Note: This is an excerpt translation of the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail. PARIS MIKI HOLDINGS Inc. assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 7455
June 6, 2024
Start date of measures for electronic provision: May 30, 2024

To Our Shareholders:

Masahiro Sawada
President and Representative Director
PARIS MIKI HOLDINGS Inc.
Head Office: 2-4-3 Nihonbashi-Muromachi, Chuo-ku, Tokyo
Headquarters: 1-6-31 Konan, Minato-ku, Tokyo

Notice of the 76th Ordinary General Meeting of Shareholders

We are pleased to announce the 76th Ordinary General Meeting of Shareholders of PARIS MIKI HOLDINGS Inc. (hereinafter referred to as the "Company"), which will be held on Wednesday, June 26, 2024, as described hereunder.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company's website: https://www.paris-miki.com/ (in Japanese)

From the above website, select "Investor Relations," "IR Library," and then "General Meeting of Shareholders."

In addition to the Company's website mentioned above, the items subject to measures for electronic provision are also posted on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the information below.

TSE website (Listed Company Search):

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

Access the TSE website by using the internet address shown above, enter "PARIS MIKI HOLDINGS Inc." in "Issue name (company name)" or the Company's securities code "7455" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

If you are not attending the meeting in person, you may exercise your voting rights either via the internet, etc. or in writing (by mail). Please exercise your voting rights by 6:30 p.m. on Tuesday, June 25, 2024 after reviewing the Reference Documents for the General Meeting of Shareholders.

Details

1. Date and Time:
Wednesday, June 26, 2024 at 2:00 p.m.
(The reception of the attendees to the meeting at the reception desk shall start at 1:30 p.m.)

2. Place:
1-7-1 Kaigan, Minato-ku, Tokyo
PORT HALL, 1st floor, OFFICE TOWER, TOKYO PORT CITY TAKESHIBA

3. Objectives of the Meeting
Matters to be reported:
1. Business Report and Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements, for the 76th fiscal term (from April 1, 2023 to March 31, 2024)
2. Non-consolidated Financial Statements for the 76th fiscal term (from April 1, 2023 to March 31, 2024)

Matters to be resolved:
Proposal 1: Election of Five (5) Directors
Proposal 2: Election of Two (2) Audit & Supervisory Board Members
Proposal 3: Issuance of Share Options as Stock Options to Executive Officers and Employees of the Company, and Directors, Audit & Supervisory Board Members, Executive Officers and Employees of the Company's Subsidiaries

4. Notice Regarding Exercise of Voting Rights
a. If you do not indicate your approval or disapproval of the proposal on the voting form when exercising your voting rights in writing (by mail), we will assume that you have voted in favor of the proposal.
b. If you exercise your voting rights more than once via the internet, the last exercise of voting rights shall be deemed valid.
c. If you exercise your voting rights both via the internet and by voting form (by mail), the vote via the internet shall be deemed valid.
d. If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

Notes:
* If attending the meeting in person, please present the voting form at the reception desk. You are also requested to bring this convocation notice to the meeting.
* Paper-based documents stating the items subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation.
  i) From the Business Report:
  "Share options," "System to ensure the properness of operations," and "Overview of the operational status of the system to ensure properness of operations."
  ii) From the Consolidated Financial Statements:
  "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
  iii) From the Non-consolidated Financial Statements:
  "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements"

Accordingly, these documents are part of the documents included in the scope of audits by the audit & supervisory board members and the Accounting Auditor when they create their respective audit reports.

Note that, for this general meeting of shareholders, paper-based documents stating the items subject to measures for electronic provision, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

* If revisions to the items subject to measures for electronic provision arises, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website.
* If you are a shareholder who has opted to receive convocation notices by electromagnetic means but you wish to receive the voting form, please contact the point of contact for stock administration in the Securities Agent Department of Mizuho Trust & Banking Co., Ltd.
* Please understand that no gifts will be offered at this General Meeting of Shareholders.
* Please be aware that organizing staff members will be in light clothing (“Cool Biz”) on the day. Therefore, we kindly ask our shareholders to attend the meeting in a similar fashion.
* The Company plans to distribute a video (on demand) of the General Meeting of Shareholders after the meeting. Details will be announced on the Company’s website.

The Company’s website: https://www.paris-miki.com/ (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Election of Five (5) Directors

The term of office of five (5) directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of five (5) directors, including two (2) outside directors.

Candidates for director are as follows.

Candidate No.	Name	Current position and responsibility in the Company	Attribute of candidate
1	Mikio Tane	Chairman and Representative Director	Re-election
2	Masahiro Sawada	President and Representative Director	Re-election
3	Fumihiko Nakao	Director, Executive Vice President and CFO	Re-election
4	Akiko Iwamoto	Outside Director	Re-election Outside
5	Satoru Nino	Outside Director	Re-election Outside

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
1	Mikio Tane (November 9, 1959) [Re-election]	April 1984 Joined MIKI OPTICAL Inc. August 1986 Director, MIKI OPTICAL Inc. March 1988 Senior Executive Director, PARIS MIKI Inc. June 1988 President and Representative Director, PARIS MIKI Inc. February 1989 Representative Director, Lunettes Inc. May 1994 Representative Director, Executive Vice President, PARIS MIKI Inc. May 1997 Representative Director, Executive Vice President, Manager, Human Resources, PARIS MIKI Inc. March 1999 General Manager, PARIS MIKI (INTERNATIONAL) SA June 1999 Representative Director, Executive Vice President, Manager, Human Resources and Overseas Operations, PARIS MIKI Inc. December 2002 Director, Codomo Limited (current position) June 2003 Director, PARIS MIKI Inc. June 2005 Representative Director, PARIS MIKI Inc. June 2008 Director, PARIS MIKI Inc. June 2008 Senior Managing Director, Lunettes Inc. April 2009 Chief Director, Okuizumo Tane Museum of Natural History (Public Interest Incorporated Foundation) (current position) July 2009 Representative Director, PARIS MIKI Inc. June 2011 Director, PARIS MIKI HOLDINGS Inc. August 2013 President and Representative Director, Clover Asset Management Inc. (now PARIS MIKI Asset Management Inc.) September 2014 Director, PX Group SA (current position) January 2015 Director, PARIS MIKI (INTERNATIONAL) SA June 2015 Representative Director, Executive Vice President, PARIS MIKI HOLDINGS Inc. June 2017 Director, PARIS MIKI HOLDINGS Inc. October 2017 President and Representative Director, Lunettes Inc. (current position) November 2017 Chairman and Representative Director, PARIS MIKI HOLDINGS Inc. (current position) January 2019 Chairman and Representative Director, PARIS MIKI (INTERNATIONAL) SA (current position) October 2023 President and Representative Director, PARIS MIKI Asset Management Inc. (current position)	2,612,650 shares
	[Reasons for nomination as candidate for director] The Company nominates Mr. Mikio Tane for another term as a candidate for director as he conducts important decision making as Chairman and Representative Director under the customer-first corporate philosophy from a medium- to long-term perspective. He also has extensive experience and insight needed for the Group's overall management.		

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
2	Masahiro Sawada (February 9, 1957) [Re-election]	April 1980 Joined MIKI OPTICAL Inc. January 2001 Director, PARIS MIKI AUSTRALIA PTY. LTD. April 2004 Human Resources Chief, PARIS MIKI Inc. November 2004 Executive Officer, Human Resources Chief, PARIS MIKI Inc. September 2005 Merchandising division Chief, PARIS MIKI Inc. June 2015 Director, PARIS MIKI Inc. February 2016 President and Representative Director, PARIS MIKI Inc. June 2016 Director, PARIS MIKI HOLDINGS Inc. May 2017 Executive Vice President, Lunettes Inc. June 2017 President and Representative Director, PARIS MIKI HOLDINGS Inc. (current position)	50,598 shares
	[Reasons for nomination as candidate for director] The Company nominates Mr. Masahiro Sawada for another term as a candidate for director as he has shown strong leadership and is working hard to ensure customer satisfaction as President and Representative Director of the Company. He also has extensive experience and insight of business execution as the Manager of an overseas subsidiary, and as the person responsible for human resources and various business divisions such as Merchandising division.		
3	Fumihiko Nakao (March 21, 1961) [Re-election]	April 1984 Joined MIKI OPTICAL Inc. November 1986 Manager, PARIS-MIKI OPTIQUE H.K. LTD. August 1991 Director, PARIS MIKI OPTICAL (THAILAND) LTD. September 1996 Director, OPTIQUE PARIS-MIKI (S) PTE. LTD. April 2004 Manager, Department Store Operations, PARIS MIKI Inc. November 2004 Executive Officer, Merchandising division Chief, PARIS MIKI Inc. June 2007 Director, PARIS MIKI Inc. January 2009 President, PARIS MIKI Inc. July 2009 President and Representative Director, PARIS MIKI Inc. February 2012 Director, PARIS MIKI HOLDINGS Inc. June 2015 Senior Managing Director, PARIS MIKI HOLDINGS Inc. June 2016 Executive Vice President, PARIS MIKI HOLDINGS Inc. May 2017 Senior Managing Director, Lunettes Inc. July 2017 President and Representative Director, Medishared Co., Ltd. June 2018 Director, PARIS MIKI HOLDINGS Inc. July 2020 Director, Executive Vice President, PARIS MIKI HOLDINGS Inc. February 2024 Director, Executive Vice President and CFO, PARIS MIKI HOLDINGS Inc. (current position)	30,370 shares
	[Reasons for nomination as candidate for director] The Company nominates Mr. Fumihiko Nakao for another term as a candidate for director as he has experience as a President and Representative Director of the Group's major subsidiary and because he has extensive experience and insight of business execution as the manager and director of multiple overseas subsidiaries and as the person responsible for various business divisions such as Merchandising division.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position, business in charge and important concurrent posts</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">4</td><td>Akiko Iwamoto
(May 27, 1968)

[Re-election]
[Outside]</td><td>April 1991 Joined First Chicago Corp. (now JPMorgan Chase Bank, N.A.)
April 2000 Vice President, Bank One Corp. (now JPMorgan Chase Bank, N.A.)
April 2002 Vice President, Royal Bank of Canada
April 2004 Chief Dealer, Aozora Bank, Ltd.
February 2009 Representative, OFFICE [W.I.S.H] (current position)
April 2012 Visiting Professor, Faculty of Business Administration, Osaka University of Economics
June 2015 Outside Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc.
June 2016 Outside Director, PARIS MIKI HOLDINGS Inc. (current position)
May 2017 Audit & Supervisory Board Member, Lunettes Inc.
May 2018 Director, Lunettes Inc.
July 2023 Executive Director, Faculty of Business Administration, Osaka University of Economics (current position)</td><td rowspan="2">–
shares</td></tr>
<tr><td colspan="2">[Reasons for nomination as candidate for outside director and overview of expected roles]
The Company nominates Ms. Akiko Iwamoto for another term as a candidate for outside director as she has professional and extensive insight related to international finance and international economics, as well as abundant experience in the financial industry in Japan and overseas, and because the Company expects that she will continue to provide advice to the management team and supervise the execution of duties by the directors based on her insight and experience. If she is elected, she will serve as Chairman of the Nomination and Remuneration Committee and will be involved as a leader in the selection of candidates for the Company’s officers and the determination of officers’ remuneration and other matters from an objective and neutral standpoint. Note that although she has no experience of involvement in the management of a company in any way other than as an outside officer, the Company judges that she is able to appropriately perform her duties as an outside director due to the aforementioned reasons.</td></tr>
<tr><td rowspan="2">5</td><td>Satoru Nino
(November 10, 1945)
[Re-election]
[Outside]</td><td>April 1984 Found ESMOD Tokyo, President (current position)
September 1996 Executive Director, ESMOD Paris
July 2000 President, French ESMOD International (current position)
June 2006 Outside Audit & Supervisory Board Member, PARIS MIKI Inc.
June 2008 Outside Director, PARIS MIKI Inc.
May 2015 Audit & Supervisory Board Member, Lunettes Inc.
June 2019 Outside Director, PARIS MIKI HOLDINGS Inc. (current position)</td><td rowspan="2">–
shares</td></tr>
<tr><td colspan="2">[Reasons for nomination as candidate for outside director and overview of expected roles]
The Company nominates Mr. Satoru Nino for another term as a candidate for outside director as he is highly regarded in international fashion and the education sector and has extensive experience in school management in various countries overseas. In addition, he has past experience as an outside audit & supervisory board member of the Company for two (2) years from 2006 and as an outside director of the Company for six (6) years from 2008, and has a good understanding of the corporate philosophy and principle of the Company and the business. Therefore, the Company expects him to continue to provide advice to the management team and supervise the execution of duties by the directors based on his knowledge and experience. If he is elected, he will serve as a member of the Nomination and Remuneration Committee and will be involved in the selection of candidates for the Company’s officers and the determination of officers’ remuneration and other matters from an objective and neutral standpoint.</td></tr>
</table>

Notes:
1. Mr. Mikio Tane is President and Representative Director of Lunettes Inc. The Company has a business relationship with Lunettes Inc. regarding a leasing agreement of real estate for store use.
2. There are no special interests between the other candidates for director and the Company.
3. Ms. Akiko Iwamoto and Mr. Satoru Nino are candidates for outside director.
4. The number of the Company’s shares held by each candidate presented is the number of shares held as of March 31, 2024, and it includes his/her shareholding in PARIS MIKI’s Officers Shareholding Association.

5. The current lengths of Ms. Akiko Iwamoto's service and Mr. Satoru Nino's service as outside directors of the Company will be eight (8) years and five (5) years, respectively at the conclusion of this General Meeting of Shareholders.
6. Ms. Akiko Iwamoto and Mr. Satoru Nino have been executive or non-executive officers of Lunettes Inc. for the past ten years, and their positions and responsibilities are as stated in the "Career summary, positions, business in charge, and important concurrent posts" section above. Note that Ms. Akiko Iwamoto and Mr. Satoshi Nino resigned their position at Lunettes Inc. as of May 2019 and May 2017, respectively.
7. The Company has entered into an agreement limiting liability with Ms. Akiko Iwamoto and Mr. Satoru Nino. If their re-election is approved, the Company intends to continue the aforesaid agreement, which limits their liability for damages to the higher of 1 million yen or the minimum amount set forth in Article 425, paragraph (1) of the Companies Act.
8. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the contents of such insurance policy is shown on page 28 of the Business Report (in Japanese only). If the election of a candidate for director is approved, they will continue to be included as an insured under the said insurance policy. Furthermore, the Company plans to renew the insurance policy under the same terms at the next renewal.

[Reference] Skill Matrix for the Current Board of Directors (Including Audit and Supervisory Board Members and Executive Officers)

Name	Position and Responsibility	Diversity	General Management Skills				Skills and Characteristics in Company Strategy	
			Corporate management	International operations	Finance	Governance	Excitement	Security
Mikio Tane	Chairman and Representative Director		●	●	●			Asset Management
Masahiro Sawada	President and Representative Director		●	●		●	Design Entertainment	
Fumihiko Nakao	Director, Executive Vice President and CFO		●	●	●			Medical
Akiko Iwamoto	Outside Director	●		●	●			
Satoru Nino	Outside Director	●	●	●			Design Art Fashion	Ecology Sustainability
Toshiro Nagata	Standing Audit and Supervisory Board Member		●					
Yoshiaki Nishimura	Audit & Supervisory Board Member		●	●	●		EC Fund Settlement DX	
Toshiki Sada	Audit & Supervisory Board Member		●	●	●		Design	Conversational Skills
Yuji Tsuneyoshi	Executive Officer in charge of Sales		●			●	Hospitality	Coaching
Kenji Kikkawa	Executive Officer in charge of Products		●				Planning/Products	
Yasukazu Kurumegi	Executive Officer in charge of Audio Business		●					
Ryoichi Tominaga	Executive Officer and CHRO		●					Sustainability

Notes:
1. Shows major skills and anticipated skills (up to three) of each officer.
2. The Diversity category shows items related to diversity such as gender, overseas residence, etc.
3. The Company has formulated a medium-term management plan with a vision centered on the focal points of Excitement and Security for the prosperity of each and every customer. In addition to general management skills, skills and characteristics of each officer are shown that particularly relate to these elements.

Proposal 2: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Mr. Toshiro Nagata and Mr. Yoshiaki Nishimura among the three (3) audit & supervisory board members will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of two (2) audit & supervisory board members.

This proposal has obtained the consent of the Audit & Supervisory Board.

Candidates for audit & supervisory board member are as follows.

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
1	Kiyokazu Tokuoka (February 16, 1960) [New election]	March 1982 Joined MIKI OPTICAL Inc. January 2011 Executive Officer, Kinki Block, PARIS MIKI Inc. April 2012 GM, Keihan-Osaka South Block, PARIS MIKI Inc. April 2015 GM, East Chugoku Block, PARIS MIKI Inc. April 2019 Executive Officer, Manager, Sales, PARIS MIKI Inc. April 2021 Executive Officer, Manager, Sales of West Japan, PARIS MIKI Inc. June 2023 Audit & Supervisory Board Member, PARIS MIKI Inc. (current position) June 2023 Audit & Supervisory Board Member, KIMPO-DO Co. Ltd. (current position)	27,900 shares
[Reasons for nomination as candidate for audit & supervisory board member] The Company nominates Mr. Kiyokazu Tokuoka as a candidate for audit & supervisory board member as he has served as the person responsible for sales divisions and he has experience as an audit & supervisory board member of a subsidiary of the Company. The Company judges that he is able to perform his duties as an audit & supervisory board member by making use of aforementioned experience and insight to perform proper supervision from an objective standpoint.			
2	Yoshiaki Nishimura (December 29, 1966) [Re-election] [Outside]	September 1993 Joined Ota Showa Ernst & Young (now Ernst & Young Tax Co.) November 1996 Registered as Certified Tax Accountant (to the present) April 1997 Seconded to The Fuji Bank, Limited (now Mizuho Bank, Ltd.) April 2002 Senior Manager, KPMG Peat Marwick (now KPMG Tax Corporation) December 2003 Representative Director, United Partners Inc. (current position) December 2003 Director, Yoshiaki Nishimura Certified Public Tax Accountant Office (current position) July 2011 Audit & Supervisory Board Member, Lunettes Inc. June 2016 Outside Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. (current position)	– shares
[Reasons for nomination as candidate for outside audit & supervisory board member] The Company nominates Mr. Yoshiaki Nishimura as a candidate for outside audit & supervisory board member as he has specialist knowledge and experience as a tax accountant, and we wish for him to use this in the Company's audits.			

Notes:
1. There are no special interests between the candidates and the Company.
2. Mr. Yoshiaki Nishimura is a candidate for outside audit & supervisory board member.
3. Mr. Yoshiaki Nishimura is currently an outside audit & supervisory board member of the Company. The length of his service as outside audit & supervisory board member will be eight (8) years at the conclusion of this General Meeting of Shareholders.
4. Mr. Yoshiaki Nishimura has been non-executive officers of Lunettes Inc. for the past ten years, and his positions and responsibilities are as stated in the "Career summary, positions, and important concurrent posts" section above. Note that Mr. Yoshiaki Nishimura resigned his position at Lunettes Inc. as of May 2019.
5. The Company has entered into an agreement limiting liability with Mr. Yoshiaki Nishimura. If his re-election is approved, the Company intends to continue the aforesaid agreement, which limits his liability for damages to the higher of 1 million yen or the minimum amount set forth in paragraph (1), Article 425 of the Companies Act. If the election of Mr. Kiyokazu Tokuoka is approved, the Company plans to enter into the same limited liability agreement with him.
6. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the contents of such insurance policy is shown on page 28 of the Business Report (in Japanese only). If the election of candidate for audit & supervisory board member is approved, they will be included as an insured under the said insurance policy. Furthermore, the Company plans to renew the insurance policy under the same terms at the next renewal.

Proposal 3: Issuance of Share Options as Stock Options to Executive Officers and Employees of the Company, and Directors, Audit & Supervisory Board Members, Executive Officers and Employees of the Company's Subsidiaries

Pursuant to the provisions of Article 236, Article 238 and Article 239 of the Companies Act, the Company requests your approval for delegating to the Board of Directors of the Company the authority to determine the subscription requirements to share options to be issued as stock options to the executive officers and employees of the Company, and the directors, audit & supervisory board members, executive officers and employees of the Company's subsidiaries so as to contribute to the improvement of corporate value of the entire Group over the medium to long term by raising their awareness on the Company's shares and by carrying out the management of integrated organization and developing successors.

1. Reasons for the need to solicit subscribers for share options on particularly favorable terms

   The Company intends to issue share options to the executive officers and employees of the Company, and the directors, audit & supervisory board members, executive officers and employees of the Company's subsidiaries so as to contribute to the improvement of corporate value of the entire Group over the medium to long term by raising their awareness on the Company's shares and by carrying out the management of integrated organization and developing successors.

2. Persons to whom share options are to be allocated

   Share options shall be allocated to the executive officers and employees of the Company, and the directors, audit & supervisory board members, executive officers and employees of the Company's subsidiaries.

3. Details and the maximum number of share options whose subscription requirements may be determined by the Company based on the decision made by this General Meeting of Shareholders

   (1) Type and number of shares to be delivered upon exercise of share options

   Up to 500,000 shares of common stock.
   In case the Company conducts a share split (including gratis allotment of shares) or share consolidation of the Company's common stock, the subject number of shares shall be adjusted by applying the following formula; provided, however, that the applied adjustment is performed on the number of shares underlying the share options that are not exercised in the aforementioned period and fractions of less than one share resulting from the adjustment are disregarded.

$$\text{Number of shares after adjustment} = \text{Number of shares before adjustment} \times \text{Ratio of share split or share consolidation}$$

   Furthermore, in events separate to the above that may occur after the day of resolution, including a merger between the Company and another company, the Company undergoing a company split, the Company reducing its capital, or other event where it is necessary to adjust the number of shares, the Company shall make the necessary adjustment to the extent reasonable.

   (2) Number of share options

   The maximum total number of share options to be issued within one year from the day of this General Meeting of Shareholders shall be set at 5,000. The number of shares for each share option (hereinafter referred to as the "Number of Granted Shares") shall be 100 shares; provided, however, if a share number adjustment set forth in "(1) Type and number of shares to be delivered upon exercise of share options" above is conducted, similar adjustment shall be applied to the Number of Granted Shares.

   (3) Payment amount for share options

   Payment of money for share options shall not be required.

(4) Amount to be paid when share options are exercised

Amount to be paid when share options are exercised shall be the paid amount per share that can be delivered by exercising the share options (hereinafter referred to as the “Exercise Amount”), multiplied by the Number of Granted Shares concerning the relevant share options.

The Exercise Amount will be the average value of closing price in regular trading of the Company’s common stock on the Tokyo Stock Exchange (hereinafter referred to as the “Closing Price”) on each day of the previous month of the date when the share options are allocated (hereinafter referred to as the “Allotment Date”), multiplied by 1.05. Note that the date when the trade was not effective is not included. Fractions of less than 1 yen will be rounded up. However, in the case the amount is lower than the Closing Price of the Allotment Date (when no Closing Price is published on that day, Closing Price of the nearest previous date shall be applied; the same shall apply hereinafter), it will be the Closing Price on the Allotment Date.

After the Allotment Date, in an event of a share split or share consolidation of the Company’s common stock, or other event where it is necessary to adjust the Exercise Amount, it will be adjusted by the following formula, with fractions of less than 1 yen rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{1}{\text{Ratio of share split/share consolidation}}$$

In addition, after the Allotment Date of the share options, in an event where the Company issues new shares of common stock or disposes of treasury shares of common stock at a price lower than market price, the Exercise Amount will be adjusted by the following formula, with fractions of less than 1 yen rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{\text{Number of shares outstanding} + \dfrac{\text{Number of shares to be issued} \times \text{Subscription price per share to be issued}}{\text{Market price per share}}}{\text{Number of shares outstanding} + \text{Number of shares to be issued}}$$

In the above formula, the “number of shares outstanding” is the number of the Company’s outstanding shares of common stock, deducted by the number of shares of common stock in its treasury stock. In the case the treasury stock is disposed, the “number of shares to be issued” shall be treated as the “number of shares to be disposed.”

Furthermore, in the case the Company is merged with another company, executes a company split, the Company reducing its capital, or other event where it is necessary to adjust the Exercise Amount after the Allotment Date, the Exercise Amount shall be adjusted within a rational range, subject to a resolution of the Board of Directors.

(5) Exercise period of share options

The exercise period shall be determined at the same meeting of the Board of Directors that determines the subscription requirements of the share options and shall be within a range beginning from the day two years after the day of the aforesaid meeting of the Board of Directors and ending on the day ten years after the day of the aforesaid meeting.

(6) Limits of acquisition of share options by assignment

Acquisition of share options by assignment shall require approval of the Board of Directors.

(7) Fair value of share options

The Black-Scholes model, etc. shall be used to calculate the fair value of the share options based on various conditions including the share price of the Company’s shares and the Exercise Amount on the Allotment Date.

(8) Exercise conditions of share options

i) Holders of the share options are required to satisfy the condition of serving as a director, audit & supervisory board member or employee of the Company or its affiliated companies, even at the time of exercising the share options; providing that this requirement does not apply in cases where the Board of Directors finds a justifiable reason after taking various circumstances into account, such as the cases when a director or audit & supervisory board member of the Company or its affiliated companies resigns due to the expiry of his/her term of office, or retires at his/her mandatory retirement age, or where there are other justifiable grounds.

ii) Exercise of share options by heirs to the holders of the share options is not permitted.

iii) Exercise of share options is not possible if the said exercise of share options would cause the total number of issued shares of the Company to exceed the number of authorized shares at the relevant timing.

iv) Exercise of less than a whole unit of share options is not possible.

(9) Reasons and conditions for acquiring share options

i) In the event that approval at the General Meeting of Shareholders (or a resolution by the Board of Directors where the approval of the General Meeting of Shareholders is not necessary) is obtained on a merger agreement whereby the Company becomes the dissolving company, a company split agreement or company split plan whereby the Company becomes the splitting company, or a share exchange agreement or share transfer plan whereby the Company becomes a wholly owned subsidiary, the Company may acquire all existing share options without contribution on the arrival of a date that is determined separately by the Board of Directors.

ii) In the event that a share option holder can no longer exercise share options pursuant to the provisions stipulated in (8) above, the Company may acquire the said share options without contribution.

(10) Other subscription requirements concerning share options may be decided by resolution at separately held meetings of the Board of Directors.