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Securities Code: 9644

June 4, 2026

To Our Shareholders:

Takahiko Wakamatsu
President and Chief Executive Officer
Tanabe Consulting Group Co., Ltd.
3-3-41 Miyahara, Yodogawa-ku, Osaka

Notice of the 64th Annual General Meeting of Shareholders

We are pleased to announce the 64th Annual General Meeting of Shareholders of the Company to be held as follows. For the convocation of this General Meeting of Shareholders, the Company has adopted the electronic provision measure for information in the General Meeting of Shareholders Reference Documents, etc. (Matters concerning Electronic Provision Measure), and posted them on the following websites, so please access any of the websites to confirm the information.

[Company website]

<https://www.tanabeconsulting-group.com/ir/>

(Please refer to the “Notice of the 64th Annual General Meeting of Shareholders” on the above website.)

[Website for General Meeting of Shareholders documents]

<https://d.sokai.jp/9644/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(To confirm the information, please access the TSE website (Listed Company Search), enter or search by Issue name (Tanabe Consulting Group Co., Ltd.) or the securities code (9644), select “Basic information” and then “Documents for public inspection/PR information”) and review “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

We ask shareholders who are unable to attend the Meeting in person to exercise your voting rights using either of the methods set out on pages 3 to 4 (in Japanese only).

- 1. Date and time:** Thursday, June 25, 2026, at 10:00 a.m. (JST)
- 2. Venue:** “MODERN SUITE,” LAGUNAVEIL Premier
28F, North Gate Building
OSAKA STATION CITY
3-1-3 Umeda, Kita-ku, Osaka

3. Agenda

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports on the Consolidated Financial Statements by Accounting Auditor and Audit and Supervisory Committee for the 64th Fiscal Year (April 1, 2025 - March 31, 2026)
2. Non-consolidated Financial Statements for the 64th Fiscal Year (April 1, 2025 - March 31, 2026)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus for the 64th Fiscal Year
- Proposal No. 2** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Revision of Restricted Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

1. For this General Meeting of Shareholders, a document stating the Matters concerning Electronic Provision Measure will be uniformly sent to all shareholders, regardless of the Request for Delivery of Documents. Of the Matters concerning Electronic Provision Measure, the following items are not included in the document to be sent pursuant to the provisions of law and the Company's Articles of Incorporation.

- “Framework to Ensure Proper Business Operations and the Operational Status of This Framework” in the Business Report
- Notes to the Consolidated Financial Statements
- Notes to the Non-consolidated Financial Statements

In addition, the Audit and Supervisory Committee and the Accounting Auditor have audited the documents required to be audited, including the matters listed above.

2. Any revisions to the Matters concerning Electronic Provision Measure shall be posted on the respective websites listed on page 1 to that effect, describing the matters before and after the revision.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus for the 64th Fiscal Year

The Company sets the return of profits to its shareholders as one of the management issues of the highest priority. And, we have strived to stably and actively pay dividends from retained earnings based on profits generated through our business activities, while making growth investments to achieve “return on equity (ROE) of 10%,” a target under our Medium-term Management Plan (2021-2025), “TCG Future Vision 2030,” and enhance corporate value further, and maintaining a robust financial foundation to provide against sudden changes in the operating environment. In accordance with this policy, the Company proposes to pay a year-end dividend for the 64th fiscal year, as follows.

Year-end dividends

1. Type of dividend assets
To be paid in cash.
2. Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥15 per common stock of the Company.
In this event, the total dividends will be ¥481,646,160.
Accordingly, the annual dividend, including the interim dividend (¥12 per share), will be ¥27 per share.
3. Effective date of dividends of surplus
The effective date will be June 26, 2026.

(Note) The Company conducted two-for-one share splits on each of October 1, 2021, and April 1, 2025. A converted figure is stated above as the “annual dividend per share,” taking the said share split into consideration.

Proposal No. 2 Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of service of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests an increase in the number of Directors by one (1) and the election of seven (7) Directors with the aim to enhance its management structure further.

Having taken into account the execution of business by candidates for Director and performance in the fiscal year under review, the Audit and Supervisory Committee has expressed the opinion that each of the individuals is a suitable candidate for Director of the Company.

The candidates for Director are as follows:

Candidate No.	Gender	Name	Current position in the Company	Attendance at Board of Directors meetings in FY2025
1	Male	Reelection Takahiko Wakamatsu	President and Chief Executive Officer	20/20 (100%)
2	Male	Reelection Yoshikuni Nagao	Executive Vice President	20/20 (100%)
3	Male	Reelection Norihito Minamikawa	Senior Managing Director	20/20 (100%)
4	Male	Reelection Masaru Warata	Senior Managing Director	20/20 (100%)
5	Male	Reelection Itaru Okumura	Senior Managing Director	20/20 (100%)
6	Male	Reelection Yoshihiro Kawamoto	Director	14/14 (100%)
7	Male	New election Tsuyoshi Yamamoto	–	– (–)

(Note) Yoshihiro Kawamoto's attendance at Board of Directors meetings pertains to the period following his appointment on June 25, 2025.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
1	<p>Takahiko Wakamatsu (March 2, 1965)</p> <p>Reelection</p>	<p>Mar. 1989 Joined the Company</p> <p>June 2003 Director and General Manager of Osaka Head Office</p> <p>Apr. 2006 Director with Responsibility for Osaka Head Office and Chugoku/Shikoku Branch Office</p> <p>June 2008 Managing Director with Responsibility for Chubu Head Office, Osaka Head Office, and Chugoku/Shikoku Branch Office</p> <p>Apr. 2009 Senior Managing Director and General Manager of Consulting Department</p> <p>Apr. 2010 Senior Managing Director and General Manager of Consulting Department with Responsibility for Network Department</p> <p>Apr. 2012 Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department</p> <p>June 2012 Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department and Administration Department</p> <p>Apr. 2014 President and Chief Executive Officer with Responsibility for Administration Department and Compliance</p> <p>June 2014 President and Chief Executive Officer with Responsibility for Compliance (current position)</p> <p>Apr. 2022 President and Chief Executive Officer of Tanabe Consulting Company</p> <p>Oct. 2022 President and Chief Executive Officer of Tanabe Consulting Company, in charge of Compliance (current position)</p>	277,480 shares
<p>Reasons for nomination as candidate for Director</p> <p>As the Chairperson of the Board of Directors of the Company, Takahiko Wakamatsu has managed the Board of Directors appropriately, and as the head of overall management and strategies, he has provided proper supervision. While practicing and pursuing the management philosophy, he is promoting our Medium-term Management Plan (2026-2030), “TCG Future Vision 2030,” is working as Chair of the Compliance Committee, and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
2	<p data-bbox="331 734 544 801">Yoshikuni Nagao (December 23, 1964)</p> <p data-bbox="384 831 491 864">Reelection</p>	<p data-bbox="612 264 1235 1339"> Mar. 1985 Joined the Company June 2005 Director and Head of Hokkaido Branch Office Apr. 2006 Director with Responsibility for Tokyo Head Office and Hokkaido Branch Office Apr. 2008 Director with Responsibility for Tokyo Head Office, Hokkaido Branch Office, and Niigata Branch Office Apr. 2009 Managing Director and Deputy General Manager of Consulting Department Apr. 2013 Senior Managing Director and Deputy General Manager of Consulting Department Apr. 2014 Senior Managing Director and General Manager of Consulting Department Apr. 2015 Senior Managing Director and General Manager of Consulting Strategy Department with Responsibility for SP Consulting Department and the Strategic Laboratory Apr. 2016 Executive Vice President and General Manager of Consulting Strategy Department with Responsibility for SP Consulting Department and the Strategic Laboratory Apr. 2018 Executive Vice President and General Manager of Management Consulting Department with Responsibility for SP Consulting Department and the Strategic Laboratory June 2018 Executive Vice President and General Manager of Management Consulting Department with Responsibility for the Strategic Laboratory June 2021 Executive Vice President and General Manager of Management Consulting Department Apr. 2022 Executive Vice President (current position) June 2022 Director and Executive Vice President of Tanabe Consulting Company (current position) </p>	215,567 shares
<p data-bbox="277 1346 756 1373">Reasons for nomination as candidate for Director</p> <p data-bbox="277 1375 1437 1532">Yoshikuni Nagao properly manages the Company's Board of Directors by supporting its Chairperson, and properly supervises the management consulting business of Tanabe Consulting Company, which is our main operating company. He is promoting our Medium-term Management Plan (2026-2030), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p data-bbox="277 1554 624 1581">Special Interests with the Company</p> <p data-bbox="277 1583 331 1610">None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
3	Norihito Minamikawa (March 4, 1963) Reelection	<p>Apr. 1993 Joined the Company</p> <p>June 2012 Director and General Manager of Western Head Office</p> <p>Apr. 2013 Director with Responsibility for Western Head Office and Okinawa Branch Office</p> <p>Apr. 2014 Director with Responsibility for Western Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p>Apr. 2015 Managing Director with Responsibility for Kyushu Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p>Apr. 2017 Managing Director with Responsibility for Consulting Strategy Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and Alliance Strategy</p> <p>Apr. 2018 Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, Stage-up Consulting Strategy, M&A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p>Apr. 2019 Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, M&A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p>Apr. 2020 Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and M&A Alliance Consulting Department</p> <p>Jan. 2021 Director of Growin' Partners Inc. (current position)</p> <p>Apr. 2021 Senior Managing Director of the Company with Responsibility for Management Consulting Department Tokyo, M&A Consulting Department, and Domain Consulting Strategy</p> <p>Apr. 2022 Senior Managing Director with Responsibility for Strategy and Domain Consulting Department, and General Manager of M&A Alliance Consulting Department</p> <p>June 2022 Senior Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022 Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department, and General Manager of M&A Alliance Consulting Department (currently M&A Consulting)</p> <p>Apr. 2024 Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department and M&A Consulting Department</p>	100,273 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		Apr. 2026 Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department, M&A Consulting Department, and Industry and Domain (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Norihito Minamikawa leads the Strategy and Domain Consulting Department, M&A Consulting Department, and Industry and Domain of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2026-2030), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
4	Masaru Warata (July 19, 1965) Reelection	<p>Oct. 2000 Joined the Company</p> <p>June 2014 Director and General Manager of Osaka Head Office</p> <p>Apr. 2016 Director with Responsibility for Osaka Head Office</p> <p>Apr. 2017 Director with Responsibility for Consulting Strategy Department, Osaka Head Office, and Okinawa Branch Office</p> <p>Apr. 2018 Director with Responsibility for Management Consulting Department, Osaka Head Office, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2019 Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2020 Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and Function Consulting Strategy</p> <p>Jan. 2021 Director of Growin' Partners Inc. (current position)</p> <p>Apr. 2021 Managing Director of the Company with Responsibility for Management Consulting Department Osaka, and General Manager of Consulting Support for Osaka Head Office with Responsibility for Function Consulting Strategy</p> <p>Apr. 2022 Senior Managing Director with Responsibility for Corporate Finance Consulting Department, Digital Consulting Department, and CRM Consulting/Consulting Support (Osaka and Tokyo)</p> <p>June 2022 Senior Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022 Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department, Digital Consulting Department, and CRM Consulting/Consulting Support (Osaka and Tokyo)</p> <p>Apr. 2023 Senior Managing Director of Tanabe Consulting Company, in charge of Digital Consulting Department and Corporate Finance Consulting Department</p> <p>Apr. 2024 Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department</p> <p>Apr. 2025 Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department and IPO Support Consulting</p>	88,588 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		Apr. 2026 Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department, Group Management, Listing Support, and Alliance (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Masaru Warata leads the Corporate Finance Consulting Department and Group Management, Listing Support, and Alliance of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2026-2030), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
5	Itaru Okumura (September 26, 1975) Reelection	<p>Jan. 2009 Joined the Company</p> <p>Nov. 2019 Director of Leading Solutions Co., Ltd.</p> <p>June 2021 Director of the Company and General Manager of the Strategic Laboratory</p> <p>Apr. 2022 Managing Director and General Manager of Digital Consulting Department and the Strategic Laboratory with Responsibility for CRM Consulting Strategy Promotion</p> <p>June 2022 Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022 Managing Director of Tanabe Consulting Company and General Manager of Digital Consulting Department and the Strategic Laboratory, in charge of CRM Consulting Strategy Promotion</p> <p>Apr. 2024 Senior Managing Director of Tanabe Consulting Company and General Manager of Digital Consulting Department, in charge of the Strategic Laboratory (current position)</p> <p>June 2024 Senior Managing Director of the Company (current position)</p>	29,552 shares
<p>Reasons for nomination as candidate for Director</p> <p>Itaru Okumura leads the Digital Consulting Department and the Strategic Laboratory of our main operating company, Tanabe Consulting Company. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2026-2030), “TCG Future Vision 2030,” and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
6	<p data-bbox="331 864 539 925">Yoshihiro Kawamoto (January 29, 1964)</p> <p data-bbox="384 958 486 987">Reelection</p>	<p data-bbox="612 264 975 293">Mar. 1986 Joined the Company</p> <p data-bbox="612 300 1182 389">Oct. 2004 General Manager of Accounting Division, Administration Department, and Head of Systems Office</p> <p data-bbox="612 396 1182 456">Apr. 2006 General Manager of Accounting Division, Administration Department</p> <p data-bbox="612 463 1241 584">Apr. 2008 Deputy General Manager of Administration Department, General Manager of Accounting Division, Administration Department, and Head of Corporate Planning Office</p> <p data-bbox="612 591 1209 680">Apr. 2013 Deputy General Manager of Administration Department and Head of Corporate Planning Office</p> <p data-bbox="612 687 1214 808">Oct. 2014 Deputy General Manager of Administration Department, General Manager of General Affairs Division, Administration Department, and Head of Corporate Planning Office</p> <p data-bbox="612 815 1230 936">Apr. 2015 Deputy General Manager of Business Administration Department and General Manager of General Affairs Division, Business Administration Department</p> <p data-bbox="612 943 1182 1099">Oct. 2017 Deputy General Manager of Business Administration Department and General Manager of General Affairs and Human Resources Division and Finance Division, Business Administration Department</p> <p data-bbox="612 1106 1241 1196">Apr. 2019 Executive Officer, General Manager of Corporate Department, and General Manager of Finance Division, Corporate Department</p> <p data-bbox="612 1202 1241 1292">Apr. 2021 Executive Officer, General Manager of Corporate Department, and General Manager of Legal Division, Corporate Department</p> <p data-bbox="612 1299 1198 1388">Apr. 2022 Executive Officer and General Manager of Corporate Department (currently General Manager of Corporate Strategy Department)</p> <p data-bbox="612 1395 1209 1485">Apr. 2023 Director of Tanabe Consulting Company and General Manager of Corporate Strategy Department (current position)</p> <p data-bbox="612 1491 1230 1581">June 2025 Director of the Company and General Manager of Corporate Strategy Department (current position)</p>	42,020 shares
<p data-bbox="277 1599 756 1628">Reasons for nomination as candidate for Director</p> <p data-bbox="277 1630 1444 1787">Yoshihiro Kawamoto leads the promotion of our Group’s corporate strategy, and based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2026-2030), “TCG Future Vision 2030,” from the perspective of strengthening the Group’s corporate strategy division and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p data-bbox="277 1794 1050 1823">For these reasons, the Company requests reelection of the candidate as Director.</p> <p data-bbox="277 1839 624 1868">Special Interests with the Company</p> <p data-bbox="277 1870 331 1899">None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
7	Tsuyoshi Yamamoto (May 28, 1973) New election	<p>Aug. 2003 Joined the Company</p> <p>Apr. 2014 Deputy General Manager of Osaka Head Office, Consulting Department</p> <p>Apr. 2019 General Manager of Osaka Domain Consulting Department, Management Consulting Department</p> <p>Apr. 2020 Executive Officer and General Manager of Osaka Domain Consulting Department, Management Consulting Department</p> <p>Apr. 2022 Executive Officer and General Manager of Strategy and Domain Osaka Head Office, Strategy and Domain Consulting Department</p> <p>Apr. 2023 Director of Tanabe Consulting Company with Responsibility for Strategy and Domain (Osaka) and Domain Osaka/Tokyo, Strategy and Domain Consulting Department</p> <p>Apr. 2025 Managing Director of Tanabe Consulting Company with Responsibility for Strategy and Domain (Osaka) and Domain Osaka/Tokyo, Strategy and Domain Consulting Department</p> <p>June 2025 Director of Peacemind Inc. (current position)</p> <p>Apr. 2026 Senior Managing Director of Tanabe Consulting Company with Responsibility for Strategy and Domain (Osaka and Tokyo), Strategy and Domain Consulting Department, Industry and Domain, and Industry and Domain Marketing, Strategic Laboratory (current position)</p>	12,515 shares
<p>Reasons for nomination as candidate for Director</p> <p>Tsuyoshi Yamamoto has supported the development of a large number of companies as a management consultant, and currently leads the Strategy and Domain Consulting Department and Industry and Domain of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company Peacemind Inc. The Company believes that, based on his wealth of field experience and broad knowledge of management in responsible operations, he will be able to appropriately supervise management of the Company and contribute to its sustainable growth and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests the election of the candidate as new Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

[Summary of directors and officers liability insurance policy]

Pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The scope of the insured under this insurance policy includes Directors, Corporate Auditors, Executive Officers, and important employees of the Company and the Company's subsidiaries listed on page 30 of the Business Report under "I 3 2. Main subsidiaries (in Japanese only)," and all seven candidates for Director become the insured. All insurance premiums will be paid by the Company. In summary, this insurance liability policy provides for the insurance company to cover the insured for any loss arising from responsibility incurred during the execution of their duties, or for claims incurred during the pursuit of those responsibilities, and is renewed on an annual basis. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Reference

Expertise and experience of Directors (skill matrix)

As our policy, the Board of Directors shall consist of human resources with abundant knowledge, deep insight, and advanced expertise required by the Group, and as for outside Directors, to have them supervise business execution from various perspectives, considering the expertise, experience, diversity, and balance of all outside Directors, we should elect talent with expertise and experience that allow them to properly oversee the Group’s medium- to long-term management issues.

If Proposal No. 2 “Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved, the Board of Directors of the Company will consist of members with the following skills.

Position and name			Gender	Expertise and experience							
				Corporate management	Marketing	Finance/ accounting	Human resource development	Digital/ digital transformation	Legal affairs Risk management	Corporate governance	ESG
Director	Takahiko Wakamatsu		Male	•	•		•	•		•	•
	Yoshikuni Nagao		Male	•	•	•	•				
	Norihito Minamikawa		Male	•		•	•				
	Masaru Warata		Male	•		•	•	•			
	Itaru Okumura		Male	•	•			•			
	Yoshihiro Kawamoto		Male	•		•			•	•	
	Tsuyoshi Yamamoto		Male	•	•		•				
Director (Audit and Supervisory Committee member)	Hiroshi Kanbara	Outside	Male			•			•	•	
	Maki Imura	Outside	Female	•	•		•			•	
	Kaname Matsumoto	Outside	Male			•			•	•	
	Yoshie Shinoki	Outside	Female			•				•	•

Proposal No. 3 Revision of Restricted Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

In this proposal, the Company requests approval for the change of transfer restriction period for the Restricted Share-based Remuneration Plan, which was approved at the 59th Annual General Meeting of Shareholders of the Company held on June 25, 2021.

At the 59th Annual General Meeting of Shareholders, the Company received approval for the introduction of a share-based remuneration plan for delivering shares with transfer restrictions (hereinafter, the “Plan”) to Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; hereinafter, the “Eligible Directors”) with the objectives of heightening, more than ever before, their awareness toward the medium- to long-term increase in the Company’s share price and achieving performance targets set forth in the Medium-term Management Plan (2021-2025), “TCG Future Vision 2030,” that started from the fiscal year ended March 31, 2022, and their motivation to contribute to the enhancement of corporate value, and under the Plan, for setting the total amount of monetary remuneration claims to be paid to the Eligible Directors as remuneration related to restricted shares at not more than ¥100 million per year, which is within the range of the maximum amount of remuneration for the Company’s Directors of ¥700 million per year (of which not more than ¥30 million for outside Directors), for setting the total number of restricted shares to be allotted to the Eligible Directors in each fiscal year at a maximum of 160,000 shares, and for setting the transfer restriction period for the restricted shares at five years.

As a result, the Company has achieved all of the targets for net sales, operating profit, and return on equity (ROE) set forth in the Medium-term Management Plan, and has also realized an increase in share price and enhancement of corporate value. However, with the objectives of further heightening the Eligible Directors’ motivation to contribute to the sustainable enhancement of the Company’s corporate value and realizing shared value with its shareholders for as long as possible by having the Eligible Directors hold the shares until their retirement, the Company proposes to change the transfer restriction period to a “period until the date on which an Eligible Director retires from the position of Director of both the Company and any subsidiary of the Company.”

Furthermore, if Proposal No. 2 is approved and adopted, the number of Eligible Directors will be seven (7) in total. In addition, the Company has made necessary revisions to the lifting of transfer restrictions and the treatment upon retirement in the restricted share allotment agreement.

If this proposal is approved as originally proposed, the Company proposes to similarly change the restricted shares that have already been granted as remuneration to grant restricted shares before the change. There are no changes to the framework for remuneration to grant restricted shares, the total number of shares of common stock of the Company to be issued or disposed of for the Eligible Directors, and the policy regarding the paid-in amount per share upon the grant of restricted shares.

The Company has resolved this proposal at the Board of Directors, taking into comprehensive consideration the Company’s business scale, officer remuneration system and its payment levels, current number of Directors, future trends, and other factors, and the Company considers it appropriate.

Overview of the Plan (the underlined parts indicate the revisions if this proposal is approved)

1. Allotment and Payment of Restricted Shares

The Company shall, based on a resolution of the Board of Directors of the Company, provide monetary remuneration claims to the Eligible Directors as remuneration related to restricted shares within the range of the aforementioned annual amount, and each Eligible Director shall receive the allotment of restricted shares by providing all of the said monetary remuneration claims by way of in-kind contribution.

The paid-in amount of the restricted shares shall be determined by the Board of Directors of the Company based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors of the Company regarding its issuance or disposal (if no transaction is established on that date, the closing price on the closest preceding trading day), within the extent that the amount will not be particularly advantageous to the Eligible Directors who subscribe for the said restricted shares.

In addition, the aforementioned monetary remuneration claims shall be provided on the condition that the Eligible Director has consented to the aforementioned in-kind contribution and has entered into a restricted share allotment agreement that includes the content set forth in 3. below.

2. Total Number of Restricted Shares

The total number of 160,000 restricted shares to be allotted to the Eligible Directors shall be the maximum number of restricted shares to be allotted in each fiscal year.

However, if, a share split (including the allotment of shares of the Company's common stock without contribution) or a share consolidation of the Company's common stock is conducted on or after the date of the resolution of this proposal, or if any other event occurs necessitating an adjustment to the total number of restricted shares to be allotted in a manner similar to these cases, the total number of the said restricted shares may be reasonably adjusted.

3. Content of Restricted Share Allotment Agreement

Upon the allotment of restricted shares, the restricted share allotment agreement to be entered into between the Company and the Eligible Directors receiving the allotment of restricted shares, based on a resolution of the Board of Directors of the Company, shall include the following content.

(1) Content of Transfer Restrictions

The restricted shares allotted to the Eligible Directors (hereinafter, the "Allotted Shares") may not be transferred or subjected to the creation of a pledge or a security interest by transfer, gift inter vivos, bequest, or any other act of disposal to a third party (hereinafter, the "Transfer Restrictions"), and the period during which the Transfer Restrictions are imposed (hereinafter, the "Transfer Restriction Period") shall be determined by the Board of Directors of the Company.

The Transfer Restriction Period shall be a period until the date on which an Eligible Director retires from the position of Director of both the Company and any subsidiary of the Company.

(2) Acquisition of Restricted Shares Without Contribution

If an Eligible Director who has received an allotment of restricted shares retires from the position of Director of the Company by the day preceding the date of the first Annual General Meeting of Shareholders of the Company to be held on or after the commencement date of the Transfer Restriction Period, the Company shall automatically acquire the Allotted Shares without contribution, unless there is a reason the Board of Directors of the Company deems justifiable.

In addition, if there are any of the Allotted Shares for which the Transfer Restrictions have not been lifted based on the provisions for the reasons for the lifting of the Transfer Restrictions set forth in (3) below at the time the Transfer Restriction Period in (1) above expires, the Company shall automatically acquire such shares without contribution.

(3) Lifting of Transfer Restrictions

The Company shall lift the Transfer Restrictions on all of the Allotted Shares upon the expiration of the Transfer Restriction Period, on the condition that the Eligible Director who received the allotment of restricted shares has continuously remained in the position of Director of the Company until the date of the first Annual General Meeting of Shareholders of the Company to be held on or after the commencement date of the Transfer Restriction Period.

However, if the said Eligible Director retires from the position of Director of the Company before the expiration of the Transfer Restriction Period due to reasons the Board of Directors of the Company deems justifiable, the number of the Allotted Shares for which the Transfer Restrictions are to be lifted and the timing of the lifting of the Transfer Restrictions shall be reasonably adjusted as necessary. (Deleted)

(4) Treatment During Reorganization, Etc.

If, during the Transfer Restriction Period, a merger agreement in which the Company is the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other proposal regarding reorganization, etc. is approved at a General Meeting of Shareholders of the Company (or by the Board of Directors of the Company in cases where approval at a General Meeting of Shareholders of the Company is not required for the said reorganization, etc.), the Company shall lift the Transfer Restrictions on a number of the Allotted Shares reasonably determined in light of the period from the commencement date of the Transfer Restriction Period to the date of approval of the said reorganization, etc., prior to the effective date of the said reorganization, etc., by a resolution of the Board of Directors of the Company.

In this case, the Company shall automatically acquire without contribution the Allotted Shares for which the Transfer Restrictions have not been lifted at the time immediately after the Transfer Restrictions are lifted based on the aforementioned provisions.