

Note: This English translation is an abridged version of the original “Notice of Convocation for the 30th Ordinary General Meeting of Shareholders” in Japanese. Of note, it does not include translations of certain documents (Business Report, Financial Statements (consolidated and non-consolidated), Independent Auditor’s Report and the Company’s Audit and Supervisory Committee Report) which are attached to the Japanese version. This English translation has been prepared as reference for the convenience of non-Japanese shareholders. In the event of any discrepancy between this version and the Japanese original, the original shall prevail.

(Securities Code: 8789)

November 29, 2024

To Our Shareholders:

Nobumitsu Tamai
President and CEO
FinTech Global Incorporated
Meguro Central Square, 15th Floor,
3-1-1, Kamiosaki, Shinagawa-ku,
Tokyo 141-0021, Japan

NOTICE OF CONVOCATION FOR THE 30TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 30th Ordinary General Meeting of Shareholders (hereafter, “the Meeting”) of FinTech Global Incorporated (hereafter, “FGI” or “the Company”). Details of the Meeting are provided below.

For convening the Meeting, the Company applied measures for electronic provision of information for reference documents related to the general meeting of shareholders (hereafter, “matters for which measures have been taken to provide information in electronic format”) and posted this information on the corporate website under the title “Notice of Convocation for the 30th Ordinary General Meeting of Shareholders.” The Company encourages shareholders to go to the following address to review content ahead of the Meeting.

Corporate website:
FGI General Meeting of Shareholders
<https://www.fgi.co.jp/en/ir/shareholders/meeting/>

The Company also posts matters for which measures have been taken to provide information in electronic format on the following website.

Tokyo Stock Exchange website:
(Listed company search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing. Please look through “Reference Documents for General Meeting of Shareholders” sent with this notice of convocation and then, referring to the section “Guidance on Exercise of Voting Rights” in this document, exercise your voting rights by 5:30 p.m., Wednesday, December 18, 2024 Japan Standard Time.

- 1. Date and Time** Thursday, December 19, 2024 at 10:00 a.m. (Reception opens at 9:00 a.m.)
2. Place Meiji Yasuda Hall Marunouchi,
4th Floor, Meiji Yasuda Life Insurance Building
2-1-1 Marunouchi, Chiyoda-ku, Tokyo

3. Agenda

Matters to be reported

1. Business Report, the Consolidated Financial Statements, the Independent Auditor's Report and the Company's Audit and Supervisory Committee Report on the Consolidated Financial Statements for the 30th Business Term (from October 1, 2023, to September 30, 2024)
2. Non-consolidated Financial Statements for the 30th Business Term (from October 1, 2023, to September 30, 2024)


Matters to be resolved:

- Proposal No.1** Appropriation of surplus
Proposal No.2 Partial amendments to the Articles of Incorporation
Proposal No.3 Election of four (4) directors (other than directors who are members of the Audit and Supervisory Committee)
Proposal No.4 Election of one (2) director who is a member of the Audit and Supervisory Committee
Proposal No.5 Change in remuneration for Directors (other than Directors who are members of the Audit and Supervisory Committee)
Proposal No.6: Matters concerning the determination of remuneration for the grant of restricted shares to Directors (other than Directors who are members of the Audit and Supervisory Committee and outside directors)
Proposal No.7 Authorization for the Board of Directors to finalize subscription matters for share warrants to be issued as stock options to the Company's employees and its subsidiaries' directors and employees


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- If you are attending the Meeting, please leave the Voting Right Exercise Form sent with the notice at reception.
 - If revisions to matters for which measures have been taken to provide information in electronic format arise, revised content will be posted on the Company's website and the TSE website noted on the previous page.
 - Any changes regarding convocation or execution of the General Meeting of Shareholders will be posted on the Company's website.

Guidance on Exercise of Voting Rights


In-person attendance at General Meeting of Shareholders

	<p>Please present the enclosed Voting Right Exercise Form to reception at the venue. Date and time of the Meeting: 10:00 a.m., Thursday, December 19, 2024 (Reception opens at 9:00 a.m.)</p>
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Exercising voting rights in writing (post)

	<p>Please review the attached Reference Documents for General Meeting of Shareholders then indicate your vote, for or against each proposal, on the enclosed Voting Right Exercise Form, and return it by post. You are encouraged to exercise your voting rights at your earliest convenience since only forms that are received by the shareholder registry administrator of the Company by the exercise deadline of 5:30 p.m., Wednesday, December 18, 2024, will be treated as valid.</p>
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Exercising voting rights online

	<p>Please review the attached Reference Documents for General Meeting of Shareholders and then enter your vote for or against each proposal. Exercise deadline: Votes must be entered no later than 5:30 p.m., Wednesday, December 18, 2024.</p>
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- (1) Exercising voting rights by proxy
If you are unable to attend the meeting in person, you may designate another shareholder of the Company who has voting rights to act as your proxy. If you wish to do this, a document certifying power of proxy must be submitted.
- (2) Cautionary note on exercising voting rights by mail (in writing)
If you indicate neither approval nor disapproval of a proposal on the Voting Right Exercise Form, we will assume you are in favor of the proposal.
- (3) Dealing with duplicate votes submitted both by post and online
If you exercise your voting rights by mailing in your voting form and also online, only your online vote will be treated as valid.
- (4) Voting rights exercised online more than once
If you exercise your voting rights multiple times online, only your final vote will be treated as valid. Also, if you exercise your voting rights by personal computer as well as by smartphone, only your final vote will be deemed valid.

If you are attending in person, there is no need to mail in the Voting Right Exercise Form or exercise voting rights online.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Matters

Proposal No.1: Appropriation of surplus

After careful consideration of such factors as business performance, future prospects, internal reserves and future business development, management decided to distribute a year-end dividend as follows:

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets and sum total

The Company intends to pay ¥1.50 per share of common stock, resulting in total dividend payments of ¥293,831,070.

(3) Effective date for dividends from retained earnings

December 20, 2024

Proposal No.2: Partial amendment to the Articles of Incorporation

1. Reasons for amendment

In preparation for the appointment of Directors for the purpose of reinforcing the management structure, the number of Directors (excluding Directors who are members of the Audit and Supervisory Committee) stipulated under existing Articles of Incorporation Article 19 (Number of Directors) will be changed from four to six.

2. Content of amendment to the Articles of Incorporation

The content of the proposed amendment is presented below.

(Amendment is underlined)

Current Articles of Incorporation	Proposed Amendment
(Number of Directors) Article 19. The Company shall have no more than four (4) directors (excluding directors who are Audit and Supervisory Committee Members). 2. (Text omitted)	(Number of Directors) Article 19. The Company shall have no more than four (<u>6</u>) directors (excluding directors who are Audit and Supervisory Committee Members). 2. (No change)

Proposal No. 3: Election of four (4) Directors (other than Directors who are members of the Audit and Supervisory Committee)

The terms of office of all four (4) Directors (other than Directors who are members of the Audit and Supervisory Committee) will expire at the conclusion of the Meeting. Therefore, the Company requests the election of four (4) Directors (other than Directors who are members of the Audit and Supervisory Committee).

Candidates for the position of Director (other than Directors who are members of the Audit and Supervisory Committee) are as follows:

No.	Name		Current Position and Responsibility at the Company	Attendance at Board of Directors Meetings	Years in Office
1	Nobumitsu Tamai	Reappointment Male	President and CEO Head of Investment Banking Business Division	20/20 (100%)	30 years
2	Takashi Senda	Reappointment Male	Executive Vice President, Senior Executive Officer In charge of Accounting Department /Treasury Department / Business Planning Department/ Human Resources & General Affairs Department Head of Treasury Department, Business Planning Department, and Human Resources & General Affairs Department	20/20 (100%)	4 years (Note 2)
3	Naoko Yoshioka	Reappointment Female	Director, Senior Executive Officer In Charge of Business Development Division/ Second Business Department of Investment Banking Division/ Business Planning Division Head of Business Development Department	20/20 (100%)	4 years
4	Takashi Kimura	Reappointment Male	Director, Senior Executive Officer In charge of General Planning Department Head of General Planning Department	20/20 (100%)	2 year (Note 3)

- (Notes)
- Years in office is the aggregate number of years up to the end of the Meeting.
 - Takashi Senda held the position of Director (other than a Director who is a member of the Audit and Supervisory Committee) from December 2017 to December 2019, and cumulative years in office is six years.
 - Takashi Kimura held positions of a Director or a Director who is a member of the Audit and Supervisory Committee (both positions as an outside director) from December 2014 to December 2020, and his cumulative years in office is eight years.
 - The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers directors and executive officers, etc., as the insured, for losses (legal damages and court costs) incurred on claims for damages arising from actions (including nonfeasance) carried out by the insured related to assigned duties. However, claims for damages arising from an insured's illegally obtaining personal gain or benefits and from criminal acts, etc., shall not be subject to remuneration. If the request to reappoint Mr. Tamai, Mr. Senda, Ms. Yoshioka and Mr. Kimura is approved, they will remain covered under this policy. When the policy is up for renewal, the Company plans to maintain coverage under the same terms.

1.	Nobumitsu Tamai (Date of birth: June 11, 1963)		Reappointment
Career summary, and current position and responsibility at the Company:			
Apr. 1986	Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)	Oct. 2019	President and CEO, Head of Investment Banking Business Division, FGI
Dec. 1994	Founded FGI, President and CEO	Oct. 2021	President and CEO, Head of Investment Banking Business Division, Head of Sales Promotion Group, FGI
Jun. 2009	Representative Director, Public Finance Asset Management Incorporated (current)	Apr. 2023	Representative Director, Public Electric Power Company, Incorporated (current)
		Oct. 2023	President and CEO, Head of Investment Banking Business Division, FGI (current)
Significant concurrent position:			
Representative Director, Public Finance Asset Management Incorporated			
Representative Director, Public Electric Power Company, Incorporated			
No. of Company shares owned:		Years in office (as of conclusion of Meeting): 30	
10,095,500 shares			
Reason for nomination as candidate for reappointment as director:			
Nobumitsu Tamai has driven the Company—a boutique investment bank specializing in structured finance to support the financial strategy of medium-sized and growing companies—since its foundation and has a record of achievement in growing the Company. He has helped increase the Company’s corporate value by realizing financing tailored to the needs of each client and, through activities such as private equity investments, has helped raise the Company’s corporate value. He possesses excellent management capabilities. The Company requests his reappointment as a Director because his abundant experience, insight and strong leadership skills are expected to strengthen the decision-making and supervisor functions of the Board of Directors and thereby underpin further growth of the entire FGI Group and lead to higher corporate value.			
Special interest between the candidate and the Company:			
There is no special interest between Mr. Tamai and the Company.			
Attendance at Board of Directors Meetings held in the 30th business term (the year ended September 30, 2024): 20/20 (100%)			

2.	Takashi Senda (Date of birth: August 4, 1967)		Reappointment
Career summary, and current position and responsibility at the Company:			
Apr. 1991	Joined Toho Mutual Life Insurance Company (now, The Gibraltar Life Insurance Co., Ltd.)	Dec. 2021	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department / Human Resources & General Affairs Department, Head of Human Resources & General Affairs Department, FGI
Dec. 2004	Joined FGI		
Apr. 2008	Head of Human Resources & General Affairs Department, General Affairs Division, FGI		
Jul. 2011	Executive Officer, Head of Business Planning Department, FGI	Oct. 2022	Director, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department, Head of Treasury Department / Business Planning Department, FGI
Oct. 2014	Executive Officer, Head of Business Management Department, FGI		
Dec. 2017	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department, Head of Accounting & Treasury Department, FGI	May 2023	Director, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department, Head of Treasury Department / Business Planning Department/ Human Resources & General Affairs Department, FGI
Oct. 2018	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department / Human Resources & General Affairs Department, Head of Accounting & Treasury Department and Human Resources & General Affairs Department, FGI	Dec 2023	Executive Vice President, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department/ Human Resources & General Affairs Department, Head of Treasury Department / Business Planning Department / Human Resources & General Affairs Department, FGI (current)
Nov. 2019	Representative Director and President, Moomin Monogatari, Ltd.		
Dec. 2019	Senior Executive Officer, in charge of Metsä operations		
Dec. 2020	Director, Senior Executive Officer, FGI		
Significant concurrent position:			
Not applicable			
No. of Company shares owned:		Years in office (as of conclusion of Meeting): 4	
71,800 shares		(Mr. Senda held position as Director (other than a Director who is a member of the Audit and Supervisory Committee) from December 2017 to December 2019, and his cumulative years in office including this position is six years.)	
Reason for nomination as candidate for reappointment as director:			
Takashi Senda has been involved in administrative departments of the Company as a person of responsibility, possesses abundant operational knowledge and experience regarding human resources, financial affairs and corporate planning, and is well-versed in general management. The Company requests his reappointment as a Director because his abundant experience and extensive knowledge of general business affairs are expected to strengthen the decision-making and supervisory functions of the Board of Directors and thereby underpin higher corporate value of the FGI Group.			
Special interest between the candidate and the Company:			
There is no special interest between Mr. Senda and the Company.			
Attendance at Board of Directors Meetings held in the 30th business term (the year ended September 30, 2024): 20/20 (100%)			

3.	Naoko Yoshioka (Date of birth: December 28, 1965)	Reappointment
Career summary, and current position and responsibility at the Company:		
<p>Oct. 2001 Joined PricewaterhouseCoopers Tax Japan (now, PwC Tax Japan)</p> <p>Jul. 2005 Joined Simplex Investment Advisors Inc.</p> <p>Jun. 2007 Seconded to Simplex Real Estate Management Inc., Head of Fund Management Department</p> <p>Apr. 2011 Joined FGI</p> <p>Jun. 2012 Director, FinTech Asset Management Incorporated</p> <p>Jul. 2014 Head of Principal Investment Business Department, Group Business Development Division, FGI</p>	<p>Dec. 2017 Executive Officer, Head of Project Promotion Department, FGI</p> <p>Oct. 2019 Representative Director and President, FinTech Asset Management Incorporated</p> <p>Dec. 2020 Director, FGI</p> <p>Oct. 2023 Director, Senior Executive Officer, in charge of Business Development Division / Business Planning Department, Head of Business Development Division, FGI</p> <p>Director, FinTech Asset Management Incorporated (current)</p> <p>Oct. 2024 Director, Senior Executive Officer, in charge of Business Development Division / Second Business Department of Investment Banking Division/ Business Planning Department, Head of Business Development Division, FGI (current)</p>	
Significant concurrent position:		
Director, FinTech Asset Management Incorporated		
No. of Company shares owned:		Years in office (as of conclusion of Meeting): 4
0 shares		
Reason for nomination as candidate for reappointment as director:		
<p>Naoko Yoshioka gained experience as a person of responsibility in the Company's investment operations, following her work at a major tax accounting firm and real estate asset management company. She is also qualified as a certified public accountant and possesses a wealth of expertise in accounting and finance. Currently, Ms. Yoshioka serves as a senior executive officer and director in charge of the private equity investment division and, as head of business development, oversees operations providing innovative financing solutions and developing new businesses. The Company requests her reappointment as a Director because her abundant experience and extensive knowledge of general business affairs are expected to strengthen the decision-making and supervisory functions of the Board of Directors and lead to higher corporate value of the FGI Group.</p>		
Special interest between the candidate and the Company:		
There is no special interest between Ms. Yoshioka and the Company.		
Attendance at Board of Directors Meetings held in the 30th business term (the year ended September 30, 2024): 20/20 (100%)		

4.	Takashi Kimura (Date of birth: July 24, 1979)		Reappointment
Career summary, and current position and responsibility at the Company:			
Oct. 2001	Joined Ernst & Young ShinNihon (now, Ernst & Young ShinNihon LLC)	Dec. 2021	Director, FinTech Asset Management Inc.
Jun. 2008	Partner, Seiwa Audit Corporation (now, RSM Seiwa)	Oct. 2022	Senior Executive Officer, in charge of Human Resources & General Affairs Department /Business Planning
Jul. 2012	Established Bellwether Accounting Firm, Representative Established Bellwether, Inc., President (current)	Dec. 2022	Director, Senior Executive Officer, in charge of Human Resources & General Affairs Department /Business Planning Department, and Head of Business Planning Department, FGI
Nov. 2014	Established Yamato Audit Corporation, Representative Partner (current)	May 2023	Director, Senior Executive Officer, in charge of Human Resources & General Affairs Department /Business Planning Department, and Head of Business Planning Department / Human Resources & General Affairs Department, FGI
Dec. 2014	Outside Director, FGI	May 2023	Director, Senior Executive Officer, in charge of Human Resources & General Affairs Department /Business Planning Department, and Head of Business Planning Department / Human Resources & General Affairs Department, FGI
Jan. 2017	Representative Partner, Yamato Certified Public Tax Accountants' Corporation (current) Director, Yamato Partners Inc.	Oct. 2023	Director, Senior Executive Officer, in charge of General Planning Department, Head of General Planning Department, FGI (current)
Jun. 2017	Outside Director, Escrit Inc.		
Dec. 2019	Outside Director, Audit and Supervisory Committee Member, FGI (retired in Dec. 2020)		
Jun. 2021	Escrit Inc., Outside Director, Audit and Supervisory Committee Member (current)		
Significant concurrent position:			
Bellwether, Inc., President			
Yamato Audit Corporation, Representative Partner			
Yamato Certified Public Tax Accountants' Corporation, Representative Partner			
Escrit Inc., Outside Director, Audit and Supervisory Committee Member			
No. of Company shares owned:		Years in office (as of conclusion of Meeting): 2	
0 shares		(Mr. Kimura held positions as an outside director or an outside director who is a member of the Audit and Supervisory Committee (both positions as an outside director) from December 2014 to December 2020, and his cumulative years in office in these positions is eight years.)	
Reason for nomination as candidate for reappointment as director:			
Mr. Kimura is qualified as a certified public accountant and a tax accountant and has acquired diverse experience in such areas as corporate accounting audits, internal controls, research services and advisory services. He also has as experience an outside director of FGI and as a director of one of the Company's subsidiaries, and currently serves as a senior executive officer and general manager of the General Planning Department, where he promotes various important human resources programs key to the Company's sustainable growth, and contributes to the expansion of human capital. The Company requests his reappointment as a Director because the specialized knowledge and experience he has accumulated to date and the results he has achieved in various management roles within the FGI Group are sure to strengthen the decision-making and supervisory functions of the Board of Directors and lead to higher corporate value of the FGI Group.			
Special interest between the candidate and the Company:			
There is no special interest between Mr. Kimura and the Company.			
Attendance at Board of Directors Meetings held in the 30th business term (the year ended September 30, 2024): 20/20 (100%)			

Proposal No.2: Election of two (2) Directors who are members of the Audit and Supervisory Committee

The term of office for two (2) Directors who are members of the Audit and Supervisory Committee – Atsuhiko Nozaki and Kenjiro Suzuki – will expire at the conclusion of the Meeting. Therefore, the Company requests reappointment of two (2) outside directors who are members of the Audit and Supervisory Committee.

The Audit and Supervisory Committee has approved this proposal.

The two candidates for the position of Directors who are members of the Audit and Supervisory Committee are as follows:

No.	Name	Current Position and Responsibility at the Company	Attendance at Board of Directors Meetings	Attendance at Audit and Supervisory Committee Meetings	Years in Office	
1	Atsuhiko Nozaki	Reappointment Outside Independent Male	Director, Audit and Supervisory Committee Member (Full-time)	20/20 (100%)	12/12 (100%)	2 years
2	Kenjiro Suzuki	Reappointment Outside Independent Male	Director, Audit and Supervisory Committee Member	20/20 (100%)	12/12 (100%)	4 years

- (Notes)
1. Years in office is the aggregate number of years up to the end of the Meeting.
 2. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Atsuhiko Nozaki and Kenjiro Suzuki to limit his liability under Article 423, Paragraph 1 of the same act. If the reappointment of Mr. Nozaki and Mr. Suzuki is approved, the Company will maintain the agreement with them. The upper limit of liability is the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act.
 3. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers directors, as the insured, for losses (legal damages and court costs) incurred on claims for damages arising from actions (including nonfeasance) carried out by the insured, including directors who are members of the Audit and Supervisory Committee, related to assigned duties. However, claims for damages arising from an insured's illegally obtaining personal gain or benefits and from criminal acts, etc., shall not be subject to remuneration. If Mr. Nozaki and Mr. Suzuki are reappointed and assume office in the position of a director who is a member of the Audit and Supervisory Committee, coverage under this policy will continue. When the policy is up for renewal, the Company plans to maintain coverage under the same terms.

1.	Atsuhiko Nozaki (Date of birth: December 2, 1952) Reappointment /Outside/Independent Director	
Career summary, and current position and responsibility at the Company:		
Apr. 1975	Joined Nippon Life Insurance Company	Jun. 2012 Auditor, Osaka Cancer Society (a public interest incorporated foundation) (current)
Jul. 2001	Manager of Auditing Department, Nippon Life Insurance Company	Jun. 2015 President, Nissay Green Foundation (a public interest incorporated foundation)
Jul. 2004	Corporate Auditor, Nippon Life Insurance Company	Jun. 2018 Advisor, Public Interest Incorporated Foundation Nippon Life Saiseikai
Mar. 2007	Full-time Corporate Auditor, Nippon Life Insurance Company	Jun. 2021 Outside Director, The Kinki Sharyo Co., Ltd. (current)
Jun. 2008	Outside Corporate Auditor, The Kinki Sharyo Co., Ltd.	Dec. 2021 Advisor of FGI
Jul. 2008	President, Nippon Life Saiseikai Foundation (currently certified as a public interest incorporated foundation)	Dec. 2022 Outside Director, Audit and Supervisory Committee Member, FGI
		Dec. 2023 Outside Director, Full-time Audit and Supervisory Committee Member, FGI (current)
Significant concurrent position: Outside Director, The Kinki Sharyo Co., Ltd.		
No. of Company shares owned: 0 shares		Term of office of Outside Director (Audit and Supervisory Committee Member) (at the conclusion of the Meeting): 2 years
Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member, and outline of expected role: Atsuhiko Nozaki has experience as a corporate auditor at a life insurance company and in management at incorporated foundations, and possesses extensive knowledge, especially insights on auditing. FGI also benefits from the valuable advice and suggestions that Mr. Nozaki offers at Board of Directors' meetings and other opportunities for dialogue. The Company requests Mr. Nozaki's reappointment as an outside director who is a member of the Audit and Supervisory Committee because management believes he will continue to utilize extensive experience and insights from a position independent of management and contribute to appropriate decision-making by the Board of Directors and further enhance the effectiveness of the Board's supervisory function.		
Special interest between the candidate and the Company: There is no special interest between Mr. Nozaki and the Company.		
Attendance at Board of Directors Meetings and Audit and Supervisory Committee Meetings held in the 30th business term (the year ended September 30, 2024) Board of Directors Meetings: 20/20 (100%) Audit and Supervisory Committee Meetings: 12/12 (100%)		
Independent Director The Company notified the Tokyo Stock Exchange that Mr. Nozaki has been designated as an independent director unlikely to cause any conflict of interest with general shareholders, in accordance with the TSE requirement. If Mr. Nozaki is reappointed, the Company will again designate him as an independent director. Mr. Nozaki worked for Nippon Life Insurance Company, which is a business partner of the Company and its subsidiaries. However, more than 10 years have passed since he left the company, and the amount paid to or received from Nippon Life Insurance Company in transactions with the Company and its subsidiaries for the fiscal year ended September 30, 2024, was less than 1% of consolidated revenues or ordinary income of the Company and its subsidiaries or the company. Accordingly, management has concluded that the company is not a business partner that could significantly affect the Company's decision making.		

2.	Kenjiro Suzuki (Date of birth: May 15, 1951)		Reappointment/Outside/Independent Director
Career summary, and current position and responsibility at the Company:			
Apr. 1974	Joined Ministry of Finance	Aug. 2003	Specialist, House of Representatives' Committee on Financial Affairs
Jun. 1982	Staff member, International Bank for Reconstruction and Development, posted to Washington	Jul. 2007	Director, Organization for Small & Medium Enterprises and Regional Innovation, Japan
Jul. 1993	Director, Public and Corporate Bond Market, Securities Bureau, Ministry of Finance	Aug. 2009	Executive Officer, The Kiyō Bank, Ltd.
Jul. 1999	Director-General of Chugoku Local Finance Bureau	Jun. 2010	Director, The Kiyō Bank, Ltd.
Jan. 2001	Director, Resolution and Financial Revitalization Department, Deposit Insurance Corporation of Japan	Jun. 2012	Managing Director, The Kiyō Bank, Ltd.
		Sep. 2015	Advisor, Nissay Leasing Co., Ltd.
		Apr. 2018	Advisor, FGI
		Dec. 2020	Director, Audit and Supervisory Committee Member, FGI (current)
Significant concurrent position:			
Not applicable			
No. of the Company's shares owned:		Years in office of Outside Director (Audit and Supervisory Committee Member) (as of conclusion of Meeting):	
0 shares		4	
Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member, and outline of expected role:			
Kenjiro Suzuki is well-versed in financial policy, having served many years in key positions for financial authorities, and he has experience as a manager at a financial institution in the private sector as well. FGI will benefit from the valuable advice and suggestions that Mr. Suzuki offers at Board of Directors' meetings and other opportunities for dialogue. The Company requests Mr. Suzuki's reappointment as an outside director who is a member of the Audit and Supervisory Committee because management believes he will continue to utilize extensive experience and insights from a position independent of management and contribute to appropriate decision-making by the Board of Directors and further enhance the effectiveness of the Board's supervisory function.			
Special interest between the candidate and the Company:			
There is no special interest between Mr. Suzuki and the Company.			
Attendance at Board of Directors Meetings and Audit and Supervisory Committee Meetings held in the 30th business term (the year ended September 30, 2024)			
Board of Directors Meetings: 20/20 (100%)			
Audit and Supervisory Committee Meetings: 12/12 (100%)			
Independent Director			
The Company notified the Tokyo Stock Exchange that Mr. Suzuki has been designated as an independent director unlikely to cause any conflict of interest with general shareholders, in accordance with the TSE requirement. If Mr. Suzuki is reappointed, the Company will again designate him as an independent director.			

Reference 1: Board of Directors after approval of Proposals No.3 and No.4

Principal areas of specialized experience and areas (up to five) where expertise of each director candidate is expected to shine are as follows:

(Note that this table is not an exhaustive list of expertise possessed by each candidate.)

Position after appointment	Name	Gender	Principal areas of specialized experience / Areas where expertise expected to shine						
			Corporate Management	Inter-national Awareness	Industry Knowledge (Investments, finance)	Finance/ Accounting / Auditing	HR / Personnel Development	Legal / Compliance	Risk Management
President and CEO	Nobumitsu Tamai	Male	●	●	●	●			●
Executive Vice President	Takashi Senda	Male	●			●	●		
Director	Naoko Yoshioka	Female	●	●	●	●			
Director	Takashi Kimura	Male			●	●	●		
Outside Director Full-time Audit and Supervisory Committee Member	Atsuhiko Nozaki	Male	●			●		●	
Outside Director Audit and Supervisory Committee Member	Kenjiro Suzuki	Male		●		●		●	●
Outside Director Audit and Supervisory Committee Member	Toru Ohyama	Male			●	●			

Principal specialized areas of experience / areas where expertise of each Director candidate is expected to shine are defined below.

Area	Definition
Corporate Management	Experience as a representative director of the Company or experience as an executive director at another listed company (including a subsidiaries thereof) or a company or organization equivalent to such, and knowledge that facilitates accurate decisions pursuant to corporate strategy
International Awareness	Overseas business experience and knowledge pertaining to the FGI Group or another company or organization
Industry Knowledge (Investments, finance)	Experience and knowledge in such areas as investment banking business and private equity investment
Finance / Accounting	Experience and insight as a specialist in financial strategy and accounting
HR / Personnel Development	Experience and knowledge related to human resources and personnel development
Legal / Compliance	Experience and knowledge pertaining to finance-related legal systems and restrictions, contracts with clients and investors, and corporate law
Risk Management	Experience and knowledge in such areas as risk management for the FGI Group or risk analysis and control of risks inherent in financial transactions of client companies or other entities

Proposal No.5: Revision in remuneration for Directors (excluding Directors who are members of the Audit and Supervisory Committee)

At the 25th Ordinary General Meeting of Shareholders held on December 19, 2019, the amount of remuneration, etc paid to Directors of the Company (excluding Directors who are members of the Audit and Supervisory Committee) (hereinafter, the same in this Proposal) was approved as ¥250 million or less per year, but at this time the Company requests approval to revise the amount of remuneration for Directors to within ¥500 million per year in order to expand the responsibilities accorded to Directors so as to increase corporate value and invite talented individuals to reinforce the management structure matched to prevailing situations.

At the Board of Directors meeting held on December 21, 2021, the Company revised the policies for determining the content of individual remuneration, etc. for Directors (excluding Directors who are members of the Audit and Supervisory Committee and non-executive directors). The outline of the revision is as described on original “the Notice of Convocation for the 30th Ordinary General Meeting of Shareholders” (Japanese only). However, the Company's Board of Directors resolved at its meeting on November 15, 2024, to revise such policies for said determination, subject to the condition that this proposal and Proposal No.6 are approved and passed as proposed, and an outline of the revised policies is as described on page 17 of the Notice of Convocation for the 30th Ordinary General Meeting of Shareholders (Reference 3). This Proposal is in line with relevant policies for said determination after revision and is deemed appropriate because its content is necessary and reasonable for achieving the aforementioned objectives.

Currently, the Company has four Directors, and if Proposal No.3 is approved as proposed, there will continue to be four Directors.

Proposal No.6: Matters concerning the determination of remuneration for the grant of restricted shares to Directors (other than Directors who are members of the Audit and Supervisory Committee and outside directors)

At the 25th Ordinary General Meeting of Shareholders held on December 19, 2019, the amount of remuneration, etc. paid to Directors of the Company (other than Directors who are members of the Audit and Supervisory Committee) was approved as 250 million yen or less per year (or 500 million yen or less per year if Proposal No.5 on the revision of the amount of remuneration for Directors (other than Directors who are members of the Audit and Supervisory Committee) of this Ordinary General Meeting of Shareholders has been approved.), and the amount of remuneration, etc. related to share warrants to be issued as share-based compensation-stock-option for Directors (other than Directors who are members of the Audit and Supervisory Committee and outside directors) in addition to the above monetary remuneration was approved as 37.5 million yen or less per year. However, this time, in order to provide incentives for the sustainable improvement of the Company's corporate value to the Directors (other than Directors who are members of the Audit and Supervisory Committee and outside directors) (hereinafter referred to as "Eligible Directors") and to further share the value with the Company's shareholders, the Company proposes to grant new remuneration for the grant of restricted shares to the Eligible Directors, separate from the above remuneration, and in lieu of share-based-compensation-stock option for the Eligible Directors.

Subject to the approval of this proposal, the share-based-compensation-stock-option plan for the Directors of the Company will be abolished (excluding stock options that have already been granted). As a result, the share warrants to be issued as share-based-compensation-stock-option for the Directors of the Company will no longer be issued.

The grant of restricted shares based on this proposal shall be effected by either of the following methods based on a resolution of the Board of Directors:

- (a) Disposing of common stocks of the Company to the Eligible Directors, as remuneration, etc., without requiring payment of money or delivery of the property of contribution in kind; or
- (b) Paying a monetary remuneration claim to the Eligible Directors as remuneration, etc., and the Eligible Directors shall be entitled to the disposition of common stocks of the Company by delivering the entire monetary remuneration claim as property of contribution in kind (hereinafter referred to as the "Delivery of Contribution in Kind").

The total number of common stocks of the Company to be disposed of to the Eligible Directors shall be no more than 1,000,000 shares per year, and the total amount of remuneration shall be no more than 500 million yen per year as an amount deemed appropriate in light of the above-mentioned purpose. Provided, however, that in the event that the total number of outstanding shares of the Company increases or decreases due to the consolidation of shares or the split of shares (including the allotment of shares without contribution), the above maximum number of shares shall be adjusted according to the ratio.

The amount to be paid per share in the event of the Delivery of Contribution in Kind shall be determined by the Board of Directors to the extent that it is not particularly favorable to the Eligible Directors on the basis of the closing price of the Company's common stocks on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Board of Directors (or the closing price on the immediately preceding trading day in the event that the transaction is not effected on the same date).

In addition, the Board of Directors shall delegate the decision on the specific timing of payment and distribution to each Eligible Director to the Audit and Supervisory Committee, which is composed of independent outside directors.

There are currently four Eligible Directors, and if Proposal No.3 is approved and passed in accordance with the original proposal, the number of Eligible Directors remains four.

In addition, in granting restricted shares on the basis of this proposal, the Company and the Eligible Director shall enter into an agreement on allotment of restricted shares (hereinafter referred to as the "Allotment Agreement") including the following matters as an outline:

- (1) The Eligible Directors shall not transfer, mortgage or otherwise dispose of the common stocks of the Company allocated under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from the date of delivery of the Allotted Shares to the date on which the Eligible Directors resign or retire from the positions of directors or other positions determined by the Board of Directors of the Company (provided, however, that in the event of resignation or retirement within three months after the end of the business year containing the date of delivery of the Allotted Shares, if there is a date separately determined by the Board of Directors of the Company within six months after

the end of such business year, it shall be such date) (hereinafter referred to as the “Restricted Period”) (hereinafter referred to as the “Transfer Restriction”).

- (2) In the event the Eligible Directors resign or retire from the positions set forth in (1) above before the expiration of the period determined by the Board of Directors of the Company (hereinafter referred to as the “Service Period”), the Company will acquire the Allotted Shares without contribution automatically, unless the Board of Directors of the Company deems such resignation or retirement has a justifiable reason.
- (3) The Company lifts the Transfer Restriction of all the Allotted Shares at the time of expiration of the Restricted Period, subject to the condition that the Eligible Director has been continually in the position set forth in (1) above during the Service Period. Provided, however, that in the event the Eligible Director resigns or retires from the position set forth in (1) above prior to the expiration of the Service Period for any reason deemed justifiable by the Board of Directors of the Company as set forth in (2) above, the number of the Allotted Shares to be lifted from the Transfer Restriction shall be reasonably adjusted as necessary.
- (4) The Company will automatically acquire the Allotted Shares for which the Transfer Restriction has not been lifted in accordance with provisions of (3) above, without contribution, at the time of expiration of the Restricted Period.
- (5) If, during the Restricted Period, the Eligible Director falls under any of the grounds provided by the Board of Directors of the Company as a reason that it is appropriate for the Company to acquire the Allotted Shares without contribution, such as breach of laws and regulations, internal rules, or this Allotment Agreement, the Company will automatically acquire the Allotted Shares without contribution.
- (6) Notwithstanding the provisions of (1) above, if, during the Restricted Period, any matter relating to the merger agreement in which the Company becomes a disappearing company, the share exchange agreement or the share transfer plan in which the Company becomes a wholly owned subsidiary, or any other organizational restructuring is approved at the shareholders meeting of the Company (provided, however, that in the event that the relevant organizational restructuring is not subject to the approval of the shareholders meeting of the Company, it shall be the Board of Directors of the Company), the Transfer Restriction in respect of the number of Allotted Shares which shall be reasonably determined by the resolution of the Board of Directors of the Company shall be lifted prior to the effective date of the relevant organizational restructuring.
- (7) In the case stipulated in (6) above, the Company will automatically acquire the Allotted Shares without contribution, immediately after the lift of the Transfer Restriction pursuant to the provisions of (6) above, for which the Transfer Restriction has not yet been lifted.

[Reasons why it is appropriate to grant the restricted shares]

This proposal is to provide remuneration for the grant of restricted shares to the Eligible Directors, in order to provide incentives for the sustainable improvement of the Company’s corporate value to the Eligible Directors and to further share the value with the Company’s shareholders.

At the Board of Directors meeting held on December 21, 2021, the Company revised the policies for determining the content of individual remuneration, etc. for Directors (other than Directors who are members of the Audit and Supervisory Committee and non-executive directors). The outline of the revision is as described on original “the Notice of Convocation for the 30th Ordinary General Meeting of Shareholders” (Japanese only). However, the Company's Board of Directors resolved at its meeting on November 15, 2024 to revise such policies for the determination, subject to the condition that this proposal and the Proposal No.5 are approved and passed as proposed, and an outline of the revised policies is as described on page 17 of the Notice of Convocation for the 30th Ordinary General Meeting of Shareholders (Reference 2). This proposal is necessary and reasonable in order to grant individual remuneration for Directors with contents that are in line with the relevant policies for the determination, and the content of this proposal is appropriate. In addition, the Company considers that the content of the remuneration, etc. is appropriate, taking into account the facts that the ratio of the maximum number of shares to be disposed of in one year based on this proposal to the total number of issued shares (as of September 30, 2024, excluding the treasury shares) is 0.51%, and the dilution ratio is minor, and other facts.

(Reference 2))

Subject to the condition that this proposal is approved, the Company plans to grant restricted shares to executive officers, employees of the Company and to the Directors of the subsidiaries of the Company who are core personnel.

(Reference 3)

Policies for Determining the Content of Individual Remuneration, etc. for Directors (Other Than Directors Who are Members of the Audit & Supervisory Committee and Non-Executive Directors)

1. Basic policies

The basic policies on remuneration, etc. of the Company's Directors (other than Directors who are members of the Audit & Supervisory Committee and non-executive Directors; the same shall apply hereinafter) shall be as follows:

- The remuneration system shall enable the Company to promote sustainable growth and improvement of medium- to long-term corporate value and boost motivation to contribute to increasing its business results over the medium to long term as well as over the short term.
- In order to attract and maintain excellent human resources, remuneration levels shall be appropriate with reference to the standards of other companies.

1. Remuneration structure

The remuneration, etc. for Directors shall be composed of the basic remuneration, which is a fixed remuneration, and the restricted share remuneration.

2. Policies on determining the amount of remuneration, etc. for individual basic remuneration (monetary remuneration), including policies for determining the timing or conditions of remuneration, etc.

Basic remuneration for Directors shall be fixed monthly amount that takes a comprehensive view encompassing such factors as position, responsibilities, achievements, contribution to overall business results in the previous fiscal year and responsibility for execution of business activities.

3. Policies for determining the content and amount of non-monetary remuneration, etc. or the method for calculating the amount or number of non-monetary remuneration, etc., including policies for determining the timing or conditions of remuneration, etc.

Non-monetary remuneration, etc. shall be allocated as restricted shares remuneration, and in principle, once each fiscal year, after taking into consideration the purpose of the restricted share remuneration plan, the position and scope of responsibilities of each eligible Director, and other various circumstances, with the aim of providing Directors with incentives to further increase their motivation and morale to contribute to the increase of share price and the sustained improvement of corporate value, and to further share the value with the Company's shareholders. The number of shares or the amount of monetary remuneration claim to be allotted to each eligible Director shall be within the scope resolved at the

general meeting of shareholders of the Company and shall be calculated by taking into consideration not to exceed 20% of the total amount of dividends for the immediately preceding fiscal year. In addition, the restricted shares to be granted [shall be treasury shares, and may not be transferred, mortgaged, or otherwise disposed of from the delivery date of such restricted shares to the date of resignation or retirement from the position of directors of the Company or other positions determined by the Board of Directors of the Company.

In the event of any of the following cases, such remuneration, etc., shall not be paid:

- (1) a case where there is no distributable amount as set forth in Article 461 of the Companies Act at the end of the immediately preceding fiscal year;
- (2) a case where the Company does not hold treasury shares for the granting;
- (3) a case where there is a loss relating to the net profit or loss for the year attributable to the shareholders of the parent company in the previous year's consolidated profit and loss statement;
or
- (4) a case where there is a loss relating to the ordinary profit and loss in the previous year's consolidated profit and loss statement.

4. Policies for determining the ratio of the amount of monetary remuneration or the amount of non-monetary remuneration, etc. to the amount of remuneration, etc. for each individual Director

With regard to the percentage of Director's remuneration by type, the amount of restricted share remuneration, which is non-monetary remuneration, shall not exceed the amount of basic remuneration for each Director.

5. Matters concerning decisions on the contents of remuneration, etc. for each individual Director

The decision on the amount of remuneration for each individual Director shall be delegated to the Audit and Supervisory Committee, which is composed of independent outside directors, by a resolution of the Board of Directors. The Audit and Supervisory Committee shall deliberate and make the final decision on the remuneration proposals for each Director based on the draft formulated by the President and CEO after evaluating each Director in accordance with the policies described in 3. above for basic remuneration and 4. above for non-monetary remuneration.

Proposal No.7: Authorization for the Board of Directors to finalize subscription matters for share warrants to be issued as stock options to the Company’s employees and its subsidiaries’ Directors and employees

The Company proposes to authorize the Board of Directors to finalize subscription matters of share warrants to be issued as stock options to the Company’s employees (including contract employees and fixed-term employees) and its subsidiaries’ directors and employees (including contract employees) in accordance with the provisions of Article 236, Article 238 and Article 239 of the Companies Act.

Share warrants are subject to the provisions applicable to the acquisition of share warrants, under which the Company may acquire share warrants free of charge in the case where the consolidated financial statements including the consolidated statements of income (limited to those in relation to the 31st business term of the Company), in which the Company posted a loss attributable to the owners of the parent company, are approved at the Company’s Board of Directors’ meeting.

In addition, when said stock option rights are exercised, the Company will apply a policy of prioritizing the disposal of treasury stock over the issuance of new shares.

1. Reason for the need to offer stock options to those who subscribe to them under highly preferential terms and conditions

The Company intends to offer subscription to stock options (share warrants) to its employees (including contract employees and fixed-term employees) and directors and employees (including contract employees) of its subsidiaries without contribution for the purpose of ensuring and maintaining motivation and morale for better performance and heightening company value.

In principle, stock options shall be offered for the benefit of some employees (including contract employees and fixed-term employees) who are in service with the Company and directors and employees (including contract employees) who are in service with its subsidiaries as of September 30, 2024, and at the time of the issuance. The Company will issue the same kind of stock option (share warrant) every year.

2. Particulars and maximum numbers of share warrants, the offering of which shall be finalized subject to the approval at the Meeting

(1) Maximum number of share warrants, the subscription of which shall be finalized in accordance with the authorization at the Meeting

The maximum number of share warrants shall be 2,555 lots, in accordance with the particulars set forth in (3) below.

The number of shares to be granted upon exercise of share warrants shall be the 255,500 ordinary shares of the Company at the maximum and in the event of adjustment in the number of shares granted as defined in (3) (a) below, the maximum number of shares shall be the total number of the post-adjustment shares granted multiplied by the maximum number of share warrants stated above.

(2) Share warrants, the subscription of which shall be finalized subject to authorization, shall require no payment.

(3) Particulars of share warrants, the subscription of which shall be finalized subject to the authorization

(a) Type and number of shares to be granted upon exercise of share warrant

The type of shares to be granted upon exercise of share warrants shall be the ordinary shares of the Company, and the number of shares of the same (hereinafter referred to as the “number of shares granted”) shall be one hundred (100).

However, in the event of share split-up (including allotment of ordinary shares of the Company without contribution, and the same shall also be applicable to the share split-up) or share split-down of ordinary shares of the Company to be exercised after the allotment date of share warrants (hereinafter referred to as the “date of allotment”), the number of shares granted shall be adjusted in accordance with the following formula.

$$\text{Post-adjustment number of shares granted} = \text{Pre-adjustment number of shares granted} \times \text{Percentage of share split-up / split-down}$$

Besides the event above, if an adjustment in the number of shares granted is required after the date of allotment, the Company shall have the right to do so within a reasonable period of time.

Any odd lot falling short of constituting one (1) share upon adjustment above shall be rounded off.

(b) Value of the assets to be contributed at the exercise of share warrants

The value of assets to be contributed at the exercise of each share warrant shall be the price per share to be granted upon exercise of each share warrant (hereinafter referred to as the “exercise value”) multiplied by the number of shares granted.

The exercise value shall be calculated by multiplying 1.05 by the average value of the closing price of ordinary shares of the Company on the Tokyo Stock Exchange (hereinafter referred to as the “closing price”) on each business day in the preceding month to the month of allotment (excluding a day on which no trade is executed) to be rounded up to the nearest Japanese yen (¥1), or the closing price on the business day immediately prior to the date of allotment, whichever is higher (if there is no closing price available on the aforesaid business day, the closing price on the immediately preceding trading day shall be adopted). The exercise value shall be subject to the adjustment as follows:

- i. In the event of a share split-up or share split-down of ordinary shares of the Company to be exercised after the date of allotment, the exercise value shall be adjusted in accordance with the following formula and any odd number falling short of constituting one Japanese yen (¥1) upon adjustment shall be rounded up.

$$\text{Post-adjustment exercise value} = \text{Pre-adjustment exercise value} \times \frac{1}{\text{Percentage of share split-up/split-down}}$$

- ii. In the event of issuing new ordinary shares of the Company at a price which is lower than the market value or disposal of the Company’s shares after the date of allotment (excluding the exercise of sale and transfer of the Company’s shares in accordance with Article 194 of the Companies Act (claim for sale and transfer of odd lot shares by the odd lot shareholders), conversion of securities which are to be converted or convertible to the ordinary shares of the Company, or exercise of share warrants entitled to offering of the ordinary shares of the Company, including those affixed to the convertible bonds), the exercise value shall be adjusted in accordance with the following formula and any odd number falling short of constituting one Japanese yen (¥1) upon adjustment shall be rounded up.

$$\text{Post-adjustment exercise value} = \text{Pre-adjustment exercise value} \times \frac{\text{No. of shares issued} + \frac{\text{No. of new shares} \times \text{Payment per share}}{\text{Market value}}}{\text{No. of shares issued} + \text{No. of new shares}}$$

“No. of shares issued” referred to in the above formula shall be the sum of the total ordinary shares of the Company issued after subtracting the number of ordinary shares held by the Company. In the event of disposal of the Company’s shares, “no. of new shares” shall be replaced by “no. of Company’s shares disposed”.

- iii. In addition to the formula above, in the event of allotment of shares without contribution of other types of shares to the ordinary shareholders or dividend of other Company’s shares paid out to the ordinary shareholders after the date of allotment, where adjustment in the exercise value is required, the Company shall have the right to do so within a reasonable period of time in consideration of their terms and conditions.

(c) Exercisable period of share warrants

The above period shall be set forth by the Board of Directors of the Company between December 28, 2026 and November 30, 2034.

(d) Matters in relation to the increased capital and legal capital surplus at the issuance of new shares upon exercise of share warrants

i. The amount of capital to be increased at the issuance of new shares upon exercise of share warrants shall be half the maximum capital increase to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any odd number falling short of constituting JPY Japanese yen (¥1) upon adjustment shall be rounded up.

ii. The amount of legal capital surplus to be increased at the issuance of new shares upon exercise of share warrants shall be the sum of the maximum capital increase set forth in i above after subtracting the capital increase set forth in i above.

(e) Restrictions on the acquisition of share warrants by transfer

Acquisition of share warrants by transfer shall be subject to approval by the Board of Directors of the Company.

(f) Provisions applicable to the acquisition of share warrants

Upon approval by the Shareholders Meeting of the Company of the following proposals i, ii, iii, iv, v or vi (or upon a resolution by the Board of Directors of the Company if a resolution by the Shareholders Meeting is not required) or in the case of vii, the Company may acquire share warrants free of charge on a date specified separately by the Board of Directors of the Company.

- i. Proposal for approval of a merger contract based on which the Company is to become a disappearing entity
- ii. Proposal for approval of a split-up contract or split-up plan based on which the Company is to be split up
- iii. Proposal for approval of a share-exchange contract or share-transfer plan based on which the Company is to become a wholly-owned subsidiary
- iv. Proposal for approval of a modification to the applicable provisions in the Articles of Incorporation of the Company prescribing approval of the Company on acquisition by transfer of the Company's shares which shall be commonly applicable to all shares issued by the Company
- v. Proposal for approval of a modification to the applicable provisions in the Articles of Incorporation of the Company prescribing approval of the Company on acquisition by transfer of the Company's shares to be obtained upon exercise of share warrants, or prescribing approval of the General Meeting of Shareholders of the Company on acquisition of all the aforesaid shares
- vi. Proposal for approval of the consolidated financial statements including the consolidated statements of income (limited to those in relation to the 31st business term of the Company), in which the Company posted a loss attributable to owners of the parent company.
- vii. In the case where warrant holders can no longer exercise their options before exercise

(g) Policy on the particulars of deliver of share warrants of the reorganized entity upon corporate reorganization

If in the event of merger (only when the Company is to become a disappearing entity upon merger), absorption-type company split-up or incorporation-type company split (only when the Company is to be split up), share exchange or share transfer (only when the Company is to become a wholly-owned subsidiary) (hereinafter collectively referred to as the "corporate reorganization") and there is a share warrant holder possessing any remaining share warrant immediately before the effective date of the corporate reorganization (the effective date of absorption-type merger through the same, the date of incorporation of a new company through the incorporation-type merger, the effective date of absorption-type split-up through the same, the date of incorporation of a new split-up company through the incorporation-type company split, the effective date of share exchange through the same and the date of incorporation of the parent company to be set up through the transfer of shares) (hereinafter referred to as the "remaining share warrant"), share warrant holders in each of the aforesaid cases shall be offered a share warrant of a company provided for in Article 236, paragraph (1), item (i) to (v) of the Companies Act (hereinafter referred to as the "reorganized entity"), provided that the absorption-type merger contract, incorporation-type merger contract, absorption-type company split-up contract, incorporation-type company split plan, share exchange contract or share transfer plan shall provide for the delivering of share warrants of the reorganized entity in accordance with each of the following.

i. Number of share warrants of the reorganized entity to be delivered

The above shall be the same number as the remaining share warrants held by the share warrant holder.

ii. Type of shares of the reorganized entity to be obtained upon exercise of share warrants

The above shall be the ordinary shares of the reorganized entity.

iii. Number of shares of the reorganized entity to be obtained upon exercise of share warrants

The above shall be set forth in view of (a) above and in consideration for terms and conditions of the corporate reorganization.

iv. Value of assets contributed upon exercise of share warrants

Value of the assets to be contributed upon exercise of each share warrant offered shall be the sum of the payment amount after reorganization upon adjustment of the exercise value set forth in (b) above in view of the terms and conditions of the corporate reorganization multiplied by the number of shares of the reorganized entity to be obtained upon exercise of share warrants set forth in accordance with iii above.

v. Exercisable period of share warrants

The above shall be either of the commencement date of the exercisable period of share warrants set forth in (c) above or the effective date of the corporate reorganization, whichever is later and until the expiry date of the exercisable period of share warrants set forth in (c) above.

vi. Matters in relation to the increased capital and legal capital surplus at the issuance of new shares upon exercise of share warrants

The above shall be subject to the provisions in (d) above.

vii. Restrictions on the acquisition of share warrants by transfer

Acquisition of share warrants by transfer shall be subject to approval of the Board of Directors of the reorganized entity.

viii. Provisions applicable to the acquisition of share warrants

The above shall be subject to the provisions in (f) above.

ix. Other terms and conditions applicable to the exercise of share warrants

The above shall be subject to the provisions in (h) below.

(h) Other terms and conditions applicable to the exercise of share warrants

In the event of waiver of share warrants by the holder, such share warrant shall not be exercised.

3. Other matters related to share warrants

Other matters related to share warrants shall be finalized by Board resolution which resolves the issuance of share warrants.

END