agreement between the Company and each Eligible Director including the provisions below. In addition, the maximum amount of compensation under this proposal, the total number of shares of common stock of the Company to be issued or disposed of, and other terms and conditions for the allocation of restricted stock to the Eligible Directors under this proposal have been determined taking into account the above purpose, the Company's performance, the Company's policy regarding decisions on the details of individual compensation, etc. for Directors (if this proposal is approved and passed, this policy will be amended for consistency with the approved details), and other various circumstances, and are believed to be appropriate.

If this Plan is approved and passed as originally proposed at the 74th General Meeting of Shareholders, the Company will introduce a restricted stock compensation plan for Executive Officers, etc. who do not concurrently serve as Directors of the Company, which is similar to the Plan.

[Outline of the Restricted Stock Allocation Agreement]

(1) Transfer Restriction Period

The Eligible Director may not transfer, create a security interest in, or otherwise dispose of (the “Transfer Restrictions”) the common stock of the Company allotted under the Allocation Agreement (the “Allotted Shares”) during the period from the date of allotment under the Allocation Agreement to the time immediately after the Eligible Director resigns or retires from any position of officer or employee of the Company and its subsidiaries which is predetermined by the Company’s Board of Directors (the “Transfer Restriction Period”).

(2) Handling in the Event of Resignation Or Retirement

If the Eligible Director resigns or retires from any position of officer or employee of the Company and its subsidiaries which is predetermined by the Company’s Board of Directors before the expiry of the period predetermined by the Company’s Board of Directors (the “Service Provision Period”), the Company shall automatically acquire, without contribution, the Allotted Shares, unless this resignation or retirement was caused by expiration of term of office, death, or other legitimate reason.

(3) Removal of Transfer Restrictions

The Company shall remove the Transfer Restrictions on all of the Allotted Shares upon expiry of the Transfer Restriction Period, provided that the Eligible Director has been in continuous service during the Service Provision Period in any position of officer or employee of the Company and its subsidiaries which is predetermined by the Company’s Board of Directors. However, (i) if said Eligible Director resigns or retires from any position of officer or employee of the Company and its subsidiaries which is predetermined by the Company’s Board of Directors due to a legitimate reason prior to the expiry of the Service Provision Period, or (ii) if said Eligible Director resigns or retires from any position of officer or employee of the Company and its subsidiaries which is predetermined by the Company’s Board of Directors due to other reasons after the expiry of the Service Period but prior to the expiry of the Transfer Restriction Period, the number of Allotted Shares for which the Transfer Restrictions are removed and the timing of the removal of the Transfer Restrictions shall be reasonably adjusted as necessary. In addition, as provided above, the Company shall automatically acquire, without contribution, the Allotted Shares for which the Transfer Restrictions have not been removed as of the time immediately after the removal of the Transfer Restrictions.

(4) Handling in case of Organizational Restructuring, Etc.

Notwithstanding the provision of (1) above, if, during the Transfer Restriction Period, a merger agreement under which the Company will become a dissolving company, a share exchange agreement or a share transfer plan under which the Company will become a wholly-owned subsidiary of another company, or any other organization restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company, if the approval of the General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc.), then the Company may, by a resolution of its Board of Directors, remove the Transfer Restrictions on the Allotted Shares prior to the effective date of such organizational restructuring, etc., in the number reasonably determined based on the period from the start date of the Transfer Restriction Period to the date of approval of said organizational restructuring, etc. In addition, as provided above, the Company shall automatically acquire, without contribution, the Allotted Shares for which the Transfer Restrictions have not been removed as of the time immediately after the removal of the Transfer Restrictions.

(5) Other Matters

Any other matters related to the Allotment Agreement shall be determined by the Company’s Board of Directors.