

# Notice of Convocation of the 11th Ordinary General Meeting of Shareholders



## カープレミア

### **Date and Time**

Wednesday, June 24, 2026, at 2:00 p.m.

Reception starts at 1:30 p.m.

### **Venue**

Akasaka Intercity Conference Center  
the AIR

4F, Akasaka Intercity AIR

1-8-1 Akasaka, Minato-ku, Tokyo

### **Proposals to be resolved**

Proposal 1: Election of Six Directors

Proposal 2: Revision of Restricted Share Remuneration  
Plan for Directors (excluding Outside  
Directors)

- Online viewing of the meeting is available.
- Shareholders are kindly requested to exercise their voting rights prior to the meeting by the Internet or in writing.

Premium Group Co., Ltd.  
Securities Code: 7199

## Message to Shareholders

### Resolved for Change, Proof of Being One of a Kind

We would like to express our sincere appreciation to our shareholders for their continued support.

The fiscal year ended March 31, 2026 marked the final fiscal year of ONE & ONLY 2026, the Group's previous Medium-Term Management Plan. Unfortunately, due to the temporary impact of a system failure at a consolidated subsidiary, we were unable to meet the plan's targets for profits and market capitalization. We earnestly acknowledge this failure to meet the expectations of our shareholders, and will use this disappointment to fuel our next phase of growth. Fortunately, the growth trend we have built up remains firm. Thanks to strong collaboration among our three major businesses, we have increased revenue and profits in nine consecutive fiscal years since our listing, sustaining an upward growth trajectory that dates all the way back to our founding.

Now, here is an update on the present status of the extremely regrettable system failure. Operational disruptions are resolved, the delinquency rate has improved significantly from its temporary rise, and the volume of new loans is showing signs of recovery. Looking ahead, based on our medium- and long-term road map, we are taking steps to accelerate processing in our current system and fully implement AI agents while also launching the redevelopment of a new core system with superior flexibility and scalability.



President and Representative Director, CEO

柴田 洋一

With “system development and advancement of human resources and services predicated on AI utilization” as the foundation of our strategy, we intend to build a solid IT governance framework to serve as our next source of competitive advantages.

In the fiscal year ending March 31, 2027, we will launch our new Medium-Term Management Plan, Change & Prove 2030. We will break free from our existing framework, transcend our reputation as a finance company, and with solid figures and results demonstrate to the market our true value as a platform company with high growth potential. Our first and foremost strategy to achieve this is to integrate our major consolidated subsidiaries and pursue overall optimization across the entire Group to thoroughly streamline our sales and administrative departments. Atop this solid management foundation, we will establish a stable, highly profitable model that is resilient against interest rate fluctuations, and as a one & only platform provider indispensable to both users and businesses, we will establish the Auto Mobility Ecosystem that we envision.

Our basic policy for shareholder returns is to continuously increase dividends in line with profit growth. Additionally, to implement capital policies that are responsive to changes in the business environment, we began acquiring treasury shares in February 2026. We will continue striving to maximize shareholder value through appropriate return of profits combining dividends and share buybacks.

The mobility industry is undergoing what many regard as a once-in-a-century transformation, a shift we view as a golden opportunity for great growth. With each employee internalizing our values (“Toughness Mind, Positive Mind, Gratitude”), we will work together with stakeholders to build a richer, more sustainable society.

We look forward to your continued support as the Premium Group boldly strives to reach new heights.



## Management Philosophy

### MISSION

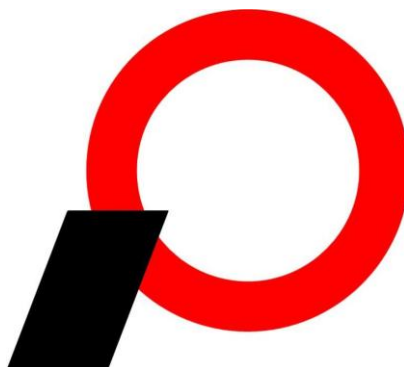
Premium Group's vision

We contribute to building a richer society by providing the best finance and services to people around the world

By further improving our financing and services, and spreading them across the world, we will create a prosperous society.

We will develop and nurture enriched human capital who consistently approach their work with a positive mindset and diligently build upon every process

We will not give up before we start by thinking we cannot do something, or something is not possible. We will promote innovation with creative ideas and great ambition, and forge ahead to the next step ourselves.



### VALUE





Premium Group's underlying principles

Toughness Mind	We aim to become an enterprise and employees that have great ambition and can take on any challenges
Positive Mind	We aim to become an enterprise and employees that can work on things with a positive way of thinking and exchange smiles
Gratitude	We aim to become an enterprise and employees that have altruistic spirits and gratitude

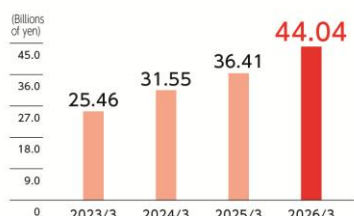


## Financial Highlights

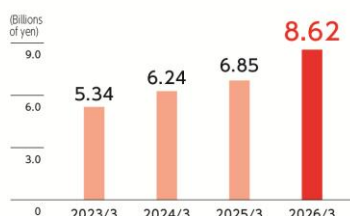
Although the used car market remained flat overall in part due to sluggish new car sales, we recorded **increased revenue, profits, and dividends for the ninth consecutive fiscal year since our listing** thanks to steady growth across all business segments driven by the progress of our Car Premium Strategy.

Operating revenue	Profit before tax	Profit attributable to owners of parent	Annual dividend
<b>¥44,042 million</b> [FY 26/3]	<b>¥8,619 million</b> [FY 26/3]	<b>¥6,069 million</b> [FY 26/3]	<b>¥54</b> [FY 26/3]
Up 21.0% YoY  ¥36,409 million [FY 25/3]	Up 25.8% YoY  ¥6,851 million [FY 25/3]	Up 30.5% YoY  ¥4,651 million [FY 25/3]	Up ¥14 YoY  ¥40 [FY 25/3]

Operating revenue



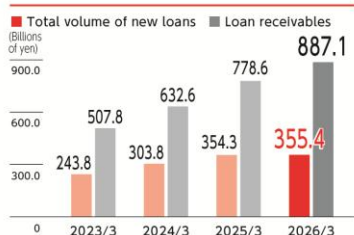
Profit before tax



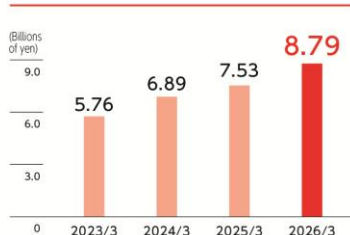
Profit attributable to owners of parent / ROE



Volume of new loans / Loan receivables



Total volume of automobile warranties



Number of Car Premium Club members



- (Notes)
1. Operating revenue, Profit before tax, Profit attributable to owners of parent, and ROE for the fiscal year ended March 31, 2023, are shown after retroactive adjustments due to a change in accounting policy.
  2. Total volume of Automobile warranties for the fiscal year ended March 31, 2024 is shown after retroactive adjustments due to changes in the method of calculation.

Securities Code: 7199

June 3, 2026

Dear Shareholders

Yohichi Shibata  
President and Representative Director, CEO  
Premium Group Co., Ltd.  
The Okura Prestige Tower  
2-10-4 Toranomom, Minato-ku, Tokyo

### **Notice of Convocation of the 11th Ordinary General Meeting of Shareholders**

Premium Group Co., Ltd. (hereinafter the “Company”) hereby announces that the 11th Ordinary General Meeting of Shareholders of the Company will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision will be taken) in electronic format, and posts this information as “Notice of Convocation of the 11th Ordinary General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://ir.premium-group.co.jp/ja/meeting.html> (in Japanese)

In addition to posting items subject to measures for electronic provision on the website above, the Company also posts this information on the website of Tokyo Stock Exchange (TSE). To access this information from the latter website, access the following TSE website by using the internet address shown below, enter “Premium Group” in the “Issue name (company name)” field or our securities code “7199” in the “Code” field, and click “Search,” and then select “Basic information” and “Documents for public inspection/PR information” in that order, and check “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (in English)

When exercising your voting rights in case you do not attend the meeting in person, please review the Reference Documents for the General Meeting of Shareholders, and then exercise your voting rights prior to the meeting by the Internet or in writing no later than **6:30 p.m. on Tuesday, June 23, 2026** instead of exercising voting rights at the venue on the day of the meeting.

**The meeting will be streamed live.** The Company will accept questions from shareholders prior to the meeting, and the Company will explain matters of high interest to shareholders at the meeting.

<b>1. Date and Time</b>	Wednesday, June 24, 2026, at 2:00 p.m. (Reception starts at 1:30 p.m.)
<b>2. Venue</b>	The AIR, Akasaka Intercity Conference Center 4F, Akasaka Intercity AIR, 1-8-1 Akasaka, Minato-ku, Tokyo
<b>3. Livestreaming</b>	The meeting will be streamed live. For details of how to watch the meeting, please refer to “Guidance Notes on Viewing the Livestream of the 11th Ordinary General Meeting of Shareholders” on page 3.
<b>4. Meeting Agenda</b>	<p><b>Reports</b></p> <ol style="list-style-type: none"> <li>1. Business Report and consolidated financial statements for the 11th Fiscal Year (from April 1, 2025 to March 31, 2026), and the results of audits of the consolidated financial statements by Independent Auditors and the Audit &amp; Supervisory Board</li> <li>2. Report on non-consolidated financial statements for the 11th Fiscal Year (from April 1, 2025 to March 31, 2026)</li> </ol> <p><b>Proposals to be resolved</b></p> <p>Proposal 1: Election of Six Directors</p> <p>Proposal 2: Revision of Restricted Share Remuneration Plan for Directors (excluding Outside Directors)</p>
<b>5. Guidance Notes on Exercising Voting Rights</b>	Please refer to the “Guidance Notes on Exercising Voting Rights” in the attached documents on page 4
<b>6. Submission of Questions Prior to the Meeting</b>	E-mail address for submitting your questions in advance: <b>ir-info@premium-group.co.jp</b> Submission deadline: <b>6:30 p.m. on Tuesday, June 23, 2026</b>
<b>7. Items subject to measures for electronic provision</b>	Paper-based documents stating items subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following items in accordance with the provisions of laws and regulations and Article 16, paragraph (2) of the Company’s Articles of Incorporation. <ol style="list-style-type: none"> <li>1. “Major offices and factories,” “Employees,” “Status of exercise of warrants, etc.” and “System to ensure the appropriateness of operations and operating status of the system” in the Business Report</li> <li>2. “Consolidated statement of changes in equity” and “Notes to consolidated financial statements” in the consolidated financial statements</li> <li>3. “Non-consolidated statement of changes in equity” and “Notes to non-consolidated financial statements” in the non-consolidated financial statements</li> </ol>

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	Accordingly, the Business Report, consolidated financial statements, and non-consolidated financial statements included in the said documents are part of the subject documents audited by the Independent Auditor in preparing the accounting audit report and by Audit & Supervisory Board Members in preparing the audit report.
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\* If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website (in Japanese only).

## Guidance Notes on Viewing the Livestream of the 11th Ordinary General Meeting of Shareholders

The 11th Ordinary General Meeting of Shareholders will be livestreamed using Zoom Webinar.

Livestream URL: Webinar ID: Password:	* The Livestream URL, Webinar ID, Password, and QR code are listed in the booklet sent to shareholders.
Time of Livestream:	From 2:00 p.m. (Japan time) on Wednesday, June 24, 2026 to the conclusion of the General Meeting of Shareholders

Notes:

- Online viewing of this General Meeting of Shareholders is not deemed as attendance at a general meeting of shareholders under the Companies Act. Therefore, please note that you cannot exercise voting rights, ask a question, and make a motion through the online viewing. As “Guidance Notes on Exercising Voting Rights” in the attached documents on page 4 when exercising your voting rights, please exercise your voting rights prior to the meeting by the Internet or in writing.
- The Company will accept questions from shareholders who will watch the meeting through the online viewing, by e-mail prior to the meeting, and the Company will explain matters of high interest to shareholders at the meeting. Please send any question with the name and shareholder number of the shareholder clearly indicated in the body of the e-mail no later than 6:30 p.m. on Tuesday, June 23, 2026 to [ir-info@premium-group.co.jp](mailto:ir-info@premium-group.co.jp).
- Depending on your device and your network environment, you may be unable to view the livestream. If you encounter trouble, please check your operating environment using the Zoom Help Center.  
**Zoom Help Center (<https://support.zoom.com/hc/en>)** (in English)
- Please note that any communication fees incurred for accessing the Company’s website and viewing the livestream shall be borne by you.
- Please understand although care will be taken to avoid showing the faces of shareholders present in the livestream, some shareholders’ faces may inevitably be shown.
- If for some reason we are unable to livestream, we will announce that on our IR information page on the Company’s website.  
**The Company website’s IR information page (<https://ir.premium-group.co.jp/en/index.html>)** (in English)



### Guidance Notes on Exercising Voting Rights

It is an important right to exercise your voting rights at general meetings of shareholders. Please review the Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

There are three ways to exercise your voting rights.



**If you attend the General Meeting of Shareholders**

If attending the meeting in person, please present the Voting Rights Exercise Form at the reception desk.

Date and Time

Wednesday, June 24, 2026, at 2:00 p.m. (Reception starts at 1:30 p.m.)



**If you exercise your voting rights via the Internet**

Please enter your approval or disapproval of each proposal in accordance with the instructions on the following page.

Voting Deadline

Entered by 6:30 p.m. on Tuesday, June 23, 2026



**If you exercise your voting rights in writing (by mail)**

Please indicate your vote for or against the proposal on the Voting Rights Exercise Form, and return it by mail.

Voting Deadline

Delivered by 6:30 p.m. on Tuesday, June 23, 2026

- The results of exercising voting rights at the General Meeting of Shareholders are posted on the Company's website. Company website: <https://ir.premium-group.co.jp/ja/meeting.html> (in Japanese)

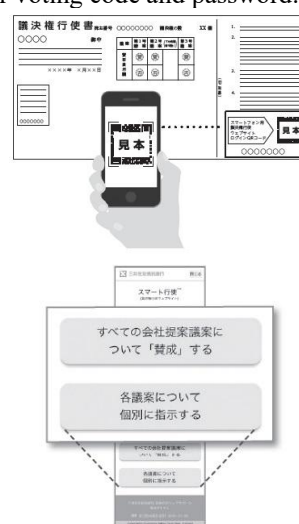
## Information about exercising your voting rights via the Internet

### Scanning the QR Code “Smart Vote®”

You can simply log in to the voting website without entering your voting code and password.

1. Please scan the QR Code printed on the lower right-hand side of the Voting Rights Exercise Form.
  - \* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Enter your approval or disapproval by following the instructions shown on the screen.



**Please note that exercising voting rights by using “Smart Vote®” is available only once.**

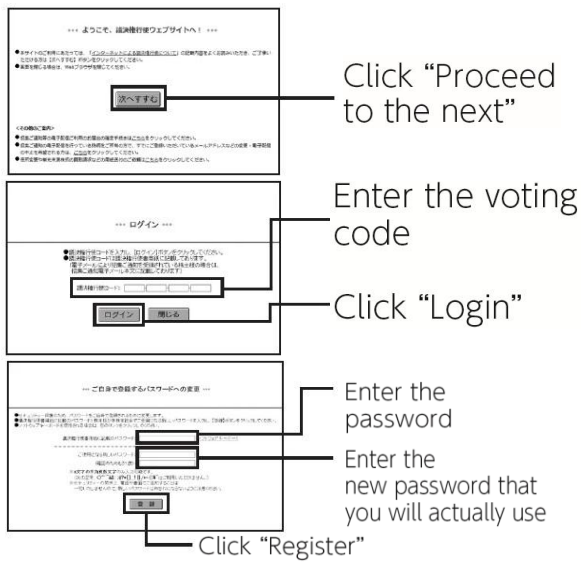
If you wish to change your votes after exercising your voting rights, please log in to the voting website for PC by using your voting code and password printed on the Voting Rights Exercise Form, and exercise your voting rights again.

- \* If you rescan the QR Code, you can access the voting website for PC.

**Entering voting code and password**

The voting website <https://www.web54.net> (in Japanese)

1. Please access the voting website.
2. Please enter the voting code printed on the “Voting Rights Exercise Form.”
3. Please enter the “password” printed on the Voting Rights Exercise Form.
4. Enter your approval or disapproval by following the instructions shown on the screen.

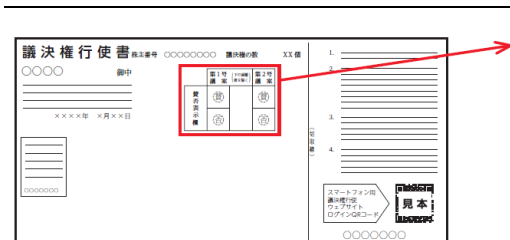


In case you need instructions for how to operate your personal computer, smartphone or mobile phone in order to exercise your voting rights via the internet, please contact:

Dedicated phone line for Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited  
 Phone number: 0120-652-031 (Toll-free in Japan)  
 (Reception time: 9:00 a.m.–9:00 p.m.)

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

## Guidance on how to complete the Voting Rights Exercise Form



Please indicate your vote for or against on the Voting Rights Exercise Form.

### Proposal 1

- To vote for all candidates >> Draw a circle in the “賛” column.
- To vote against all candidates >> Draw a circle in the “否” column.
- To vote against only some candidates >> Draw a circle in the “賛” column and write the numbers of the candidates against which you wish to vote

### Proposal 2





- To vote for the proposal >> Draw a circle in the “賛” column.
- To vote against the proposal >> Draw a circle in the “否” column.

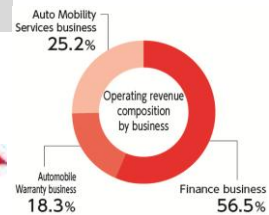
- (1) Not indicating a vote for or against proposals in a Voting Rights Exercise Form when exercising your voting right in writing (by mail) will be considered an indication of approval of such proposals.
- (2) If you exercise your voting rights both in writing (by mail) and via the Internet, etc., only the voting rights you exercise via the Internet, etc. will be counted. If you exercise your voting rights via the Internet, etc. more than once or redundantly, only the voting rights you exercise last will be counted.

## Summary of Meeting Agenda of the General Meeting of Shareholders

### Current Status of the Fiscal Year

Operating revenue, Operating profit, and Profit before tax all increased tremendously (more than +20%) from last year, setting record highs and cementing our ninth consecutive fiscal year of increased revenue, profits, and dividends since our listing.

Operating revenue	Profit before tax	Profit attributable to owners of parent	Annual dividend
<p>¥44,042 million [FY 26/3]</p> <p>Up 21.0% YoY </p> <p>¥36,409 million [FY 25/3]</p>	<p>¥8,619 million [FY 26/3]</p> <p>Up 25.8% YoY </p> <p>¥6,851 million [FY 25/3]</p>	<p>¥6,069 million [FY 26/3]</p> <p>Up 30.5% YoY </p> <p>¥4,651 million [FY 25/3]</p>	<p>¥54 [FY 26/3]</p> <p>Up ¥14 YoY </p> <p>¥40 [FY 25/3]</p>



## Overview of Proposals to be Resolved

### Proposal 1: Election of Six Directors

The terms of office of all the six Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect six Directors. The candidates for Director are as follows:

No.	Name	Gender	Current position in the Company	Candidate attributes			Tenure in office
1	Yohichi Shibata	Male	President and Representative Director, CEO	Reappointment			Nine years, eleven months
2	Yoshiyuki Tsuchiya	Male	Director	Reappointment			One year
3	Tomohiro Kanazawa	Male	Director and Executive Officer, CFO	Reappointment			Five years
4	Tsuguhiro Nakagawa	Male	Outside Director	Reappointment	Outside	Independent	Nine years
5	Yuka Horikoshi	Female	Outside Director	Reappointment	Outside	Independent	Seven years
6	Hiromi Oshima	Female	Outside Director	Reappointment	Outside	Independent	Six years

## **Proposal 2: Revision of Restricted Share Remuneration Plan for Directors (excluding Outside Directors)**

The purpose of this proposal is to further incentivize Directors (excluding Outside Directors) to contribute to enhancing our corporate value over the medium and long term and to further improve their commitment to achieving performance targets as we launch our new Medium-Term Management Plan, Change & Prove 2030. Specifically, to enable flexible incentives commensurate with future business growth, the Company requests your approval to revise the existing system to allow for the addition of performance achievement conditions, and to change the remuneration framework to 500 million yen per year (currently 200 million yen per year) and the maximum number of shares to 150,000 per year (currently 90,000). The maximum number of shares to be granted per year under this plan is approximately 0.37% of the total number of issued shares (as of March 31, 2026) and we consider the degree of dilution to be minimal.

### **Reference Materials**

#### **▼ Informational materials for the 11th Ordinary General Meeting of Shareholders:**

<https://ir.premium-group.co.jp/ja/meeting.html> (in Japanese)

#### **▼ Company's IR materials:**

<https://ir.premium-group.co.jp/en/library.html> (in English)

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of Six Directors

The terms of office of all the six Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect six Directors.

The candidates for Director are as follows:

No.	Name	Gender	Current position in the Company	Candidate attributes			Tenure in office
1	Yohichi Shibata	Male	President and Representative Director, CEO	Reappointment			Nine years, eleven months
2	Yoshiyuki Tsuchiya	Male	Director	Reappointment			One year
3	Tomohiro Kanazawa	Male	Director and Executive Officer, CFO	Reappointment			Five years
4	Tsuguhiko Nakagawa	Male	Outside Director	Reappointment	Outside	Independent	Nine years
5	Yuka Horikoshi	Female	Outside Director	Reappointment	Outside	Independent	Seven years
6	Hiromi Oshima	Female	Outside Director	Reappointment	Outside	Independent	Six years

### <Reference> Nomination policy and procedures for candidates for Director

The Board of Directors determines the candidates for Director after deliberation is carried out beforehand at the Nomination and Compensation Committee, which has been voluntarily established by the Company, giving thought to the separately stipulated selection criteria for Directors and the composition of the Board of Directors.

No.  
1

Yohichi Shibata

(December 25, 1959)

Number of the Company's shares held:  
790,248 shares  
Tenure in office (at the conclusion of this  
General Meeting of Shareholders):  
Nine years, eleven months  
Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):  
18/18

**Reappointment**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 1982 Joined Satoshoji Corporation  
April 1985 Joined Daishinpan Co., Ltd. (currently APLUS Co., Ltd.)  
December 2003 Joined Gulliver International Co., Ltd. (currently IDOM Inc.)  
August 2007 President and Representative Director of G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.)  
April 2016 President, Representative Director and Representative Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.)  
May 2016 Director of Eastern Commercial Leasing p.l.c.  
Director of PFS (Thailand) Co., Ltd. (currently Premium Asset Management (Thailand) Co., Ltd.)  
July 2016 President, Representative Director and Representative Executive Officer of the Company  
November 2016 Director of Eastern Premium Services Co., Ltd. (currently Premium Service (Thailand) Co., Ltd.)  
April 2018 President and Director of PFS (Thailand) Co., Ltd. (currently Premium Asset Management (Thailand) Co., Ltd.)  
April 2021 President, Representative Director and Representative Executive Officer of Premium Co., Ltd.  
October 2022 President and Representative Director of Premium Co., Ltd.  
April 2024 Representative Director, President, Group CEO and COO of the Company  
October 2024 General Manager of Group Management Strategy Division of the Company  
February 2026 President and Representative Director, CEO, General Manager of Group Growth Strategy Division of the Company (present)  
April 2026 Representative Director and Chair, CEO of Premium Co., Ltd. (present)

**[Significant positions held concurrently]**

Representative Director and Chair, CEO of Premium Co., Ltd.

**Reason for nomination as Director**

We have decided to nominate Mr. Yohichi Shibata as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as the President and Representative Director because he is the founder of the Company group (the "Group"), possesses extensive experience and valuable knowledge as a business manager, leads the businesses and management of the Group overall, and contributes to further development of the Group through various measures in the Medium-Term Management Plan. In addition, he takes the initiative to strengthen the governance system by increasing the number of Outside Directors and introducing the Restricted Share Remuneration Plan.

No.  
2

Yoshiyuki Tsuchiya

(September 22, 1968)

Number of the Company's shares held:  
314,134 shares

Tenure in office (at the conclusion of this  
General Meeting of Shareholders):  
One year

Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):  
14/14

**Reappointment**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 1994 Joined Gakken Credit Co., Ltd. (currently JACCS CO., LTD.)  
November 2007 Joined G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.)  
July 2012 Executive Officer of G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.)  
April 2016 Managing Executive Officer of G-ONE Credit Services Co., Ltd. (currently Premium Co., Ltd.)  
July 2016 Executive Officer of the Company  
Director and Managing Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.)  
June 2017 Director of the Company  
August 2017 Director and Managing Executive Officer of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.)  
April 2019 Director, Managing Executive Officer and General Manager of the Group Management Division of the Company  
Director, Managing Executive Officer and General Manager of the Credit Risk Management Division of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.)  
Part-time Director of PFS (Thailand) Co., Ltd. (currently Premium Asset Management (Thailand) Co., Ltd.)  
April 2022 Part-time Director of Premium Service (Thailand) Co., Ltd. (present)  
April 2023 Senior Executive Officer of the Company  
April 2025 Managing Executive Officer, General Manager of the Group Business Strategy Division, and General Manager of the Group Overseas Business Strategy Department of the Company  
Director of Premium Co., Ltd.  
June 2025 Director, Managing Executive Officer, General Manager of the Group Business Strategy Division, and General Manager of the Group Overseas Business Strategy Department of the Company  
February 2026 Director of the Company (present)  
Director, Executive Officer, COO and General Manager of the Group Overseas Business Strategy Department, Product Strategy Division of Premium Co., Ltd.  
April 2026 President and Representative Director, Executive Officer, COO and General Manager of Operations Management Division of Premium Co., Ltd. (present)

**[Significant positions held concurrently]**

President, Representative Director, Executive Officer, and COO of Premium Co., Ltd.

**Reason for nomination as Director**

We have decided to nominate Mr. Yoshiyuki Tsuchiya as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as a Director because he possesses extensive experience and valuable knowledge of Finance Business (sales, credit, debt collection business, etc.), Automobile Warranty Business and Auto Mobility Services Business.

No.  
3

Tomohiro Kanazawa

(July 14, 1974)

Number of the Company's shares held:  
316,950 shares

Tenure in office (at the conclusion of this  
General Meeting of Shareholders):  
Five years

Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):  
18/18

**Reappointment**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 1999 Joined Sato Certified Public Accountant Office  
December 2002 Joined NEXTGATE Co., Ltd.  
October 2003 Joined Gulliver International Co., Ltd. (currently IDOM Inc.)  
March 2006 Joined G-ONE Financial Services Co., Ltd. (employment transfer)  
July 2010 Outside Audit & Supervisory Board Member of SBI Credit Co., Ltd. (currently Premium Co., Ltd.)  
March 2011 Joined Gulliver International Co., Ltd. (currently IDOM Inc.) (employment transfer)  
August 2011 Joined SBI Credit Co., Ltd. (currently Premium Co., Ltd.)  
April 2014 Executive Officer of SBI Credit Co., Ltd. (currently Premium Co., Ltd.)  
July 2016 Executive Officer of the Company  
Audit & Supervisory Board Member of Premium Financial Services Co., Ltd. (currently Premium Co., Ltd.)  
July 2017 Senior Executive Officer and General Manager of the Management Planning Division of the Company  
April 2018 Senior Executive Officer and General Manager of the Corporate Division of the Company  
April 2020 Managing Executive Officer, General Manager of the Finance & Accounting Department and General Manager of the Public Relations & IR Department of the Company  
October 2020 Director of Premium Asset Management (Thailand) Co., Ltd.  
June 2021 Director, Managing Executive Officer and General Manager of the Finance Department of the Company  
July 2021 Director, Managing Executive Officer and General Manager of the Corporate Division of the Company  
April 2024 Director, Managing Executive Officer, Group CFO, and General Manager of IR and Accounting Division of the Company  
April 2025 Director, Managing Executive Officer, General Manager of the Internal Audit Department, and General Manager of the Business Administration Department of the Company  
September 2025 Director, Managing Executive Officer, General Manager of the Group Administration Division, General Manager of the Internal Audit Department, and General Manager of the Finance Department of the Company  
February 2026 Director and Executive Officer, CFO, General Manager of the Financial Administration Division and General Manager of the Finance Department of the Company (present)

**[Significant positions held concurrently]**

—

**Reason for nomination as Director**

We have decided to nominate Mr. Tomohiro Kanazawa as a candidate for Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as a Director because he possesses extensive experience and valuable knowledge of the sales management departments (finance and accounting, financing, M&A, new businesses) and corporate management departments (legal affairs, compliance, etc.).

No.  
4

Tsuguhiro Nakagawa

(April 8, 1960)

Number of the Company's shares held:  
13,600 shares  
Tenure in office (at the conclusion of this  
General Meeting of Shareholders):  
Nine years  
Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):  
18/18

**Reappointment**

**Outside**

**Independent**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 1984      Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)  
April 2006      Executive Officer of Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)  
October 2012    Executive Officer of Recruit Marketing Partners Co., Ltd. (currently Recruit Co., Ltd.)  
April 2016      Advisor to Recruit Marketing Partners Co., Ltd. (currently Recruit Co., Ltd.)  
June 2017      Outside Director of the Company (present)  
                    Outside Director of Synchro Food Co., Ltd.  
June 2019      Director of Synchro Food Co., Ltd.  
December 2025   Executive Officer of Synchro Food Co., Ltd. (present)

**[Significant positions held concurrently]**

Executive Officer of Synchro Food Co., Ltd.

**Reason for nomination as Outside Director and outline of expected roles**

We have decided to nominate Mr. Tsuguhiro Nakagawa as a candidate for Outside Director because we believe that we can expect that he will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because he possesses extensive experience and valuable knowledge as a result of being involved in business and management through many years' experience at Recruit Group. In addition, we expect that he will be involved in the selection of candidates for officers of the Company and decisions on officers' remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.

- (Notes)
1. Mr. Tsuguhiro Nakagawa is currently serving as Outside Director of the Company, and his tenure as Outside Director will have been nine (9) years at the conclusion of this General Meeting of Shareholders.
  2. Mr. Tsuguhiro Nakagawa resigned from the position of Advisor to Recruit Marketing Partners Co., Ltd. (currently Recruit Co., Ltd.) in March 2017.
  3. Although Recruit Group and the Group have transactional relationships, the amount of such transactions in the fiscal year ended March 31, 2026 was immaterial, as it was less than 0.01% of Recruit Holdings Co., Ltd.'s consolidated revenue for the fiscal year ended March 31, 2026 and less than 0.1% of the Company's consolidated operating revenue for the fiscal year ended March 31, 2026.

No.  
5

Yuka Horikoshi

(October 6, 1975)

Number of the Company's shares held:

—

Tenure in office (at the conclusion of this  
General Meeting of Shareholders):  
Seven years

Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):  
18/18

**Reappointment**

**Outside**

**Independent**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 2001      Joined Iwate Prefectural Office  
October 2006    Registered as an attorney with Tokyo Bar Association (59th term)  
                      Joined Sakai & Mimura (which was integrated with the current Anderson Mori &  
                      Tomotsune LPC)  
April 2012      Temporarily assigned to Nonbank Financial Companies Office (concurrently Deposit  
                      Insurance and Resolution Framework Office), Planning and Management Division,  
                      Supervision Bureau, Financial Services Agency  
April 2015      Joined Chuo Sogo Law Office, P.C. (present)  
June 2019      Outside Director of the Company (present)  
June 2021      Non-Executive Director of Regional Economy Vitalization Corporation of Japan (present)  
                      Outside Director of WealthPark Co., Ltd.

**[Significant positions held concurrently]**

Partner of Chuo Sogo Law Office, P.C.

Non-Executive Director of Regional Economy Vitalization Corporation of Japan

**Reason for nomination as Outside Director and outline of expected roles**

Although Ms. Yuka Horikoshi has no previous experience of involvement in corporate management other than as an outside officer, we have decided to nominate her as a candidate for Outside Director because we believe that we can expect that she will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because she possesses extensive experience and professional knowledge relating to legal affairs that she has cultivated through her duties as an attorney. In addition, we expect that she will be involved in the selection of candidates for officers of the Company and decisions on officers' remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.

(Note) Ms. Yuka Horikoshi is currently serving as Outside Director of the Company, and her tenure as Outside Director will have been seven (7) years at the conclusion of this General Meeting of Shareholders.

No.  
6

Hiromi Oshima

(August 24, 1976)

Number of the Company's shares held:

—

Tenure in office (at the conclusion of this  
General Meeting of Shareholders):

Six years

Attendance at the Board of Directors meetings  
(fiscal year ended March 31, 2026):

18/18

**Reappointment**

**Outside**

**Independent**

**Brief career history, and position and responsibility at Premium Group Co., Ltd.**

April 2003 Joined International Cooperation Research Institute of Japan International Cooperation Agency (current English name unchanged but Japan International Cooperation Agency changed from a special public institution to an independent administrative institution)

January 2006 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)

June 2011 Joined Marubeni Corporation

April 2015 Joined Panasonic Corporation (currently Panasonic Holdings Corporation)

June 2019 General Manager of Business Development Department, Connected Solutions Company (CNS), Panasonic Corporation (currently Panasonic Connect Co., Ltd.)

June 2020 Outside Director of the Company (present)

October 2021 General Manager of Business Strategy Department, Company Strategic Planning Office, Connected Solutions Company (CNS), Panasonic Corporation (currently Panasonic Connect Co., Ltd.)

April 2022 General Manager of Strategy Planning Division and Policy Planning Department of Panasonic Connect Co., Ltd.

July 2022 General Manager of Strategy Planning Division of Panasonic Connect Co., Ltd.

April 2023 Joined MonotaRO Co., Ltd.

March 2024 Joined IHI Corporation

April 2024 Director of IHI Corporation, Assistant Manager of Corporate Planning Division

April 2025 Executive Officer of IHI Corporation, General Manager of Finance & Accounting Division

April 2026 Managing Executive Officer of IHI Corporation, General Manager of Finance & Accounting Division (present)

**[Significant positions held concurrently]**

Managing Executive Officer of IHI Corporation

**Reason for nomination as Outside Director and outline of expected roles**

We have decided to nominate Ms. Hiromi Oshima as a candidate for Outside Director because we believe that we can expect that she will play an adequate role in determining important management matters of the Company and supervising the execution of business as an Outside Director because she possesses professional knowledge relating to finance that she has cultivated through her duties as a certified public accountant, her insight relating to public relations, IR, M&A, new business development and more, acquired at Panasonic Group, and experience in a management role at IHI Corporation.

(Note) Ms. Hiromi Oshima is currently serving as Outside Director of the Company, and her tenure as Outside Director will have been six (6) years at the conclusion of this General Meeting of Shareholders.

### **[Special notes regarding candidates for Director]**

#### **■ Relationship of special interest in the Company**

There is no special interest between each candidate for Director and the Company.

#### **■ Matters regarding candidates for Outside Director**

Of candidates for Director, Mr. Tsuguhiko Nakagawa, Ms. Yuka Horikoshi, and Ms. Hiromi Oshima are candidates for Outside Director, and the Company has designated them as independent officers under the regulations of the Tokyo Stock Exchange and submitted notification of their designation to the abovementioned exchange. If reappointments of these three persons are approved, the Company will continue to designate them as independent officers.

#### **■ Summary of details of limited liability agreement with candidates for Director**

The Company has entered into liability limitation agreements with Outside Director candidates, Mr. Tsuguhiko Nakagawa, Ms. Yuka Horikoshi and Ms. Hiromi Oshima, pursuant to Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting their liability for damages as provided for under Article 423, paragraph (1) of the Companies Act. If reappointments of these three persons are approved, the Company plans to renew the aforementioned agreements with them. The limitation of liability for damages under such an agreement shall be one (1) million yen or the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act, whichever is higher.

#### **■ Summary of details of directors and officers liability insurance policy under which candidates for Director are insureds**

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers losses incurred from claims for damages arising from any act performed by an officer who is an insured in relation to his or her duties. If each candidate for Director is elected and assumes the office as a Director, the Company plans to include each of them as an insured in this policy. In addition, the Company plans to renew the policy with the same details during their terms of office.

(i) Actual portion of insurance premiums borne by the insureds

The insurance premiums, including those for special clauses, are fully borne by the Company, and there are no insurance premiums actually borne by the insureds.

(ii) Summary of insurance incidents covered

This policy covers losses incurred from claims for damages arising from any act performed by an officer who is an insured in relation to his or her duties. However, there are certain reasons for coverage exclusion, such as insured's performance of an illegal act with full knowledge of its illegality.

<Reference>

Skill matrix of Directors and Audit & Supervisory Board Members  
(if the Proposal is approved and adopted as originally proposed)

In order to establish an effective corporate governance system for sustainable growth, the Company appoints Directors and Audit & Supervisory Board Members who have a wide-ranging business experience and a high level of expertise and knowledge in a wide variety of fields. Experience and expertise of the Company's Directors and Audit & Supervisory Board Members are as follows.

Title and Name	Attribute	Tenure in office	Corporate Management	Industry Familiarity			Sales and Marketing	Global	Finance and Accounting	Legal and Compliance	Internal Control and Governance	Sustainability	Human Resources, Organization Development and D&I Promotion	M&A	Major Qualifications, etc.
				Finance	Overall Warranty	Mobility									
Directors	Yohichi Shibata	Nine years, eleven months	◎	◎	◎	◎	◎	◎				◎	◎		
	Yoshiyuki Tsuchiya	One year	◎	◎	◎	◎	◎	◎				◎			
	Tomohiro Kanazawa	Five years		◎					◎	◎	◎	◎		◎	
	Tsuguhiro Nakagawa	Outside Director Independent Officer	Nine years	◎	◎	◎	◎								
	Yuka Horikoshi	Outside Director Independent Officer	Seven years		◎					◎	◎				Attorney at Law
	Hiromi Oshima	Outside Director Independent Officer	Six years					◎	◎					◎	Certified Public Accountant (CPA)
Audit & Supervisory Board Members	Toshihiro Kametsu	Nine years, eleven months		◎					◎		◎				
	Setsuo Higuchi	Outside Audit & Supervisory Board Member Independent Officer	Nine years						◎		◎				Certified Public Accountant (CPA)
	Yukari Narita	Outside Audit & Supervisory Board Member Independent Officer	One year						◎		◎				Certified Public Accountant (CPA)

Corporate Management	Solid knowledge, management experience, and management achievements in all aspects of corporate management are required to execute sustainable growth strategies and increase corporate value over the medium to long term.
Industry Familiarity	Solid knowledge and experience in each business are required to recognize industry transitions, forecast trends, and develop strategies that respond to a rapidly changing industry.
Sales and Marketing	Expertise in supervising and promoting effective strategies is required to provide automobile-related services that meet the needs of the market, auto mobility providers, and consumers.
Global	For long-term corporate value enhancement, Overseas Business expansion is necessary. Global insight, primarily through overseas management experience, extensive knowledge, and an understanding of different cultures and geopolitics, is required.
Finance and Accounting	Solid knowledge and experience in finance and accounting are required for accurate financial reporting, building a firm financial foundation, and formulating financial strategies for achieving the promotion of investment in growth to sustainably increase corporate value and the enhancement of shareholder returns.
Legal and Compliance	Solid knowledge and experience in legal and compliance affairs are required to supervise and promote appropriate strategies for achieving sustainable increase in corporate value through legal compliance and risk management.
Internal Control and Governance	Solid knowledge and experience in internal control and corporate governance are required to establish and improve a system that appropriately incorporates management supervision and control functions, ensuring appropriate and efficient business execution.
Sustainability	Extensive knowledge and experience in sustainability are required to understand the impact of social issues and social demands, grasp the essentials of corporate activities related to sustainability, and contribute to the Company's mission of "constructing a prosperous society"
Human Resources, Organization Development and D&I Promotion	Extensive knowledge and experience in human resources and organization are required to promote human resources development and deepen diversity and inclusion, fostering a corporate culture that embodies the human resources strategy, organizational diversity, and the Company's code of conduct values.
M&A	Skills and experience to supervise the execution status related to the formulation of strategies, integration work, and other aspects for M&A and alliances are required to provide comprehensive services in the automobile sector, create new businesses, and realize long-term value creation.

## **Proposal 2: Revision of Restricted Share Remuneration Plan for Directors (excluding Outside Directors)**

This proposal is to request your approval for the partial revision of the content of the Restricted Share Remuneration Plan for the Company's Directors (excluding Outside Directors; hereinafter "Eligible Director(s)") (hereinafter the "Plan"), which was approved at the 7th Ordinary General Meeting of Shareholders held on June 29, 2022.

The amount of remuneration, etc. for the Company's Directors was approved at the 6th Ordinary General Meeting of Shareholders held on June 29, 2021 to be 350 million yen or less per year (not including the employee salary portion of Directors who serve concurrently as employees). In addition, separately from the above remuneration framework, it was approved at the 7th Ordinary General Meeting of Shareholders held on June 29, 2022 to amend the remuneration framework for granting restricted shares to Eligible Directors to 200 million yen or less per year, and the number of the Company's ordinary shares newly issued or disposed of as the restricted shares to 30,000 shares or fewer per year. Subsequently, the total number of the Company's ordinary shares newly issued or disposed of as the restricted shares was changed to 90,000 shares or fewer per year, as an adjustment made in connection with the share split at a ratio of three shares for every one ordinary share of the Company effective as of September 1, 2022.

As part of the review of the officers' remuneration system, the Company requests your approval to review the Plan to allow performance conditions to be applied and amend the remuneration framework as well as to make necessary revisions to enable the granting of restricted shares by a method that does not require cash payment or provision of monetary receivables in the form of properties contributed in kind, for the purpose of further increasing the management's commitment to the achievement of performance targets by incentivizing Eligible Directors to sustainably enhance the Company's corporate value.

Remuneration to be provided in accordance with this proposal shall be (i) ordinary shares of the Company, or (ii) monetary receivables in the form of properties contributed in kind to acquire ordinary shares of the Company, and the Eligible Directors shall receive the Company's ordinary shares newly issued or disposed of pursuant to a resolution by the Company's Board of Directors.

The total amount of the Company's ordinary shares or monetary receivables as remuneration to be provided in accordance with this proposal shall be 500 million yen or less per year (not including the employee salary portion of Directors who serve concurrently as employees).

If the Company's ordinary shares are provided to Eligible Directors without providing monetary receivables, as remuneration to be provided in accordance with this proposal, these ordinary shares are to be issued or disposed of as remuneration for the Eligible Directors, and the payment of monetary receivables in the form of properties contributed in kind shall not be required in exchange for the ordinary shares. The amount per share of the Company's ordinary shares to be provided to the Eligible Directors is calculated as the amount per share of the Company's ordinary shares to be issued or disposed of based on the closing price of the Company's ordinary shares at the Tokyo Stock Exchange on the business day immediately prior to each resolution by the Board of Directors regarding the issuance or disposal of the Company's ordinary shares (or the closing price on the immediately preceding trading date if no transaction is made on that day).

Meanwhile, if monetary receivables in the form of properties contributed in kind to acquire restricted shares are paid to Eligible Directors as remuneration provided in accordance with this proposal, the Eligible Directors shall pay all the monetary receivables to be received in accordance with this proposal in the form of properties contributed in kind,

pursuant to a resolution by the Company's Board of Directors, and in return, shall receive the Company's ordinary shares through issuance or disposal by the Company. In this case, the payment amount per share shall be decided by the Company's Board of Directors based on the closing price of the Company's ordinary shares at the Tokyo Stock Exchange on the business day immediately prior to each resolution by the Board of Directors (or the closing price on the immediately preceding trading date if no transaction is made on that day). The price range shall not be particularly advantageous to the Eligible Directors who receive the Company's ordinary shares.

The total number of the Company's ordinary shares issued or disposed of to Eligible Directors shall be 150,000 shares or fewer per year; provided, however, that in the case of a share split of the Company's ordinary shares (including the gratis allocation of the Company's ordinary shares) or a share consolidation of such shares, or any other circumstances where adjustment to the total number of the Company's ordinary shares to be issued or disposed of as the restricted shares is required on and after the date of approval and adoption of this proposal, the total number of such shares shall be adjusted within a reasonable range.

Notably, while the current number of Directors is six (including three Outside Directors), if Proposal 1 (Election of Six Directors) is approved and adopted as originally proposed, the number of Directors will be six (including three Outside Directors).

Furthermore, the issuance or disposal of the Company's ordinary shares, or the payment of monetary receivables in the form of properties contributed in kind, to the Eligible Directors under this proposal shall be conditional upon entering into an agreement for allocation of the restricted shares that includes the following provisions (hereinafter the "Allocation Agreement") between the Company and the Eligible Directors. In addition, the maximum amount of remuneration in this proposal, the total amount of the Company's ordinary shares to be issued or disposed of, and other conditions for the granting of restricted shares to Eligible Directors under this proposal have been determined by taking into account the above-mentioned purpose, business conditions of the Company, policy for decisions regarding details of individual remuneration, etc. for the Company's Directors, and other various circumstances, as well as the maximum number of shares to be granted under this plan over a one-year period being approximately 0.37% of the total number of issued shares (as of March 31, 2026), which will result in insignificant dilution effects. Therefore, we consider these arrangements to be appropriate.

[Overview of provisions of the Allocation Agreement]

(1) Transfer restriction period

The transfer restriction period is the period from the date on which the allocation is made under the Allocation Agreement to the time immediately following the resignation or retirement of the Eligible Directors from the position predetermined by the Company's Board of Directors among positions of officers and employees of the Company or the Company's subsidiary (hereinafter the "Transfer Restriction Period"), during which time, the Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company's ordinary shares (hereinafter the "Transfer Restriction") allocated under the Allocation Agreement (hereinafter the "Allocated Shares").

(2) Procedures at the time of resignation or retirement

If the Eligible Director resigns or retires from the position predetermined by the Company's Board of Directors among positions of officers and employees of the Company or the Company's subsidiary before the expiration of the period predetermined by the Company's Board of Directors (hereinafter the "Service Period"), the Company shall automatically acquire, without contribution, the Allocated Shares.

(3) Removal of transfer restriction

The Company shall remove the Transfer Restriction on all of the Allocated Shares upon the expiration of the Transfer Restriction Period on the condition that the Eligible Director has remained in the position predetermined by the Company's Board of Directors among positions of officers and employees of the Company or the Company's subsidiary during the Service Period. However, (i) if the Eligible Director resigns or retires from the position predetermined by the Company's Board of Directors among positions of officers and employees of the Company or the Company's subsidiary before the expiration of the Service Period due to legitimate reasons, or (ii) even after the expiration of the Service Period, if the Eligible Director resigns or retires from the position predetermined by the Company's Board of Directors among positions of officers and employees of the Company or the Company's subsidiary before the expiration of the Transfer Restriction Period due to reasons other than legitimate one, the Company shall reasonably adjust the number of the Allocated Shares subject to the removal of the Transfer Restriction and the timing when the Transfer Restriction is removed, as necessary (in the case where (5) "Conditions for removing the Transfer Restriction upon achievement of performance targets" below are attached to the Allocated Shares, taking into account the conditions stipulated in (5)). In addition, the Company shall automatically acquire all of the Allocated Shares yet to be subject to removal of the Transfer Restriction without contribution, immediately after the removal of the Transfer Restriction in accordance with the provisions set forth above.

(4) Procedures in case of organizational restructuring, etc.

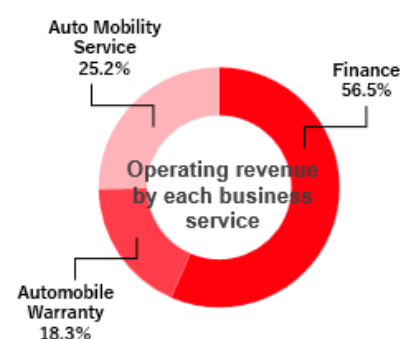
Notwithstanding the provisions in (1) above, if matters related to a merger agreement in which the Company is the non-surviving company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc., are approved by the General Meeting of Shareholders of the Company (or by the Board of Directors meetings of the Company, if such organizational restructuring, etc. does not require approval of the General Meeting of Shareholders of the Company) during the Transfer Restriction Period, the Company shall, by the resolution of the Board of Directors, remove the Transfer Restriction, prior to the effective date of such organizational restructuring, etc. for the number of the Allocated Shares as reasonably decided commensurate with the period between the commencement date of the Transfer Restriction Period and the date of approval of the organizational restructuring, etc. (in the case where (5) "Conditions for removing the Transfer Restriction upon achievement of performance targets" below are attached to the Allocated Shares, the conditions stipulated in (5)). In the case where foregoing provisions apply, the Company shall automatically acquire all of the Allocated Shares yet to be subject to removal of the Transfer Restriction without contribution, immediately after the removal of the Transfer Restriction.

- (5) Conditions for removing the Transfer Restriction upon achievement of performance targets  
The Company shall stipulate, as necessary, that the performance conditions predetermined by the Company's Board of Directors are achieved, the Company shall remove the Transfer Restriction on all or part of the Allocated Shares upon the expiration of the Transfer Restriction Period. Furthermore, immediately after it become evident that the conditions for the removal are not achieved, and thus the Transfer Restriction will not be removed, the Company shall automatically acquire all of the Allocated Shares on which the relevant removal conditions have not been achieved, without contribution.
- (6) Other provisions  
Any other provisions regarding the Allocation Agreement shall be decided by the Company's Board of Directors.

## Business Report (From April 1, 2025 to March 31, 2026)

### 1 | Current Status of the Corporate Group |

	11th Term (FY26)	Year-on-year change
Operating revenue	44.042 billion yen	21.0% increase
Profit before tax	8.619 billion yen	25.8% increase
Profit attributable to owners of parent	6.069 billion yen	30.5% increase
Basic earnings per share	157.22 yen	28.2% increase



#### (1) Business Status for the Current Fiscal Year

##### (1) Business Progress and Results

During the current consolidated fiscal year (from April 1, 2025 to March 31, 2026), the Japanese economy continued on a moderate recovery trend overall, with a pickup in personal consumption and capital investment against the backdrop of improvements in the employment and income environment, while production and exports remained generally flat. Looking ahead, the situation remains highly uncertain due to trends surrounding U.S. trade policy and fluctuations in financial and capital markets, as well as the need to closely monitor the impact of the worsening situation in the Middle East—a concern that has newly intensified since the beginning of 2026—on the real economy and personal consumption through future energy prices and logistics costs. In this economic environment, in the used car market, which is the Group's main target, the number of domestic used car registrations for used passenger vehicles, compact passenger vehicles, and light motor vehicles combined from April 2025 to March 2026 was 5,457,772 units (up 0.4% year-on-year), slightly exceeding the previous year's results. (Source: Statistical data from the Japan Automobile Dealers Association and the Japan Light Motor Vehicle and Motorcycle Association)

Based on the assumption of thoroughgoing compliance tailored to changes in the external business environment, including regulatory changes, the Group seeks to realize its mission: "We contribute to building a richer society by providing the best finance and services to people around the world" and "We will develop and nurture enriched human capital who consistently approach their work with a positive mindset and diligently build upon every process." To this end, we provide credit and Automobile Warranties, as well as a comprehensive range of Auto Mobility Services that can be utilized in various processes related to "vehicles," to our major business partners, which are automobile dealers and automobile maintenance facilities. By doing so, we are expanding our business touchpoints, accelerating the growth of our business scale and revenue, and taking on the challenge of various initiatives to realize a new growth model.

The status for the current consolidated fiscal year is as follows. Regarding operating revenue by segment, external revenue excluding intersegment revenue is shown.

In the Finance Business, volume of new loans continued to exceed the previous year's results, supported by an increase in paid members (Car Premium Club members) among automobile dealers. Furthermore, the business is recovering steadily from the impact of system failures; in addition to an improvement in the delinquency rate, the payment of costs for responding to system failures has been largely completed. As a result, operating revenue was 24,801 million yen (up 23.1% year-on-year) and operating profit was 4,735 million yen (up 3.6% year-on-year).

In the Automobile Warranty Business, measures to retain customers by converting automobile dealers into paid members (Car Premium Club members) achieved steady results, and new warranties expanded smoothly. In particular, proprietary warranties, which are high-margin, in-house developed products, grew significantly by 34.8% year-on-year. This further advanced the shift toward a highly profitable product mix, resulting in operating revenue of 8,010 million yen (up 14.7% year-on-year). In addition, we are continuously working to reduce costs by directing vehicles requiring repairs to the Group's Maintenance Facility Network and using used parts procured from Group companies for repairs. As a result, operating profit was 1,334 million yen (up 18.9% year-on-year).

In the Auto Mobility Services Business, we focused on deepening paid membership services in addition to the continuous increase in paid members (Car Premium Club members) among automobile dealers and automobile maintenance facilities. As a result of the stable growth of each business contributing significantly to the strengthening of the revenue base, operating revenue was 11,066 million yen (up 19.6% year-on-year) and operating profit was 2,243 million yen (up 91.1% year-on-year).

Operating expenses were 35,644 million yen (up 20.4% year-on-year). While there were increases in various expenses related to business expansion, rising market interest rates, and costs for responding to system failures, we implemented cost-reduction measures such as cost-reduction initiatives in the Automobile Warranty Business and the systematization of various business processes through DX promotion.

As a result of the above, for the current consolidated fiscal year, operating revenue was 44,042 million yen (up 21.0% year-on-year), operating profit was 8,398 million yen (up 23.2% year-on-year), profit before tax was 8,619 million yen (up 25.8% year-on-year), and profit attributable to owners of parent was 6,069 million yen (up 30.5% year-on-year).

#### (2) Status of Capital Investment

The main capital investment for the current consolidated fiscal year was the opening of the Tokyo Head Office (Minato-ku, Tokyo) and the Honmachi Second Office (Osaka-shi, Osaka) in response to an increase in personnel accompanying business growth.

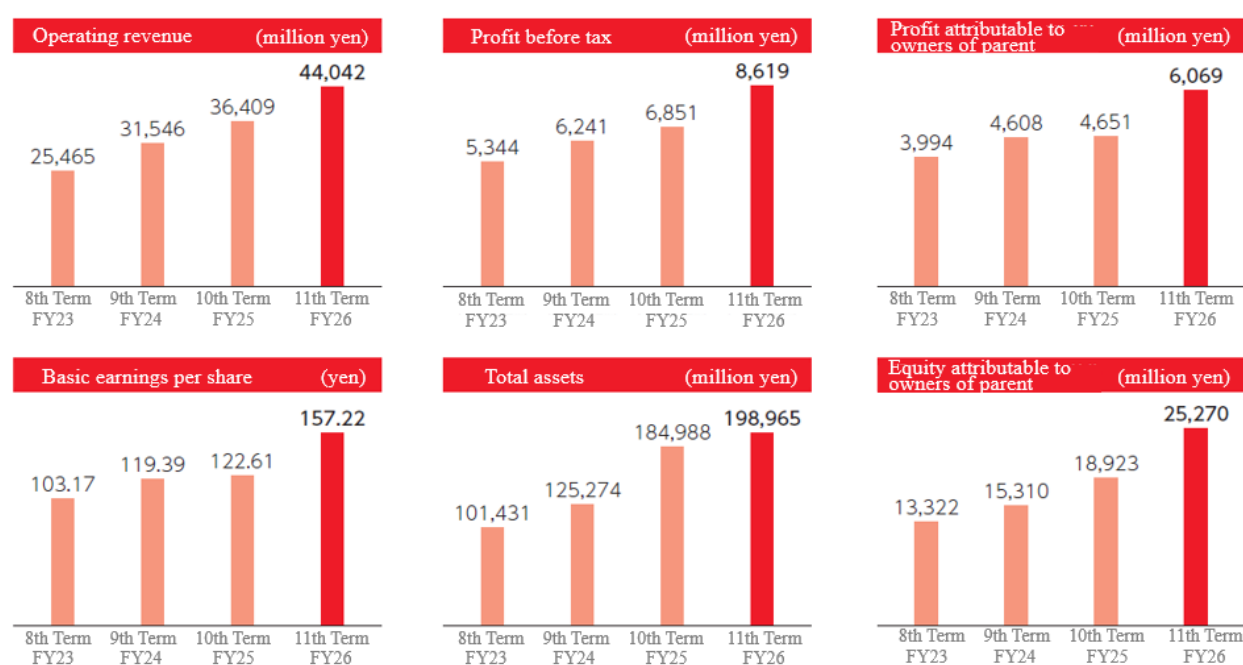
#### (3) Status of fund procurement

During the current consolidated fiscal year, we procured 41,500 million yen in funds, together with our main subsidiary Premium Co., Ltd., as working capital for the increase in financing receivables and as growth capital for the next consolidated fiscal year.

#### (4) Status of significant corporate reorganizations, etc.

Not applicable.

(2) Status of assets and profit and loss for the last three consolidated fiscal years



		8th Term (FY23)	9th Term (FY24)	10th Term (FY25)	11th Term (Current consolidated fiscal year) (FY26)
Operating revenue	(million yen)	25,465	31,546	36,409	44,042
Profit before tax	(million yen)	5,344	6,241	6,851	8,619
Profit attributable to owners of parent	(million yen)	3,994	4,608	4,651	6,069
Basic earnings per share	(yen)	103.17	119.39	122.61	157.22
Total assets	(million yen)	101,431	125,274	184,988	198,965
Equity attributable to owners of parent	(million yen)	13,322	15,310	18,923	25,270

(Note) 1. The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS).  
 2. For the 8th term, the details of retrospective restatements due to changes in accounting policies have been reflected.

### (3) Status of significant parent company and subsidiaries

#### (1) Status of parent company

Not applicable.

#### (2) Status of significant subsidiaries

Company name	Share capital	Voting rights ratio	Main business activities
Premium Co., Ltd.	1,515 million yen	100.0%	Promotion of the Finance Business centered on auto credit and management of the corporate group
Premium Warranty Services Co., Ltd.	100 million yen	100.0%	Management of the corporate group operating the Automobile Warranty Business
Premium Mobility Services Co., Ltd.	20 million yen	100.0%	Management of the corporate group operating the Auto Mobility Services Business

(Note) 1. Including the significant subsidiaries mentioned above, the number of consolidated subsidiaries is 16, and the number of equity-method affiliates, etc., is 7.

2. The status of specified wholly owned subsidiaries as of the end of the current consolidated fiscal year is as follows.

Name of specified wholly owned subsidiary	Premium Co., Ltd.
Address of specified wholly owned subsidiary	Okura Prestige Tower, 2-10-4 Toranomom, Minato-ku, Tokyo
Book value of shares of the specified wholly owned subsidiary held by the Company and its wholly owned subsidiaries	8,560 million yen
Total assets of the Company	29,540 million yen

#### (4) Issues to be addressed

Based on the assumption of thoroughgoing compliance tailored to changes in the external environment, including regulatory changes, the Group seeks to achieve the mid-to-long-term improvement of corporate value by aiming to "Completion of the Auto Mobility Ecosystem" by 2030. This will be achieved through the realization of our mission to "contribute to building a richer society by providing the best finance and services to people around the world" and "develop and nurture enriched human capital who consistently approach their work with a positive mindset and diligently build upon every process," while simultaneously fostering human resources who will carry these values forward into the future.

To achieve our mission and medium-term vision, we have established the following nine priority items.

### (1) Completion of the Auto Mobility Ecosystem

The Group has formulated a new medium-term management plan, "Change & Prove 2030," with FY30 as the final year. As the management infrastructure for small and medium-sized auto mobility providers, which account for approximately 50% of the used car retail market, we aim to complete the "Auto Mobility Ecosystem" through the following priority measures.

#### 1. Strengthening the Car Premium Club membership organization

We will reorganize the membership organization into a three-tier structure and aim to improve brand value through invitation-only top-tier members. To achieve our goals, we will strive to strengthen the organizational foundation and enhance the value of existing members.

#### 2. Essential infrastructure for auto mobility providers

To solve the management issues of small and medium-sized auto mobility providers, we will support their management by providing a "platform that increases earnings" and aim to establish our position as an essential infrastructure responsible for maximizing the competitiveness of providers.

#### 3. Incorporating users into the ecosystem

To expand brand awareness and create customer referrals to members, we will develop a brand strategy through diversified PR investments and the enhancement of online services, thereby establishing the "Car Premium" brand as the choice of users and promoting their incorporation into the ecosystem.

#### 4. Strengthening IT and data strategy to support services

We will promote system development and optimization of data utilization based on the use of AI, and by accelerating cost reductions and the development of high-value-added services through "human resources x data x AI," we will focus on building a solid management foundation that supports a one-of-a-kind ecosystem.

Through these transformations, we have set mandatory targets for FY30 of 84 billion yen in operating revenue, 21 billion yen in profit before tax, and a market capitalization of 300 billion yen, and we will strive for a dramatic improvement in corporate value.

### (2) Deepening the Finance Business

In the Finance Business, we will further strengthen our management foundation by increasing the volume of auto credit and steadily improving our market share within the industry. As a core measure, we will promote the systematization of our sales structure through the expansion of the Car Premium Club membership organization, and thoroughly develop affiliated dealer areas and raise operating rates. In debt collection operations, we will strengthen the back-office structure of our servicer subsidiary, accelerate collaboration with automobile wholesaling and the use of DX and AI, and aim to improve operational efficiency and ensure asset soundness across the entire Group. Furthermore, based on the expertise accumulated in Japan, we will focus on overseas expansion, starting with Southeast Asia. We have already commenced operations in the Kingdom of Thailand and the Republic of the Philippines, and furthermore, by maximizing business collaboration with ITOCHU Corporation, we aim to create new profit pillars in the global market.

### (3) Expansion of the Automobile Warranty Business

In the Automobile Warranty Business, we believe that further cultivation of this market is the key to sustainable growth. Therefore, we will continue to strengthen sales activities and strive to improve awareness of the service itself among both affiliated dealers and individual customers. In addition to revenue, we aim to improve profit by increasing the number of proprietary products handled, prioritizing the induction of vehicles requiring repair into the Car Premium Garage affiliated network, and utilizing used parts procured within the Group for repairs to reduce costs. Furthermore, as with the Finance Business, we will focus on overseas expansion. We have already commenced operations in the Kingdom of Thailand, the Republic of Indonesia, and the Republic of the Philippines, and will strive to monetize existing locations and capture new needs.

### (4) Expansion of the Auto Mobility Services Business

In the Auto Mobility Services Business, we are working on the construction of new profit pillars to solidify the Car Premium Ecosystem and stable monetization through the platform as our highest priority issues. To this end, we will strengthen our existing profit base and actively enter new business areas where high synergies with the Finance and Automobile Warranty Businesses are expected, expanding our service lineup. Through these efforts, we will enhance our ability to provide solutions to auto mobility providers and accelerate cross-selling centered on the Car Premium Club, striving to increase the average revenue per customer for the entire Group and maximize the value of the "Auto Mobility Ecosystem."

#### (5) Strengthening Organizational Capabilities

We will continue active recruitment of new graduates and mid-career professionals, and we believe it is necessary to promote diversity, accumulate experience for individual employees, maintain a sense of unity as an organization, and further strengthen management capabilities. Therefore, in addition to internal training and OJT related to knowledge and practical skills, we will continuously conduct training based on the concept of "VALUE," which is the Group's code of conduct, for all levels of employees including Executive Officers. This will foster an organizational culture where all employees can embody their roles in their respective duties, such as "aiming high," "never giving up until the end," and "breaking through conventional wisdom."

#### (6) Management of Group Companies

In our Group, where diversification is progressing alongside business expansion, we believe it is important to create synergies toward "total optimization" for the entire Group in addition to building excellent business strategies. Therefore, we will thoroughly monitor the progress and manage the figures of each business, and by clarifying the execution structure and the location of responsibility, we will realize agile management decisions. Furthermore, we will strengthen the monitoring system for major KPIs and maintain compliance and appropriate risk management, striving to enhance governance across the entire Group and continuously improve corporate value.

### (7) Initiatives for Sustainable Growth

We believe that promoting ESG management to appropriately address issues related to "Environment," "Social," and "Governance," and achieving the Sustainable Development Goals (SDGs) formulated in our business activities, is important for the continuous improvement of corporate value. We have established a Sustainability Committee and will address the following issues:

- E: Initiatives for climate change, initiatives for a resource-recycling society, initiatives for a decarbonized society
- S: (Social Capital) Ensuring customer privacy and data protection, implementing appropriate transaction and sales processes;  
(Human Capital) Fostering employee job satisfaction and human resources development, protecting employee health and safety
- G: Expansion of the corporate governance system, strengthening compliance and risk management, maintenance of regulations
- Other: Initiatives to strengthen competitiveness, innovation, supply chain management

#### **(8) DX Promotion and AI Utilization**

We believe it is important to promote the online transition of transaction processes and operations to move toward safer and more efficient methods, optimize back-office operations for each business, and promote profit improvement and strengthen competitiveness by establishing new business models through DX promotion. In September 2024, we updated the Group's "DX Strategy," and based on the DX vision of "As a platformer consisting of teams where individuals shine, we co-create a 'premium' car life with end users and auto mobility providers," we will continue cross-subsidiary and cross-business initiatives through a specialized organization led by management, aiming to strengthen competitiveness and further improve corporate value. Furthermore, by promoting system advancement and data strategies based on the use of AI, we will strive for fundamental improvements in operational efficiency and the establishment of new business models, and as a one-of-a-kind platformer, we will strive to acquire overwhelming competitiveness and continuously improve corporate value.

#### **(9) Stabilization of Core Systems and Reconstruction of New Core Systems**

Regarding the response to system failures at our consolidated subsidiaries, we have completed the rollback to the old system and have now established a structure for stable operation. The Group positions the stable operation of systems as a top management priority and will promote the renewal of the infrastructure foundation under a robust IT governance system. Specifically, we will constantly incorporate professional expertise through collaboration with IT advisors, build an advanced management and operation system capable of withstanding future business expansion, and thoroughly ensure safety and reliability.

Going forward, based on the DX strategy, which is a key issue in the new medium-term management plan, we will accelerate the reconstruction of next-generation core systems based on the use of AI. By establishing an industry-leading robust system foundation that realizes high-speed processing and automated screening, we will strive to continuously improve corporate value as a "one-of-a-kind platformer" that provides the highest convenience to affiliated dealers and users.

## (5) Main Business Activities (As of March 31, 2026)

The Group consists of the Company, 16 consolidated subsidiaries, and 7 equity-method affiliates, etc., and provides multiple services centered on the Finance Business, Automobile Warranty Business, and Auto Mobility Services Business.

The main business activities of the Group are as follows.

### (1) Finance Business

The Group provides credit services that allow customers to choose installment payments when purchasing products and services through affiliated dealers. There are two types of credit services: the "advance payment method," in which the Group conducts credit screening and approval, pays the affiliated dealer in advance, and collects payments from the customer; and the "bank-partnered loan method," in which a partner financial institution provides the loan while the Group handles credit screening, settlement administration, and joint and several guarantees. Main products include auto credit for new and used cars, and ecology credit for solar power systems and all-electric products.

Furthermore, the Group utilizes the knowledge and expertise cultivated in the domestic automobile sales Finance Business overseas, and aims to increase the corporate value of Eastern Commercial Leasing p.l.c., an equity-method affiliated company in the Kingdom of Thailand, and Etomo Financing Corporation, an equity-method affiliated company in the Republic of the Philippines, by providing management and business expertise.

### (2) Automobile Warranty Business

The Group provides Automobile Warranty Services that offer free repairs within a prescribed scope in the event of a breakdown to customers who purchase vehicles through partners, in exchange for payment of a fixed warranty fee. In this business, as in the Finance Business, the Group widely deploys its knowledge and expertise in automobile warranties, maintenance, and sheet metal work cultivated in Japan, mainly in Southeast Asia. In the Kingdom of Thailand, the Group operates automobile warranty and maintenance businesses through Premium Service (Thailand) Co., Ltd. In the Republic of Indonesia, it operates a consulting business related to the development and design of automobile warranty products through PT Premium Garansi Indonesia, a joint venture with Sumitomo Corporation and the local Sinar Mas Group. In addition, the Group is pursuing global business expansion in the Republic of the Philippines by promoting the Automobile Warranty business through Premium Warranty Services Philippines, Inc., a joint venture with Mitsui & Co., Ltd. and a group company of the local GT Capital Holdings.

### (3) Auto Mobility Services Business

The Group provides multifaceted services essential to the operation of the automobile distribution business. Specifically, the Group operates an automobile wholesaling business (reuse business) that repurposes vehicles repossessed in the Finance Business within the Group, sells "GATCH" business software that streamlines the management of customers, parts inventory, and maintenance processes as well as document preparation, provides subscription-based sale (leasing) products through affiliated dealers, and operates a recycling business responsible for the distribution of used parts and other items.

Furthermore, with the aim of further developing the automobile market, the Group operates "Car Premium Club," an organized network of automobile dealers and maintenance facilities built through the Finance and Automobile Warranty Businesses, and provides various exclusive services, including management support, to its members. In addition, by operating its own automobile maintenance facilities, the Group identifies issues faced by auto mobility providers and conducts tests of new services, thereby promoting optimal product planning that meets the needs of providers.

(6) Status of Major Lenders(As of March 31, 2026)

Lender	Loan amount
Aozora Bank, Ltd.	11,700 million yen
Mizuho Bank, Ltd.	10,650 million yen
Rakuten Bank, Ltd.	10,350 million yen
Sumitomo Mitsui Banking Corporation	4,607 million yen
SBI Shinsei Bank, Limited	3,300 million yen

Separately from the above, the Group has raised the following funds through the securitization of receivables.

Lender	Loan amount
Rakuten Bank, Ltd.	32,318 million yen
Aozora Bank, Ltd.	5,580 million yen

(7) Other important matters concerning the current status of the corporate group

Not applicable.

## | 2 | Current status of the Company

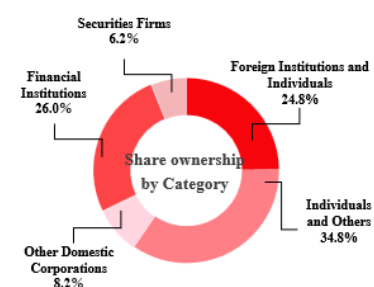
### (1) Status of shares (As of March 31, 2026)

(1) Total number of authorized shares 144,000,000 shares

(2) Total number of issued shares 40,710,663 shares

(Note) The total number of issued shares increased by 170,493 shares due to the exercise of warrants.

(3) Number of shareholders 8,507



Name of shareholder	Number of shares held	Shareholding ratio
The Master Trust Bank of Japan, Ltd. (Trust Account)	4,677,700 shares	12.03%
Custody Bank of Japan, Ltd. (Trust Account)	3,359,200 shares	8.64%
Recruit Co., Ltd.	1,800,000 shares	4.63%
GOVERNMENT OF NORWAY	932,000 shares	2.40%
STATE STREET BANK AND TRUST COMPANY 505301	931,938 shares	2.40%
ITOCHU Corporation	800,000 shares	2.06%
Yohichi Shibata	790,248 shares	2.03%
Aozora Bank, Ltd.	775,800 shares	2.00%
Sompo Japan Insurance Inc.	775,800 shares	2.00%
RE FUND 107-CLIENT AC	764,300 shares	1.97%

(Note) 1. The Company holds 1,825,234 shares of treasury shares, which are excluded from the major shareholders listed above.  
 2. The shareholding ratio is calculated after deducting treasury shares.  
 3. The shareholding ratio is rounded to the third decimal place.

**(5) Status of shares delivered to the Company's officers as compensation for the execution of their duties during the current fiscal year**

The Company introduced a restricted stock compensation plan based on a resolution at the 4th Annual General Meeting of Shareholders held on June 26, 2019. In response, at the Board of Directors meeting held on June 25, 2025, the Company resolved to dispose of treasury shares as restricted stock compensation. On July 24, 2025, the Company disposed of 27,000 treasury shares to three directors (excluding outside directors) and 27,000 treasury shares to six entrusted executive officers who do not concurrently serve as directors of the Company.

**(6) Other important matters concerning shares**

The Company resolved to acquire treasury shares at the Board of Directors meeting held on February 10, 2026, and acquired 164,800 treasury shares during the period from February 12, 2026 to March 31, 2026.

## (2) Status of company officers

### (1) Status of directors and auditors (as of March 31, 2026)

Position	Name	Responsibilities and significant concurrent positions
President and Representative Director	Yohichi Shibata	–
Director	Yoshiyuki Tsuchiya	Director and Executive Officer, COO of Premium Co., Ltd.
Director	Tomohiro Kanazawa	–
Director	Tsuguhiro Nakagawa	Executive Officer of Synchro Food Co., Ltd.
Director	Yuka Horikoshi	Partner Attorney at Chuo Sogo Law Office, Director of Regional Outside Director of Economy Vitalization Corporation of Japan Outside Director of WealthPark Co., Ltd.
Director	Hiromi Oshima	Executive Officer of IHI Corporation
Auditor	Toshihiro Kametsu	–
Auditor	Setsuo Higuchi	Head of Setsuo Higuchi Certified Public Accountant Office Outside Auditor of SocialWire Co., Ltd. Outside Auditor of Land Business Co., Ltd.
Auditor	Yukari Narita	Representative of Yukari Narita Certified Public Accountant Office Professor at Graduate School of Economics and Management, Tohoku University Outside Director of Cyber Solutions Inc.

- (Note) 1. Directors Tsuguhiro Nakagawa, Yuka Horikoshi, and Hiromi Oshima are outside directors as stipulated in Article 2, Item 15 of the Companies Act.  
2. Auditors Setsuo Higuchi and Yukari Narita are outside auditors as stipulated in Article 2, Item 16 of the Companies Act.  
3. Auditor Toshihiro Kametsu, Outside Auditor Setsuo Higuchi, and Outside Auditor Yukari Narita have a considerable degree of knowledge regarding finance and accounting as follows.  
• Auditor Toshihiro Kametsu has experience in accounting and financial operations through many years of service in the Accounting Department of the Group.  
• Outside Auditor Setsuo Higuchi has specialized knowledge and extensive experience in finance and accounting cultivated through his duties as a certified public accountant.  
• Outside Auditor Yukari Narita has specialized knowledge and extensive experience in finance and accounting cultivated through her duties as a certified public accountant.  
4. The Company has designated Tsuguhiro Nakagawa, Yuka Horikoshi, Hiromi Oshima, Setsuo Higuchi, and Yukari Narita as independent officers based on the rules of the Tokyo Stock Exchange and has notified the said exchange.  
5. Outside Director Tsuguhiro Nakagawa resigned as an advisor to Recruit Marketing Partners Co., Ltd. (currently Recruit Co., Ltd.) in March 2017. There is a business relationship between the Recruit Group and the Group, but the transaction amount for FY26 was less than 0.01% of the consolidated revenue of Recruit Holdings Co., Ltd. for FY26 and less than 0.1% of the consolidated operating revenue of the Company for FY26, which is negligible.  
6. As of April 1, 2026, President and Representative Director Yohichi Shibata assumed the office of Representative Director and Chairman of Premium Co., Ltd.

7. As of April 1, 2026, Director Yoshiyuki Tsuchiya assumed the office of President and Representative Director of Premium Co., Ltd.
8. As of April 1, 2026, Outside Director Hiromi Oshima assumed the office of Managing Executive Officer of IHI Corporation.
9. As of March 31, 2026, Outside Director Yuka Horikoshi resigned as an outside director of WealthPark Co., Ltd.

## **(2) Summary of the contents of the limited liability agreement**

The Company has entered into agreements with each Outside Director and each Auditor to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act and the Company's Articles of Incorporation. The limit of liability under such agreements shall be 1 million yen or the amount stipulated in Article 425, Paragraph 1 of the same Act, whichever is higher.

## **(3) Summary of the details of the directors and officers liability insurance contract**

The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The scope of the insured under the said insurance contract includes all directors, auditors, and employees in management positions at the Company and its subsidiaries. The Company bears the full amount of the insurance premiums, and the insured do not bear any premiums. The said insurance contract is intended to cover damages such as compensation for damages and litigation expenses incurred by the insured due to claims for damages arising from acts performed by the insured in connection with their duties. However, measures are taken to ensure that the appropriateness of the execution of duties by officers and others who are the insured is not impaired by providing for certain exemptions, such as not covering damages resulting from acts performed while being aware that such acts violate laws and regulations.

#### (4) Remuneration for Directors and Auditors

##### a. Total amount of remuneration for the current fiscal year

Officer classification	Total amount of remuneration, etc.	Total amount by type of remuneration, etc.			Number of eligible officers (persons)
		Monetary remuneration		Non-monetary remuneration	
		Basic remuneration	Short-term incentive (Performance-linked remuneration)	Long-term incentive	
Directors (of which Outside Directors)	213 million yen (26 million yen)	83 million yen (26 million yen)	76 million yen (-)	54 million yen (-)	7 persons (3 persons)
Auditors (of which Outside Auditors)	15 million yen (9 million yen)	15 million yen (9 million yen)	-	-	4 persons (3 persons)
Total (of which Outside Officers)	228 million yen (34 million yen)	98 million yen (34 million yen)	76 million yen (-)	54 million yen (-)	11 persons (6 persons)

(Note) 1. The maximum amount of remuneration for Directors was resolved at the 6th Annual General Meeting of Shareholders held on June 29, 2021, to be within 350 million yen per year (excluding employee salaries). The number of Directors at the conclusion of the said General Meeting of Shareholders was eight (including three Outside Directors).

2. The maximum amount of remuneration for Auditors was resolved at the 2nd Annual General Meeting of Shareholders held on June 28, 2017, to be within 20 million yen per year (excluding employee salaries). The number of Auditors at the conclusion of the said General Meeting of Shareholders was three (including two Outside Auditors).

3. The above table includes one Director and one Auditor who retired at the conclusion of the 10th Annual General Meeting of Shareholders held on June 25, 2025.

4. The non-monetary remuneration described in the table above is restricted stock remuneration resolved at the 4th Annual General Meeting of Shareholders held on June 26, 2019, the 6th Annual General Meeting of Shareholders held on June 29, 2021, and the 7th Annual General Meeting of Shareholders held on June 29, 2022. It was resolved that the restricted stock remuneration limit shall be within 200 million yen per year, and the upper limit on the number of shares shall be within 30,000 shares per year (Outside Directors are not eligible for the grant). The number of Directors (excluding Outside Directors) at the conclusion of the said General Meeting of Shareholders was three. In the current fiscal year, the Company granted monetary remuneration claims to three Directors (excluding Outside Directors) and delivered 27,000 shares of the Company's common stock as stock remuneration by having all of the said claims contributed in kind to the Company. The delivery of the said shares is subject to conditions such as not transferring the shares until the individual retires from the position of Director of the Company or a subsidiary of the Company.

5. Pursuant to a resolution of the Board of Directors held on July 20, 2022, the Company conducted a 3-for-1 stock split of its common stock effective September 1, 2022. Accordingly, the upper limit on the number of shares for restricted stock remuneration has been changed from within 30,000 shares per year to within 90,000 shares per year.

6. Regarding matters related to short-term incentives described in the table above, please also refer to "b. Matters concerning the policy for determining the amount of remuneration for officers or the method for calculating such amount" below. As a performance-linked indicator for short-term incentives, consolidated profit before tax has been adopted from the perspective of increasing awareness of improving performance for each fiscal year. Its trends are as described in the Business Report "1. Current Status of the Corporate Group (2) Status of Assets and Profit and Loss for the Preceding Three Consolidated Fiscal Years." For the current fiscal year, three directors (excluding outside directors) are paid a short-term incentive calculated based on the achievement rate of "consolidated profit before tax," "consolidated profit before tax excluding spot profit/loss," and "individual performance (the representative director's target is the company-wide target, and each director's target is the performance target for the business/department they oversee)." This amount (80–150% of the base remuneration (fixed remuneration) amount) is divided into 12 equal parts and added to the monthly base remuneration.

b. Matters concerning the policy for determining the amount of remuneration, etc. for officers or the method for calculating such amount

i. Method for determining the policy for determining the amount of remuneration, etc. for officers or the method for calculating such amount

The Company's Board of Directors resolves the policy for determining the content of individual remuneration, etc. for officers based on the content of a report received from the Nomination and Remuneration Committee, which is an advisory body to the Board of Directors, after consulting with the committee in advance regarding the content. An overview of the content of the said determination policy is as follows.

ii. Policy for determining the amount of remuneration, etc. for directors or the method for calculating such amount

The Company's director remuneration system is operated as one of the important management foundations for the sustainable growth of the Company, centered on the following policies and composition.

(Basic Policy for Director Remuneration)

The Company's director remuneration is determined based on the following concepts.

1. A competitive remuneration system

The remuneration system and remuneration levels must be capable of attracting and retaining talented human resources who contribute to the realization of the Company's mission and medium- to long-term vision.

2. A remuneration system that emphasizes sustainable improvement of corporate value

Remuneration must serve as an incentive to promote the sustainable and continuous improvement of the Company's corporate value and shareholder value.

3. A fair and equitable remuneration system

The remuneration system must be highly transparent, fair, and rational, enabling the Company to fulfill its accountability to shareholders and other stakeholders.

(Director Remuneration System)

The Company's director remuneration system consists of "base remuneration (fixed remuneration)," "short-term incentives (variable remuneration)," and "long-term incentives (variable remuneration)."

1. Base remuneration

Remuneration intended to encourage the execution of duties according to the position, functions, and roles performed.

2. Short-term incentives

The purpose of this is to accumulate results toward achieving performance targets for each fiscal year.

3. Long-term incentives

The purpose of this is to promote management that emphasizes the enhancement of corporate value and shareholder value over the medium to long term.

Type of remuneration	Payment method, Fixed/Variable	Performance-linked indicators	Details of remuneration	Composition ratio (%)	Directors (excluding Outside Directors)	Outside Directors
Basic remuneration	Cash/Fixed	–	<ul style="list-style-type: none"> <li>• Fixed remuneration to encourage the execution of duties according to position, functions, and roles.</li> <li>• Determined based on a basic table created according to position and the presence or absence of representative rights.</li> </ul>	25–40	◎	◎
Short-term incentive	Cash/Variable	Consolidated profit before tax	<ul style="list-style-type: none"> <li>• Performance-linked remuneration to build results toward achieving performance targets for each fiscal year.</li> <li>• Indicators are "consolidated profit before tax," "consolidated profit before tax excluding spot profit/loss," and "individual performance (company-wide targets for the Representative Director, and performance targets for the businesses/departments overseen by each Director)."</li> <li>• Determined within the range of 0–140% of basic remuneration by multiplying basic remuneration by coefficients set for each of the above indicators, according to the degree of achievement for each fiscal year.</li> </ul>	35–45	◎	–
Long-term incentive	Stock/Variable	–	<ul style="list-style-type: none"> <li>• Stock-based remuneration to promote management that emphasizes medium-to long-term improvement of corporate value and shareholder value.</li> </ul>	25–45	◎	–

(Approach to remuneration levels)

The remuneration levels for the Company's directors are set based on the functions and roles that each director should fulfill, ensuring a competitive level that enables the acquisition and retention of excellent human resources, while utilizing external objective data and evaluation data as necessary.

c. Method for determining remuneration, etc. for each officer

To enhance the transparency and objectivity of the deliberation process, the remuneration, etc. for each director of the Company is determined by the Board of Directors following consultation with and recommendations from the Nomination and Remuneration Committee (in which independent outside officers constitute a majority of the members). This determination is based on the remuneration policy, remuneration system, and results of individual performance evaluations for each director (excluding outside directors) previously discussed by the committee, and is within the limit of the total amount of remuneration resolved at the General Meeting of Shareholders in accordance with the Articles of Incorporation.

Regarding the determination of the amount of remuneration, etc. for each director for the current fiscal year, the Board of Directors resolved at its meeting held in June 2025 on the remuneration proposal for each director, which was discussed based on the aforementioned determination policy at the Nomination and Remuneration Committee meeting held in May 2025.

As described above, the remuneration proposal for each director, discussed based on the aforementioned determination policy by the Nomination and Remuneration Committee where independent outside officers constitute a majority of the members, was resolved by the Company's Board of Directors and became the amount of remuneration, etc. for each director. Therefore, the Board of Directors has judged that the content is in line with the aforementioned determination policy.

The remuneration, etc. for each corporate auditor of the Company is determined by the Board of Corporate Auditors within the limit of the total amount of remuneration resolved at the General Meeting of Shareholders in accordance with the Articles of Incorporation, taking into account whether they are full-time or part-time and the status of their division of duties.

(Role and activities of the Nomination and Remuneration Committee)

The Company's Nomination and Remuneration Committee is a voluntary advisory body to the Board of Directors, aimed at enhancing the fairness, transparency, and objectivity of procedures related to the nomination and remuneration of directors, and at strengthening corporate governance.

(Members of the Nomination and Remuneration Committee)

The members as of March 31, 2026, are as follows.

Chairperson	Title	Name
◎	President and Representative Director	Yohichi Shibata
	Outside Director	Tsuguhiro Nakagawa
	Outside Director	Yuka Horikoshi

**(5) Matters concerning outside officers**

- a. Significant concurrent positions at other corporations, etc. and the relationship between the Company and such other corporations, etc.
- Director Tsuguhiro Nakagawa is an Executive Officer of Synchro Food Co., Ltd. There is no special relationship between the Company and the entity where he holds a concurrent position.
  - Director Yuka Horikoshi is a Partner at Chuo Sogo Law Office, P.C. and an Outside Director of Regional Economy Vitalization Corporation of Japan. She was also an Outside Director of WealthPark Co., Ltd., but resigned from that position as of March 31, 2026. There are no special relationships between the Company and the entities where she holds concurrent positions.
  - Outside Director Hiromi Oshima was an Executive Officer of IHI Corporation, but assumed the position of Managing Executive Officer of the same company as of April 1, 2026. There are no special relationships between the Company and the entity where she holds concurrent positions.
  - Outside Auditor Setsuo Higuchi is the Head of Setsuo Higuchi Certified Public Accountant Office, an Outside Auditor of Socialwire Co., Ltd., and an Outside Auditor of Land Business Co., Ltd. There are no special relationships between the Company and the entities where he holds concurrent positions.
  - Outside Auditor Yukari Narita is the Representative of Yukari Narita Certified Public Accountant Office, a Professor at the Graduate School of Economics and Management, Tohoku University, and an Outside Director of Cyber Solutions Inc. There are no special relationships between the Company and the entities where she holds concurrent positions.

b. Status of major activities during the fiscal year under review

		Attendance at Board of Directors and Audit & Supervisory Board meetings, status of statements, and summary of duties performed regarding the roles expected of Outside Directors
Director	Tsuguhiro Nakagawa	He attended all 18 Board of Directors meetings held during the fiscal year under review. At the Board of Directors meetings he attended, based on his extensive experience and broad insight as a corporate manager, he actively provided information and advice contributing to proper business execution from a general management perspective on proposals including the formulation of the Company's business plans. He also serves as a member of the Nomination and Remuneration Committee, an advisory body to the Board of Directors, and plays an important role in deliberations on the nomination and remuneration of Directors and others.
Director	Yuka Horikoshi	She attended all 18 Board of Directors meetings held during the fiscal year under review. At the Board of Directors meetings she attended, based on her specialized knowledge cultivated through her duties as an attorney, she provided information contributing to proper business execution and made statements to ensure the validity and appropriateness of the Board of Directors' decision-making on proposals related to the Companies Act and compliance. She also serves as a member of the Nomination and Remuneration Committee, an advisory body to the Board of Directors, and plays an important role in deliberations on the nomination and remuneration of Directors and others.
Director	Hiroshi Oshima	She attended all 18 Board of Directors meetings held during the fiscal year under review. At the Board of Directors meetings she attended, based on her specialized knowledge cultivated through her duties as a certified public accountant and her extensive experience in IR and new business development, she provided information contributing to proper business execution and made statements to ensure the validity and appropriateness of the Board of Directors' decision-making on proposals including the formulation of the Company's business plans, playing an important role in deciding important management matters and supervising business execution.

Audit & Supervisory Board Member	Setsuo Higuchi	He attended all 18 Board of Directors meetings and all 14 Audit & Supervisory Board meetings held during the fiscal year under review. At the Board of Directors and Audit & Supervisory Board meetings he attended, based on his specialized knowledge cultivated through his duties as a certified public accountant and his extensive knowledge of internal control and corporate governance, he made statements as appropriate and played an important role in auditing management with independence regarding the execution of duties by Directors.
Audit & Supervisory Board Member	Yukari Narita	Since her appointment on June 25, 2025, she has attended all 14 Board of Directors meetings and all 10 Audit & Supervisory Board meetings held during the fiscal year under review. At the Board of Directors and Audit & Supervisory Board meetings she attended, based on her specialized knowledge cultivated through her duties as a certified public accountant and her extensive knowledge of internal control and corporate governance, she made statements as appropriate and played an important role in auditing management with independence regarding the execution of duties by Directors.

### (3) Status of Accounting Auditor

(1) Name: PwC Japan LLC

(2) Amount of remuneration, etc.

	Amount of remuneration, etc. (million yen)
Amount of remuneration, etc. for the Accounting Auditor for the fiscal year under review	56
Total amount of money and other property benefits to be paid by the Company and its subsidiaries to the Accounting Auditor	162

(Notes) 1. In the audit contract between the Company and the Accounting Auditor, the amounts of audit remuneration, etc. for audits based on the Companies Act and audits based on the Financial Instruments and Exchange Act are not clearly distinguished and cannot be practically distinguished. Therefore, the total of these amounts is stated as the amount of remuneration, etc. for the Accounting Auditor for the fiscal year under review.

2. The Board of Auditors has given its consent to the amount of remuneration, etc. for the Accounting Auditor after conducting necessary verification as to whether the content of the Accounting Auditor's audit plan, the status of the Accounting Auditor's performance of duties, and the basis for calculating the remuneration estimate are appropriate.

(3) Content of non-audit services

Not applicable.

(4) Policy for determining dismissal or non-reappointment of Accounting Auditor

The Board of Auditors intends to dismiss the Accounting Auditor with the consent of all Auditors if it determines that the Accounting Auditor falls under any of the items set forth in Article 340, Paragraph 1 of the Companies Act.

In addition, if the Board of Auditors determines that it is difficult for the Accounting Auditor to appropriately perform its duties, or if it determines that a change of Accounting Auditor is appropriate to further enhance the appropriateness of audits, it will determine the content of a proposal for the dismissal or non-reappointment of the Accounting Auditor to be submitted to the General Meeting of Shareholders.

### | 3 | Policy regarding decisions on dividends of surplus, etc.

The Company recognizes the return of profits to shareholders as an important management issue and intends to implement stable and continuous dividends after comprehensively taking into account its business performance and the securing of internal reserves to meet the demand for funds for business expansion.

The Company's policy is to effectively utilize internal reserve funds to strengthen its financial position through the repayment of borrowings, etc., as business funds for the various businesses of the Group, and for growth investments necessary for new businesses, overseas expansion, and DX promotion.

For the current fiscal year, the year-end dividend was 27 yen per share. Combined with the interim dividend of 27 yen already paid, the annual dividend is 54 yen per share.

Regarding the acquisition of treasury shares, we will implement this appropriately while taking into account our financial situation, stock price trends, and other factors, in order to execute flexible capital policies in response to changes in the business environment.

## Consolidated Financial Statements

### Consolidated Statement of Financial Position

(As of March 31, 2026)

(Unit: million yen)

Item	Current period	(Reference) Previous period	Item	Current period	(Reference) Previous period
<b>Assets</b>			<b>Liabilities</b>		
Cash and cash equivalents	26,111	17,159	Financial guarantee contracts	56,913	81,245
Financing receivables	91,122	74,719	Deferred warranty revenue	9,247	8,055
Other financial assets	10,150	8,366	Borrowings	85,009	51,188
Property, plant and equipment	5,046	5,396	Income taxes payable	1,716	1,821
Intangible assets	8,697	9,201	Other financial liabilities	13,390	16,686
Goodwill	4,197	3,958	Provisions	468	436
Investments accounted for using equity method	4,894	4,085	Deferred tax liabilities	899	836
Insurance assets	32,681	42,130	Other liabilities	6,028	5,773
Deferred tax assets	424	50	<b>Total Liabilities</b>	<b>173,670</b>	<b>166,039</b>
Other assets	15,642	19,924	<b>Equity</b>		
<b>Total Assets</b>	<b>198,965</b>	<b>184,988</b>	Equity attributable to owners of parent		
			Share capital	1,817	1,700
			Capital surplus	2,574	1,585
			Retained earnings	22,204	17,949
			Treasury shares	(2,303)	(3,046)
			Other components of equity	977	734
			Total equity attributable to owners of parent	25,270	18,923
			Non-controlling interests	24	26
			<b>Total Equity</b>	<b>25,295</b>	<b>18,948</b>
			<b>Total liabilities and equity</b>	<b>198,965</b>	<b>184,988</b>

(Note) Information for the previous fiscal year is not included in the scope of the audit report.

**Consolidated Statement of Profit and Loss** (From April 1, 2025 to March 31, 2026) (Unit: million yen)

Item	Current period	(Reference) Previous period
Operating revenue	44,042	36,409
Operating expenses	35,644	29,594
<b>Operating profit</b>	<b>8,398</b>	<b>6,815</b>
Share of profit of investments accounted for using equity method	114	22
Other finance income	192	61
Other finance costs	86	46
<b>Profit before tax</b>	<b>8,619</b>	<b>6,851</b>
<b>Income tax expense</b>	<b>2,543</b>	<b>2,203</b>
<b>Profit</b>	<b>6,075</b>	<b>4,648</b>
<b>Profit attributable to</b>		
Owners of parent	6,069	4,651
Non-controlling interests	6	(3)
<b>Profit</b>	<b>6,075</b>	<b>4,648</b>

(Note) Information for the previous fiscal year is not included in the scope of the audit report.

## Financial Statements

### Balance Sheet

(As of March 31, 2026)

(Unit: million yen)

Item	Current period	(Reference) Previous period	Item	Current period	(Reference) Previous period
<b>Assets</b>			<b>Liabilities</b>		
<b>Current assets</b>	<b>6,106</b>	<b>2,363</b>	<b>Current liabilities</b>	<b>2,775</b>	<b>1,161</b>
Cash and deposits	4,453	1,499	Current portion of long-term borrowings	2,086	686
Prepaid expenses	236	299	Lease obligations	2	8
Accounts receivable - other	653	505	Accounts payable	189	173
Other	765	59	Accrued expenses	55	39
			Income taxes payable	144	50
			Deposits received	32	56
<b>Non-current assets</b>	<b>23,433</b>	<b>16,783</b>	Provision for bonuses	180	127
Property, plant and equipment	17	25	Other	87	24
Buildings	4	5	<b>Non-current liabilities</b>	<b>15,052</b>	<b>9,340</b>
Vehicles	12	20	Long-term borrowings	6,371	1,907
Intangible assets	2	3	Long-term borrowings from subsidiaries and associates	8,670	7,420
Trademark right	2	3	Lease obligations	10	12
Investments and other assets	23,414	16,755	<b>Total Liabilities</b>	<b>17,827</b>	<b>10,501</b>
Investment securities	7	7	<b>Net assets</b>		
Shares of subsidiaries and associates	9,568	9,537	<b>Shareholders' equity</b>	<b>11,462</b>	<b>8,372</b>
Long-term loans receivable from employees	422	305	Share capital	1,817	1,683
Long-term loans receivable from	13,260	6,797	Capital surplus	2,686	1,690
	41	43	Capital reserve	615	480
	97	48	Other capital surplus	2,071	1,209
	20	18	Retained earnings	9,233	8,019
			Other retained earnings	9,233	8,019
			Retained earnings brought forward	9,233	8,019
			Treasury shares	(2,275)	(3,019)

subsidiaries and associates			<b>Exercise of warrants</b>	<b>251</b>	<b>272</b>
Long-term prepaid expenses					
Deferred tax assets			<b>Total net assets</b>	<b>11,713</b>	<b>8,645</b>
Other					
<b>Total Assets</b>	<b>29,540</b>	<b>19,145</b>	<b>Total liabilities and net assets</b>	<b>29,540</b>	<b>19,145</b>

(Note) Information for the previous fiscal year is not included in the scope of the audit report.

**Statement of Income** (From April 1, 2025 to March 31, 2026)

(Unit: million yen)

Item	Current period	(Reference) Previous period
<b>Operating revenue</b>	6,843	7,180
<b>Operating expenses</b>	3,638	3,241
General and administrative expenses	3,638	3,241
<b>Operating profit</b>	3,204	3,939
<b>Non-operating income</b>	173	76
Interest income	161	49
Foreign exchange gains	4	3
Dividends from subsidiaries and associates	-	22
Other	8	2
<b>Non-operating expenses</b>	264	133
Interest expenses	262	118
Other	2	14
<b>Ordinary profit</b>	3,114	3,882
<b>Profit before income taxes</b>	3,114	3,882
Income taxes - current	134	44
Income taxes - deferred	(49)	8
<b>Profit</b>	3,029	3,829

(Note) Information for the previous fiscal year is not included in the scope of the audit report.

(Translation)  
**Audit Reports**  
**Accounting Audit Report on Consolidated Financial Statements**

Independent Auditor's Report			
			May 22, 2026
To the Board of Directors of Premium Group Co., Ltd.			
	PwC Japan LLC Tokyo Office		
	Designated Limited Liability Partner	Certified Public	Ryutaro Otsuji
	Engagement Partner	Accountant	
	Designated Limited Liability Partner	Certified Public	Naoaki Kobayashi
	Engagement Partner	Accountant	
<b>Audit Opinion</b>			
Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of Premium Group Co., Ltd. for the consolidated fiscal year from April 1, 2025 to March 31, 2026, which comprise the consolidated statement of financial position, the consolidated statement of profit and loss, the consolidated statement of changes in equity, and the significant matters that serve as the basis for preparing the consolidated financial statements and other notes.			
In our opinion, the consolidated financial statements referred to above, which were prepared in accordance with accounting standards that omit some of the disclosure items required under Designated International Financial Reporting Standards as provided for in the second sentence of Article 120, Paragraph 1 of the Ordinance on Company Accounting, present fairly, in all material respects, the financial position and results of operations of the corporate group consisting of Premium Group Co., Ltd. and its consolidated subsidiaries for the period covered by the consolidated financial statements.			
<b>Basis for Audit Opinion</b>			
We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of financial statements in Japan (including provisions applicable to the audit of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.			
<b>Other Information</b>			
Other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and disclosure of the other information. In addition, Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of the Directors' duties in the development and operation of the reporting process for the other information.			
Our audit opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion on the other information.			
Our responsibility in the audit of the consolidated financial statements is to read the other information and, in doing so, consider whether there are material inconsistencies between the other information and the consolidated financial statements or our knowledge obtained in the audit, or whether the other information otherwise appears to be materially misstated.			
If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.			

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting standards that omit some of the disclosure items required under Designated International Financial Reporting Standards as provided for in the second sentence of Article 120, Paragraph 1 of the Ordinance on Company Accounting. This responsibility includes designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as applicable, matters related to going concern in accordance with accounting standards that omit some of the disclosure items required under Designated International Financial Reporting Standards as provided for in the second sentence of Article 120, Paragraph 1 of the Ordinance on Company Accounting.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of the Directors' duties in the development and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected and applied depend on the auditor's judgment. We also obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the internal control.

- Evaluate the appropriateness of accounting policies used and the method of their application, as well as the reasonableness of accounting estimates made by management and the related disclosures.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate whether the presentation and disclosures of the consolidated financial statements are in accordance with accounting standards that omit some of the disclosure items required under Designated International Financial Reporting Standards as provided for in the second sentence of Article 120, Paragraph 1 of the Ordinance on Company Accounting, as well as the overall presentation, structure and content of the consolidated financial statements, including the related disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board Members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest

There are no interests to be disclosed between the Company and its consolidated subsidiaries and the audit firm or its engagement partners pursuant to the provisions of the Certified Public Accountants Act.

(Translation)  
Accounting Audit Report on Financial Statements

Independent Auditor's Report			
			May 22, 2026
To the Board of Directors of Premium Group Co., Ltd.			
	PwC Japan LLC Tokyo Office		
	Designated Limited Liability Partner	Certified Public	Ryutaro Otsuji
	Engagement Partner	Accountant	
	Designated Limited Liability Partner	Certified Public	Naoaki Kobayashi
	Engagement Partner	Accountant	
<p>Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the financial statements of Premium Group Co., Ltd. for the 11th fiscal year from April 1, 2025 to March 31, 2026, which comprise the balance sheet, the statement of income, the statement of changes in equity, and the notes to the non-consolidated financial statements, as well as the supplementary schedules (hereinafter the "Financial Statements, etc.&gt;").</p> <p>In our opinion, the Financial Statements, etc. referred to above present fairly, in all material respects, the financial position and results of operations for the period covered by the Financial Statements, etc. in accordance with corporate accounting standards generally accepted in Japan.</p> <p>We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements, etc." section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of financial statements in Japan (including provisions applicable to the audit of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p> <p>Other Information</p> <p>Our audit opinion on the Financial Statements, etc. does not cover the other information, and we do not express an opinion on the other information. Our responsibility in the audit of the Financial Statements, etc. is to read the other information and, in doing so, consider whether there are material inconsistencies between the other information and the Financial Statements, etc. or our knowledge obtained in the audit, or whether the other information otherwise appears to be materially misstated.</p> <p>If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.</p>			

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Financial Statements, etc.

Management is responsible for the preparation and fair presentation of the Financial Statements, etc. in accordance with corporate accounting standards generally accepted in Japan. This responsibility includes designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of Financial Statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, etc., management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as applicable, matters related to going concern in accordance with corporate accounting standards generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of the Directors' duties in the development and operation of the financial reporting process.

Our objectives are to obtain reasonable assurance about whether the Financial Statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion from an independent standpoint. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, etc., whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected and applied depend on the auditor's judgment. We also obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit of the Financial Statements, etc. is not to express an opinion on the effectiveness of the internal control.

- Evaluate the appropriateness of accounting policies used and the method of their application, as well as the reasonableness of accounting estimates made by management and the related disclosures.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements, etc. or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate whether the presentation and disclosures of the Financial Statements, etc. are in accordance with corporate accounting standards generally accepted in Japan, as well as the overall presentation, structure and content of the Financial Statements, etc., including the related disclosures, and whether the Financial Statements, etc. represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board Members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest

End

(Translation)  
Audit Report of the Board of Corporate Auditors

Audit Report

1. Method and Content of Audit by Audit & Supervisory Board Members and the Audit & Supervisory Board

(2) Each Audit & Supervisory Board Member, in accordance with the audit standards for Audit & Supervisory Board Members established by the Audit & Supervisory Board and following the audit policy, division of duties, etc., communicated with Directors, the internal audit department, and other employees, etc., while also utilizing means via the internet, etc., to collect information and improve the audit environment, and conducted the audit using the following methods:

(i) Attended Board of Directors meetings and other important meetings, received reports from Directors and employees, etc. on the status of the execution of their duties, requested explanations as necessary, inspected important approval documents, etc., and investigated the status of operations and assets at the head office and major business locations. Regarding subsidiaries, communicated and exchanged information with directors and audit & supervisory board members, etc. of subsidiaries, and received reports on business from subsidiaries as necessary.

(iii) Monitored and verified whether the Accounting Auditor maintained an independent position and conducted appropriate audits, received reports from the Accounting Auditor on the status of the execution of its duties, and requested explanations as necessary. In addition, received notification from the Accounting Auditor that it has developed a "system to ensure that the execution of duties is performed appropriately" (matters listed in each item of Article 131 of the Ordinance on Company Accounting) in accordance with the "Quality Control Standards for Auditing" (Business Accounting Council), etc., and requested explanations as necessary.

Based on the above methods, we examined the business report and its supplementary schedules, the financial statements (balance sheet, statement of income, statement of changes in equity, and notes to the non-consolidated financial statements) and their supplementary schedules, and the consolidated financial statements (consolidated statement of financial position, consolidated statement of profit and loss, consolidated statement of changes in equity, and notes to the consolidated financial statements) for the fiscal year under review.

(1) Audit results of the business report, etc.

(i) We acknowledge that the business report and its supplementary schedules fairly present the status of the Company in accordance with laws and regulations and the Articles of Incorporation.

(ii) We found no misconduct or material facts in violation of laws and regulations or the Articles of Incorporation regarding the execution of duties by Directors.

(iii) We acknowledge that the content of the Board of Directors' resolutions regarding the internal control systems is appropriate. In addition, we found no matters to be pointed out regarding the description in the business report and the execution of duties by Directors concerning the internal control systems.

(2) Audit results of the financial statements and their supplementary schedules

(3) Audit results of the consolidated financial statements

We acknowledge that the methods and results of the audit by the Accounting Auditor, PwC Japan LLC, are appropriate.

Audit & Supervisory Board of Premium Group Co., Ltd.

Auditor           Toshihiro Kametsu

Outside Auditor   Setsuo Higuchi

Outside Auditor   Yukari Narita

End

## Shareholder Memo

Securities Code	7199
Listed Stock Exchange	Tokyo Stock Exchange, Prime Market
Fiscal Year	From April 1 to March 31 of the following year
Ordinary General Meeting of Shareholders	June of each year
Record Date for Year-end Dividend	March 31 of each year
Record Date for Interim Dividend	September 30 of each year
Number of Shares per Unit	100 shares
Shareholder Registry Administrator	Sumitomo Mitsui Trust Bank, Limited
Administrative Office	Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank, Limited 1-4-1 Marunouchi, Chiyoda-ku, Tokyo Telephone: 0120-782-031 (Toll-free) Hours: 9:00–17:00 (Excluding Saturdays, Sundays, and holidays)
Method of Public Notice	Electronic public notice (URL: <a href="https://ir.premium-group.co.jp/ja/public_notice.html">https://ir.premium-group.co.jp/ja/public_notice.html</a> ). However, if electronic public notice is not possible due to an accident or other unavoidable reasons, the notice will be published in the Nihon Keizai Shimbun.

\*In principle, various procedures such as changes to shareholders' addresses and requests for buybacks are handled by the account management institution (securities company, etc.) where the account is opened. Please contact the securities company, etc., where you have opened an account.

Please note that these cannot be handled by the shareholder registry administrator (Sumitomo Mitsui Trust Bank, Limited).

\*For any unclaimed dividends, please contact Sumitomo Mitsui Trust Bank, Limited.



## New Medium-Term Management Plan

### Commitment to Transformation and Proof of Uniqueness

We have formulated a new medium-term management plan for FY27-30, "Change & Prove 2030."

As we enter a new stage, we will break through our existing framework with a commitment to transformation and achieve further breakthroughs.

Our true strength lies in a highly profitable model centered on "membership fees," which are not affected by interest rate trends, and "automobile warranties," which are a stock-type business. On this solid foundation, by combining "the best peace of mind" for users with the "infrastructure" essential for the management of auto mobility providers, we will complete the "Automobility Ecosystem" and realize a transformation into a "one-and-only Car Premium Ecosystem."

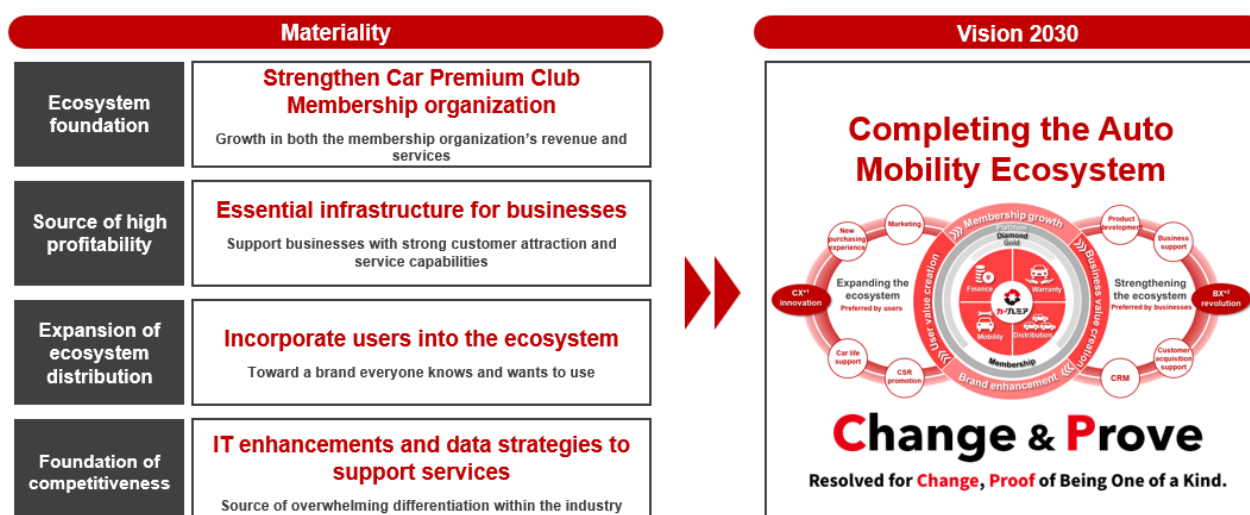
"Because Car Premium exists, we can envision the future."

Over the next four years, we will prove that we are the one-and-only platform that small and medium-sized auto mobility providers cannot do without.

Click here for details on the Medium-Term Management Plan



<https://ir.premium-group.co.jp/en/library/plan.html>



### Management Numerical Targets (FY30)

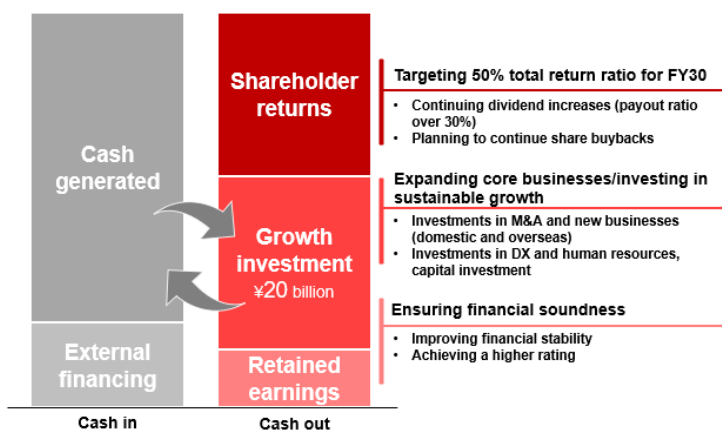
Operating revenue	Profit before tax	Profit	PER	Market capitalization
<b>84 billion yen</b> +91% vs. FY26	<b>21 billion yen</b> +144% vs. FY26	<b>14 billion yen</b> +133% vs. FY26	<b>22x</b> FY26 actual: 11x	<b>300 billion yen</b> +343% vs. FY26

## Financial Policy

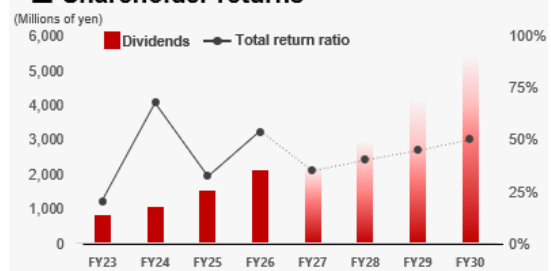


Appropriately allocate cash generated over four years to growth investment, shareholder returns, and ensuring financial soundness

### ■ Cash allocation



### ■ Shareholder returns



### Other Financial Policies

Optimization of fund procurement by strengthening direct procurement

✓ Target an "A+" rating

Timely cancellation of treasury shares

✓ Flexibly determine acquisition of treasury shares based on the management environment and financial status

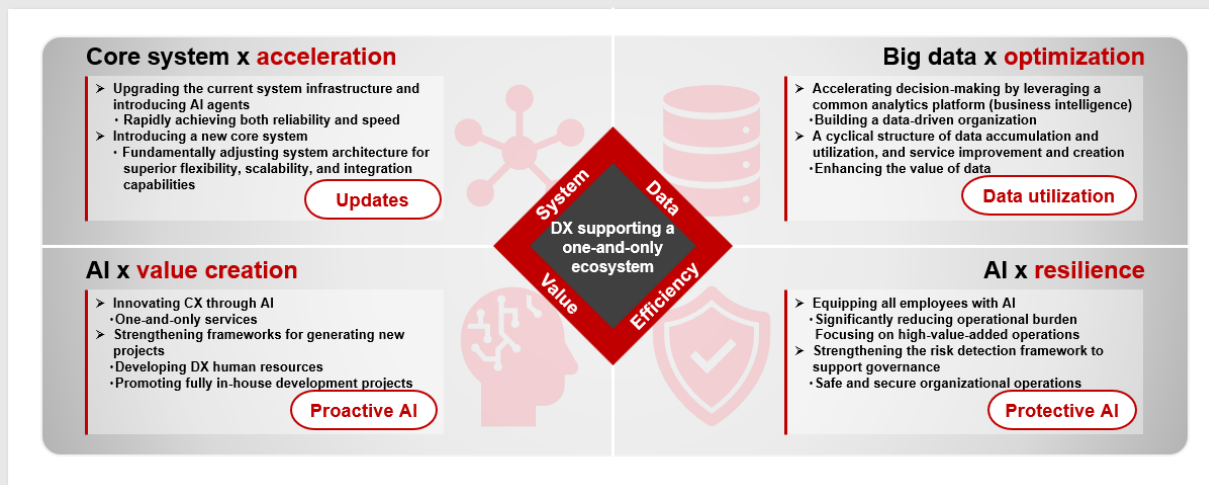
✓ Periodically cancel the portion exceeding 5% of issued shares

## IT Enhancement and Data Strategy to Support Services

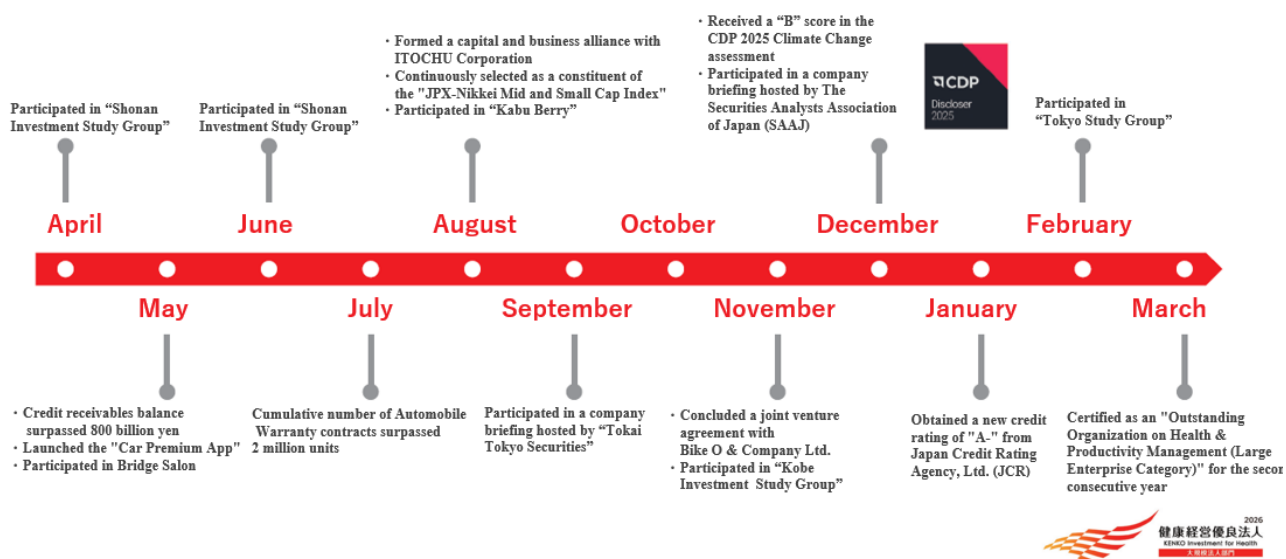


### AI utilization-based system development and evolution of human resources and services

Accelerate cost reduction and service development through a fusion of human resources, data, and AI



## Progress in FY26



## Initiatives for Sustainable Growth



Premium Group recognizes that achieving sustainable growth toward a sustainable society is a prerequisite for achieving our mission, and we have identified and are working on six materialities as important issues.

### Sustainability Management

- Realization of a sustainable society and enhancement of corporate value -



## Premium Group Promotion Activities



As a platformer connecting end users and auto mobility providers, we are developing a variety of advertising measures to create a positive mind future together.

We will strive to improve awareness of the "Car Premium" brand and expand our member base.

### Expanding awareness through the broadcast of the new Car Premium commercial (1) "Dance" version

To make the brand known to a wide range of generations, we produced and broadcast the new commercial "Dance" version, featuring Naomi Watanabe in addition to Shingo Katori and GENERATIONS from EXILE TRIBE, nationwide in May 2025 and January 2026 through TV, radio, digital, and other media.

### Broadcasting the new Car Premium commercial (2) "Golf" version and supporting the challenges of next-generation golfers

In March 2026, we broadcast the new commercial "Golf" version, featuring Hiromitsu Kitayama and five female professional golfers supported by the Company (Fuka Suga, Kanako Aoki, Yuzuki Yoshizawa, Yuna Yogo, and Moe Fukuda) for the first time.

Under our mission of "contributing to establishing a richer society," we are actively working on next-generation human resources development and social contribution through sports that go beyond the framework of our business. In addition to Taisei Shimizu and the five female golfers with whom we have had sponsorship agreements since 2023, we have newly signed a sponsorship agreement with Mana Yoshizaki. Furthermore, to support the challenges of next-generation golfers, we are a special sponsor of the "Japan Men's and Women's Amateur Golf Championships" organized by the Japan Golf Association (JGA), supporting a venue for players to prepare.

### Delivering valuable information to viewers through the YouTube channel "Car Premium for All Things Cars"

To realize a richer car life, we continuously distribute a variety of content on the YouTube channel "Car Premium for All Things Cars." Our multi-faceted communication has borne fruit, and the number of subscribers has exceeded 80,000.



#### YouTube channel

<https://www.youtube.com/@carpremium1202>

#### Press releases

<https://www.premium-group.co.jp/news/>

## Map of the Venue for the Ordinary General Meeting of Shareholders



### Venue

Akasaka Intercity Conference the AIR

Akasaka Intercity AIR 4F, 1-8-1 Akasaka, Minato-ku, Tokyo

### Access

Ginza Line / Namboku Line (Directly connected to Exit 14)  
Tameike-sanno Station (Exit 9) 2-minute walk

Chiyoda Line / Marunouchi Line (Directly connected to Exit 14)  
Kokkai-gijidomae Station (Exit 9) 2-minute walk

\*Please access the venue on the 4th floor from the 3rd floor.

\*Entry is also possible from the B1 floor entrance via Exit 14 (barrier-free).

Shareholders who require assistance on the day of the meeting are requested to inform the venue staff.

