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Securities code: 336A
June 10, 2026
(Commencement date of measures for electronic provision of information) June 3, 2026

To Shareholders with Voting Rights:

Shuichi Yoshimura
CEO & President
Dynamic Map Platform Co., Ltd.
2-12-4 Shibuya, Shibuya-ku,
Tokyo, Japan

NOTICE OF THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 10th Annual General Meeting of Shareholders of Dynamic Map Platform Co., Ltd. (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, measures for the electronic provision of information will be implemented for the information contained in the Reference Documents, etc., for this General Meeting of Shareholders (matters subject to the measures for electronic provision), which will be posted on the following websites on the Internet. You are kindly requested to access any of these websites and check the information.

[Company's website]
https://www.dynamic-maps.co.jp/ir/meeting/

[Tokyo Stock Exchange's website (Listed Company Search)]
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the website above, enter and search for "Dynamic Map Platform" in the "Issue name (company name)" field or "336A," the securities code of the Company in the "Code" field, select "Basic information" and "Documents for public inspection/PR information," in that order, and inspect the information posted in "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]" under "Filed information available for public inspection."

If you are unable to attend the meeting, you can exercise your voting rights via the Internet or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders included in the information provided electronically and exercise your voting rights no later than 6:00 p.m. on Wednesday, June 24, 2026, Japan time.

1. **Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m.)

2. **Place:** F Studio SHIBUYA, 1st Floor, NBF Shibuya East, 3-3-5 Shibuya, Shibuya-ku, Tokyo, Japan
(Please note that this General Meeting is taking place at a different venue to the previous one. Please check the location before attending.)

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 10th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the Company's 10th Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals to be resolved:

Proposal 1: Reduction in the Amount of Share Capital
Proposal 2: Election of Three (3) Directors
Proposal 3: Election of Three (3) Audit & Supervisory Board Members
Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member
Proposal 5: Revision of Eligible Persons for the Restricted Stock Unit Plan for Outside Directors

4. **Other matters decided for convocation:**
If voting rights are exercised both in writing and via the Internet, the vote exercised via the Internet shall be treated as valid. Additionally, if voting rights are exercised multiple times via the Internet, the last vote exercised shall be treated as valid. If there is no indication for or against the proposals on the returned voting rights exercise form, the vote will be deemed to be for the proposal. For more information on exercising voting rights via the Internet or in writing, please refer to the subsequent pages.

◎ When attending the meeting, please submit the enclosed voting rights exercise form to the reception desk. Additionally, please note that proxies who are not shareholders, persons accompanying shareholders, and any other persons with no voting rights will not be permitted to enter the place, even if they bring the voting rights exercise form with them.
◎ Should the information provided electronically require revisions, the revised versions will be posted on the respective websites.
◎ This Notice also serves as the document describing the matters subject to measures for electronic provision to be sent to shareholders based on requests for paper copies. The following matters are not included in this Notice, in accordance with the provisions of laws and regulations as well as the Company's Articles of Incorporation. Therefore, this document is part of those audited by the Audit & Supervisory Board Member and the Accounting Auditor when preparing the audit report.
- "Matters Regarding Share Acquisition Rights," "System to Ensure the Appropriateness of Business Activities" and "Operating Status of the Systems to Ensure the Appropriateness of Business Activities," which are part of the Business Report
- "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements," which are part of the Consolidated Financial Statements
- "Non-Consolidated Statements of Changes in Equity" and "Notes to Non-Consolidated Financial Statements," which are part of the Non-Consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Reduction in the Amount of Share Capital

To enable the execution of a more flexible and agile capital policy going forward, the Company proposes to decrease a portion of its share capital and transfer the full amount to legal capital surplus based on the provision of Article 447, Paragraph 1 of the Companies Act.

This proposal involves a capital reduction without compensation and will not result in a change to the total number of shares issued. Therefore, it will have no impact on the number of shares held by shareholders. Furthermore, since the proposed reduction in the amount of share capital will not affect the Company's net assets or the total number of shares issued, there will be no change in net assets per share.

1. Amount of share capital to be decreased

   Of the current share capital amount of ¥106,415,600, the Company proposes to reduce ¥96,415,600, resulting in a share capital amount of ¥10,000,000, with the full amount transferred to legal capital surplus.

   If any stock options (share acquisition rights) issued by the Company are exercised before the effective date of this decrease in the amount of share capital, the amount of share capital and the amount of share capital after the reduction may be subject to change.

2. Effective date of the decrease in the amount of share capital

   August 31, 2026

Proposal 2: Election of Three (3) Directors

The terms of office of all four (4) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, in order to change the management structure, the Company proposes a decrease in the number of Directors by one (1) and the election of three (3) Directors, including two (2) Outside Directors.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Shuichi Yoshimura (May 18, 1982) [Reappointment]	April 2005 Joined Mitsui & Co., Ltd. July 2012 Joined Innovation Network Corporation of Japan (currently Japan Investment Corporation) July 2015 Vice President of Innovation Network Corporation of Japan June 2017 Outside Director of the Company July 2017 Director of Innovation Network Corporation of Japan (currently Japan Investment Corporation) November 2020 Executive Vice President of the Company Director of Ushr, Inc. (currently Dynamic Map Platform North America, Inc.) (The Company's subsidiary) June 2021 Representative Director & Executive Vice President of the Company January 2022 CEO & President of the Company (current position) October 2022 Director of DMP Axyz Co., Ltd. (currently Dynamic Map Platform Axyz Co., Ltd.) (The Company's subsidiary) (current position) June 2024 Chairman of Dynamic Map Platform North America, Inc. (The Company's subsidiary) (current position) June 2024 Managing Director of Dynamic Map Platform Europe, GmbH (The Company's subsidiary) (current position)	–
	[Reasons for nomination as a candidate for Director] Mr. Shuichi Yoshimura has been engaged in investment and business development for many years. Since becoming Director of the Company, he has leveraged his extensive knowledge and experience in management and investment strategy to provide strong leadership for our Group. It has been determined that he is well qualified to continue to play a central role in key management decision-making and the supervision of business execution, thereby contributing to the Group's sustainable growth and enhancement of corporate value. Accordingly, he has been nominated as a candidate for Director.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Hidekazu Suzuki
(July 18, 1982)

[Reappointment]
[Outside]
[Independent]</td><td>April 2005

September 2018
December 2018
July 2020
June 2022</td><td>Joined Daiwa Securities SMBC Co., Ltd.
(currently Daiwa Securities Co., Ltd.)
Joined Atrae, Inc.
Director and CFO of Atrae, Inc. (current position)
Director and CFO of Altiri, Inc.
Outside Director of the Company (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Outside Director and overview of the expected role]
Mr. Hidekazu Suzuki possesses extensive knowledge and experience in finance, investing, and financial strategy gained through his many years of service at a major financial institution and participation in management as CFO. Since becoming Outside Director of the Company, he has provided valuable advice and fulfilled a supervisory function regarding the Company’s management. It has been determined that he is well qualified to contribute to the Group’s sustainable growth and enhancement of corporate value. In addition, as a member of the Compensation Advisory Committee, he is expected to oversee the decision-making process regarding the Company’s executive compensation and other matters from an objective and neutral standpoint. Accordingly, he has been nominated as a candidate for Outside Director.</td></tr>
<tr><td rowspan="2">3</td><td>Toshiyuki Shiga
(September 16, 1953)

[Reappointment]
[Outside]
[Independent]</td><td>April 1976
July 1999

April 2000

April 2005

November 2013

June 2015

September 2018

June 2020
November 2022

January 2023

December 2024

July 2025</td><td>Joined Nissan Motor Corporation
Head of Planning Division, Head of Alliance Promotion Division of Nissan Motor Corporation
Managing Executive Officer of Nissan Motor Corporation
Chief Operating Officer of Nissan Motor Corporation
Representative Director & Vice Chairman of Nissan Motor Corporation
Director & Vice Chairman of Nissan Motor Corporation
Chairman (CEO) of Innovation Network Corporation of Japan
Representative Director & Chairman (CEO) of INCJ, Ltd.
Outside Director of the Company
Outside Director of Next Generation Technology Group Inc. (current position)
Non-Executive Director of &Capital Inc. (current position)
Outside Director of SmartDrive Inc. (current position)
Outside Director of the Company (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Outside Director and overview of the expected role]
Mr. Toshiyuki Shiga possesses extensive knowledge and experience in corporate management, gained through his many years of service as a corporate executive. Since becoming Outside Director of the Company, he has provided valuable advice and fulfilled a supervisory function regarding the Company’s management, drawing on his deep understanding of corporate management. It has been determined that he is well qualified to contribute to the Group’s sustainable growth and enhancement of corporate value. In addition, as the chairperson of the Compensation Advisory Committee, he is expected to oversee the decision-making process regarding the Company’s executive compensation and other matters from an objective and neutral standpoint. Accordingly, he has been nominated as a candidate for Outside Director.</td></tr>
</table>

Notes:
1. Mr. Hidekazu Suzuki and Mr. Toshiyuki Shiga are candidates for Outside Director.
2. Mr. Hidekazu Suzuki’s tenure as Outside Director of the Company will be four years at the conclusion of this General Meeting of Shareholders. Mr. Toshiyuki Shiga’s tenure as Outside Director of the Company will be eleven months at the conclusion of this General Meeting of Shareholders and his cumulative tenure will be three years and eleven months.

3. The Company has registered Mr. Hidekazu Suzuki and Mr. Toshiyuki Shiga as independent outside officers with the Tokyo Stock Exchange pursuant to the stipulations of said exchange. If their reelection is approved as originally proposed, they will continue to serve as independent outside officers.
4. The Company has entered into an agreement with Mr. Hidekazu Suzuki and Mr. Toshiyuki Shiga, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit their liability pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If their reelection is approved as originally proposed, the Company plans to continue the above agreement with them.
5. The Company has concluded a directors and officers liability insurance with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance covers any damages that may result from the insured being liable for the performance of their duties as a director or officer, or being subject to a claim for the pursuit of such liability. However, there are grounds for exemptions, including damages resulting from acts committed by the insured with the knowledge that they were in violation of laws and regulations, and such damages are not covered under the insurance policy. The Company bears the full amount of the insurance premium, and the insured does not bear any actual cost of the insurance premium. If the candidates for Director are elected and assume office as Directors, each of them will be included as the insured under the directors and officers liability insurance. Moreover, the policy is scheduled to be renewed with the same terms at the time of the next renewal.
6. There are no special interests between each candidate and the Company.

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

The terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members, including two (2) Outside Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidates for Audit & Supervisory Board Members are as follows.

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Naohisa Watanabe
(March 4, 1964)

[New appointment]</td><td>April 1986
April 2011

April 2014

July 2020

April 2024</td><td>Joined Mitsubishi Electric Corporation
General Manager, Space System Planning Division of Mitsubishi Electric Corporation
Deputy General Manager, Electronic Systems Compliance Division of Mitsubishi Electric Corporation
Joined the Company as General Manager of Administration Department
General Manager, Internal Audit Office of the Company (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Audit & Supervisory Board Member]
Mr. Naohisa Watanabe has held positions of responsibility in the field of administration at Mitsubishi Electric Corporation and the Company, and possesses extensive knowledge and experience in this area. In addition, having more than three years of experience in the Company's internal audit operations, it has been determined that he is well qualified to further enhance audit functions. Accordingly, he has been nominated as a candidate for Audit & Supervisory Board Member.</td></tr>
<tr><td rowspan="2">2</td><td>Tatsuya Nakayama
(September 23, 1981)

[New appointment]
[Outside]</td><td>October 2005

August 2012
February 2013
January 2017

September 2018
April 2020

June 2021</td><td>Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association)
Joined Nishimura & Partners (currently Nishimura & Asahi [Gaikokuho Kyodo Jigyo])
Weil, Gotshal & Manges LLP
Admitted to the Bar in New York State, U.S.
Partner at Nishimura & Asahi (currently Nishimura & Asahi [Gaikokuho Kyodo Jigyo]) (current position)
Part-time lecturer at Seikei University Law School
Part-time lecturer at the Faculty of Law, The University of Tokyo
Outside Audit & Supervisory Board Member of the Company (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Audit & Supervisory Board Member]
As Mr. Tatsuya Nakayama is a lawyer who specializes in corporate law and possesses extensive experience in the legal profession, it has been determined that he can leverage his expertise for the Company's audit process. Accordingly, he has been nominated as a candidate for Outside Audit & Supervisory Board Member. Although Mr. Nakayama does not have experience of being involved in corporate management other than as an Outside Audit & Supervisory Board Member, it has been determined that he is well qualified to fulfill his duties in this position for the above reasons.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
3	Toshiyuki Ohashi (September 5, 1974) [Reappointment] [Outside] [Independent]	April 1999 July 2000 October 2009 September 2010 January 2011 April 2011 March 2016 September 2016 September 2021 June 2022 July 2022 January 2023 February 2023 August 2023 December 2024 October 2025 March 2026	Joined Deloitte Tohmatsu Consulting Co., Ltd. Joined Goldman Sachs Japan Co., Ltd. Joined Innovation Network Corporation of Japan (currently Japan Investment Corporation) Outside Director of ENAX, Inc. External Auditor of Nakamura Choukou Co., Ltd. Outside Director of JEOL RESONANCE Ltd. (currently JEOL Ltd.) Outside Director of Sumika Sekisui Film Holdings, Co., Ltd. (currently SUMIKASEKISUI FILM CO., LTD.) Joined Neo Career Co., Ltd. as Executive in charge of financial strategy Outside Director of Shinohara Manufacturing Co., Ltd. (current position) Outside Audit & Supervisory Board Member of the Company (current position) Outside Auditor of Kyowa Seiko Co., Ltd. Joined Next Generation Technology Group Inc. (current position) Outside Director of Kyowa Seiko Co., Ltd. (current position) Outside Director of Techno Co., Ltd. Representative Director of Techno Co., Ltd. Outside Auditor of TAGA CO., LTD. (current position) Outside Director of Advance Inc. (current position) Director of Techno Co., Ltd. (current position)	–
	[Reason for nomination as candidate for Outside Audit & Supervisory Board Member] As Mr. Toshiyuki Ohashi possesses extensive knowledge and experience in areas such as investment, financial strategy and M&A, gained through many years of service at a major financial institution and involvement in the management of investees, it has been determined that he can leverage his expertise for the Company's audit process. Accordingly, he has been nominated as a candidate for Outside Audit & Supervisory Board Member.			

Notes:
1. Mr. Tatsuya Nakayama and Mr. Toshiyuki Ohashi are candidates for Outside Audit & Supervisory Board Member.
2. Mr. Tatsuya Nakayama's tenure as Outside Audit & Supervisory Board Member of the Company will be five years at the conclusion of this General Meeting of Shareholders. Mr. Toshiyuki Ohashi's tenure as Outside Audit & Supervisory Board Member of the Company will be four years at the conclusion of this General Meeting of Shareholders.
3. The Company has registered Mr. Toshiyuki Ohashi as an independent outside officer with the Tokyo Stock Exchange pursuant to the stipulations of said exchange. If his reelection is approved as originally proposed, he will continue to serve as an independent outside officer.
4. The Company has entered into an agreement with Mr. Tatsuya Nakayama and Mr. Toshiyuki Ohashi, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit their liability pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If their reelection is approved as originally proposed, the Company plans to continue the above agreement with them. Moreover, if the election of Mr. Naohisa Watanabe is approved, the Company plans to enter into a similar agreement with him.
5. The Company has concluded a directors and officers liability insurance with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance covers any damages that may result from the insured being liable for the performance of their duties as a director or officer, or being subject to a claim for the pursuit of such liability. However, there are grounds for

exemptions, including damages resulting from acts committed by the insured with the knowledge that they were in violation of laws and regulations, and such damages are not covered under the insurance policy. The Company bears the full amount of the insurance premium, and the insured does not bear any actual cost of the insurance premium. If the candidates for Audit & Supervisory Board Member are elected and assume office as Audit & Supervisory Board Members, they will be included as the insured under the directors and officers liability insurance. Moreover, the policy is scheduled to be renewed with the same terms at the time of the next renewal.

6. There are no special interests between each candidate and the Company.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

In accordance with Article 329, Paragraph 3 of the Companies Act, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
Kosuke Nakagawa (June 20, 1979) [New appointment] [Outside] [Independent]	September 2007	Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association) Joined TMI Associates	–
	January 2014	Joined Innovation Network Corporation of Japan (currently Japan Investment Corporation)	
	August 2018	Joined Rajah & Tann Asia (Singapore)	
	July 2022	Established Nakagawa Law Office as a Representative (current position)	
	May 2023	Auditor of reverSASP Therapeutics Co., Ltd. (current position)	
[Reason for nomination as candidate for substitute Outside Audit & Supervisory Board Member] As Mr. Kosuke Nakagawa is a lawyer who specializes in corporate law and possesses extensive experience in the legal profession, it has been determined that he can leverage his expertise for the Company's audit process. Accordingly, he has been nominated as a candidate for substitute Outside Audit & Supervisory Board Member.			

Notes:
1. Mr. Kosuke Nakagawa is a candidate for substitute Outside Audit & Supervisory Board Member.
2. If Mr. Kosuke Nakagawa's election is approved, the Company plans to register him as an independent outside officer with the Tokyo Stock Exchange pursuant to the stipulations of said exchange.
3. In the event that Mr. Kosuke Nakagawa is elected as Audit & Supervisory Board Member, the Company plans to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liability pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
4. The Company has concluded a directors and officers liability insurance with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance covers any damages that may result from the insured being liable for the performance of their duties as a director or officer, or being subject to a claim for the pursuit of such liability. However, there are grounds for exemptions, including damages resulting from acts committed by the insured with the knowledge that they were in violation of laws and regulations, and such damages are not covered under the insurance policy. The Company bears the full amount of the insurance premium, and the insured does not bear any actual cost of the insurance premium. If Mr. Kosuke Nakagawa is elected and assumes office as an Audit & Supervisory Board Member, he will be included as the insured under the directors and officers liability insurance. Moreover, the policy is scheduled to be renewed with the same terms at the time of the next renewal.
5. There are no special interests between the Company and Mr. Kosuke Nakagawa.

Proposal 5: Revision of Eligible Persons for the Restricted Stock Unit Plan for Outside Directors

Regarding the amount of compensation for Outside Directors of the Company, the upper limit of the monetary compensation was approved at the Extraordinary General Meeting of Shareholders held on September 29, 2023, at no more than ¥100 million (hereinafter the "Basic Compensation Limit") per annum. Separate from the aforementioned Basic Compensation Limit, the maximum amount of monetary compensation claims and cash for the allotment of Company Shares and the number of shares under the restricted stock unit plan (hereinafter the "Plan") was approved at no more than ¥20 million per annum, with a maximum of 16,000 shares per annum, at the 9th Annual General Meeting of Shareholders (hereinafter the "9th AGM") held on June 26, 2025.

Mr. Toshiyuki Shiga, an Outside Director of the Company, was previously excluded from the scope of the Plan, given that he served as Representative Director & Chairman (CEO) of INCJ, Ltd., until June 30, 2025, immediately prior to assuming his position as an Outside Director of the Company. However, as approximately one year has passed since his retirement from that position, the Company proposes to include him in the Plan to incentivize him to sustainably enhance the Company's corporate value and promote greater value-sharing with shareholders.

Currently, the Company has two (2) Outside Directors; of which, one (1) Outside Director is eligible for the Plan. If Proposal 2 and Proposal 5 are approved as originally proposed, the number of Eligible Outside Directors will be two (2). The maximum amount of monetary compensation claims and cash for the allotment of the Company Shares, as well as the number of shares under the Plan, will remain unchanged. The terms and conditions for granting stock-based compensation under the Plan shall be based on a policy determined by the Company's board of directors, within the limits approved at the 9th AGM.

The revision of eligible persons under this proposal has been determined based on the above objectives, the Company's business condition, the policy related to the determination of individual compensation for Directors of the Company, and other relevant factors. These factors are considered to be appropriate.

Other than adding Mr. Toshiyuki Shiga to the list of eligible persons under the Plan, no changes have been made to the contents of the Plan.

(1) Overview

The Plan is a type of stock-based compensation plan under which a predetermined number of Company Shares and cash will be granted as compensation for a specified applicable period after the conclusion of such applicable period. The applicable period shall be each fiscal year from April 1 to March 31 of the following year.

Specifically, after the introduction of the Plan, within one month following the date of each Annual General Meeting of Shareholders, the board of directors shall determine in advance the number of stock units to be allotted to each Outside Director (the "Allotted Units"). For those Outside Directors who satisfy the conditions described in (2) below, the Company shall, based on a resolution of the board of directors held after the conclusion of the applicable period, grant compensation for the applicable period consisting of monetary compensation claims to be contributed by the Outside Directors as property contributed in kind for the allocation of Company Shares determined by the board of directors in proportion to the Allotted Units, and a cash amount for the purposes of securing funds for tax obligations arising from the granting of such shares. Outside Directors shall receive Company Shares issued or disposed of in exchange for contributing the entire monetary compensation claim as property contributed in kind. The total amount of the monetary compensation claims and cash for tax payment to be granted to Outside Directors after the conclusion of the applicable period shall be calculated by the number of Allotted Units for each Outside Director multiplied by the closing price of the Company's stock on the Tokyo Stock Exchange on the business day preceding the resolution of the board of directors to be held after the conclusion of the applicable period authorizing the issuance of Company Shares or the disposal of treasury shares (or, if there is no transaction executed on that date, the closing price of the most recent transaction date prior). The specific timing and allocation of the allotment for each Outside Director, as well as the proportion of cash for tax payment, will be determined by the board of directors.

In the event that the amount of monetary compensation claims and cash to be granted to Outside Directors for the allotment of Company Shares based on the number of Allotted Units may exceed the total amount of compensation, etc. under the Plan as specified above, the number of Company Shares and amount of cash to be granted shall be reasonably reduced so as not to exceed the total limit.

Accordingly, the total number of Company Shares to be issued or disposed of for Outside Directors shall be no more than 16,000 shares per annum. However, if, after the date of approval of this proposal, a stock split (including the gratis allotment of Company Shares) or reverse stock split is conducted, or other circumstance that requires the adjustment of the total number of Company Shares to be issued or disposed of under the Plan arises, such total number shall be reasonably adjusted as necessary. The amount to be paid per share shall be the closing price of the Company's stock on the Tokyo Stock Exchange on the business day preceding the resolution of the board of directors (or, if there is no transaction executed on that date, the closing price of the most recent trading date prior).

(2) Conditions for granting compensation to Outside Directors

The condition for granting compensation under the Plan is that the Outside Director continuously holds the position of Director of the Company during the applicable period. If the Outside Director resigns from the position as Director of the Company during the applicable period without just cause, commits certain acts of misconduct, or falls under the grounds for forfeiture of rights (as defined by the board of directors of the Company) which are deemed necessary for achieving the objectives of the stock-based compensation plan, no monetary compensation claims or cash will be granted to the Outside Director under the Plan, and Company Shares will also not be granted.

However, if the Outside Director resigns from the position of Director due to death during the applicable period, an amount of cash reasonably calculated by the board of directors of the Company within the total amount of compensation under the Plan shall be granted to the inheritor of the Outside Director in lieu of delivery of the Company Shares. Moreover, if the Outside Director resigns during the applicable period for reasons deemed justified by the board of directors, a number of Company Shares and cash, reasonably adjusted by the board of directors of the Company as necessary, shall be granted.

Furthermore, if, during the applicable period, any proposal concerning a merger agreement under which the Company becomes a dissolved entity, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other form of corporate reorganization is approved at a general meeting of shareholders of the Company (or, in cases where such approval by a general meeting of shareholders is not required, at a meeting of the board of directors; limited to cases where such corporate reorganization is scheduled to take effect before the date of share delivery under the Plan), and Outside Directors are to retire as a result of such corporate reorganization, the Company shall pay an amount of cash reasonably calculated by the board of directors in lieu of delivery of Company Shares within the total amount of compensation under the Plan, prior to the effective date of such corporate reorganization.