Note: This English translation is an abridged version of the original "Notice of Convocation for the 32nd Ordinary General Meeting of Shareholders" in Japanese. Of note, it does not include translations of certain documents (Business Report, Financial Statements (consolidated and non-consolidated), Independent Auditor's Report and the Company's Audit and Supervisory Committee Report) which are attached to the Japanese version. This English translation has been prepared as reference for the convenience of non-Japanese shareholders. In the event of any discrepancy between this version and the Japanese original, the original shall prevail.

(Securities Code: 8789)

December 2, 2026

To Our Shareholders:

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

NOTICE OF CONVOCATION FOR THE 32ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 32nd Ordinary General Meeting of Shareholders (hereafter, "the Meeting") of FinTech Global Incorporated (hereafter, "FGI" or "the Company"). Details of the Meeting are provided below.

For convening the Meeting, the Company applied measures for electronic provision of information for reference documents related to the general meeting of shareholders (hereafter, "matters for which measures have been taken to provide information in electronic format") and posted this information on the corporate website under the title "Notice of Convocation for the 32nd Ordinary General Meeting of Shareholders." The Company encourages shareholders to go to the following address to review content ahead of the Meeting.

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

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

Tokyo Stock Exchange website:

(Listed company search)

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

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing. Please look through "Reference Documents for General Meeting of Shareholders" sent with this notice of convocation and then, referring to the section "Guidance on Exercise of Voting Rights" in this document, exercise your voting rights by 5:30 p.m., Thursday, December 17, 2026 Japan Standard Time.

1. **Date and Time** Friday, December 18, 2026 at 10:00 a.m. (Reception opens at 9:00 a.m.)
2. **Place** Meiji Yasuda Hall Marunouchi,
4th Floor, Meiji Yasuda Life Insurance Building
2-1-1 Marunouchi, Chiyoda-ku, Tokyo
3. **Agenda**

Matters to be reported

1. Business Report, the Consolidated Financial Statements, the Independent Auditor's Report and the Company's Audit and Supervisory Committee Report on the Consolidated Financial Statements for the 32nd Business Term (from October 1, 2025, to September 30, 2026)
2. Non-consolidated Financial Statements for the 32nd Business Term (from October 1, 2025, to September 30, 2026)

Matters to be resolved:

Proposal No.1 Appropriation of surplus

Proposal No.2 Partial amendments to the Articles of Incorporation

Proposal No.3 Election of three (3) directors (other than directors who are members of the Audit and Supervisory Committee)

Proposal No.4 Election of two (2) directors who are members of the Audit and Supervisory Committee

Proposal No.5 Authorization for the Board of Directors to finalize subscription matters for share warrants to be issued as stock options to the Company's employees and its subsidiaries' directors and employees

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

Guidance on Exercise of Voting Rights

In-person attendance at General Meeting of Shareholders

	Please present the enclosed Voting Right Exercise Form to reception at the venue. Date and time of the Meeting: 10:00 a.m., Friday, December 18, 2026 (Reception opens at 9:00 a.m.)

Exercising voting rights in writing (post)

	Please review the attached Reference Documents for General Meeting of Shareholders then indicate your vote, for or against each proposal, on the enclosed Voting Right Exercise Form, and return it by post. You are encouraged to exercise your voting rights at your earliest convenience since only forms that are received by the shareholder registry administrator of the Company by the exercise deadline of 5:30 p.m., Thursday, December 17, 2026, will be treated as valid.

Exercising voting rights online

	Please review the attached Reference Documents for General Meeting of Shareholders and then enter your vote for or against each proposal. Exercise deadline: Votes must be entered no later than 5:30 p.m., Thursday, December 17, 2026.

(1) Exercising voting rights by proxy
If you are unable to attend the meeting in person, you may designate another shareholder of the Company who has voting rights to act as your proxy. If you wish to do this, a document certifying power of proxy must be submitted.

(2) Cautionary note on exercising voting rights by mail (in writing)
If you indicate neither approval nor disapproval of a proposal on the Voting Right Exercise Form, we will assume you are in favor of the proposal.

(3) Dealing with duplicate votes submitted both by post and online
If you exercise your voting rights by mailing in your voting form and also online, only your online vote will be treated as valid.

(4) Voting rights exercised online more than once
If you exercise your voting rights multiple times online, only your final vote will be treated as valid. Also, if you exercise your voting rights by personal computer as well as by smartphone, only your final vote will be deemed valid.

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

Reference Documents for General Meeting of Shareholders

Proposals and Reference Matters

Proposal No.1: Appropriation of surplus

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

(1) Type of dividend assets
Cash

(2) Allocation of dividend assets and sum total
The Company intends to pay ¥5.00 per share of common stock, resulting in total dividend payments of ¥943,337,735.

(3) Effective date for dividends from retained earnings
December 21, 2026

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

1. Reasons for amendments

(1) Change in "Purpose"
Additional line of business shall be added to Article 2 (Purpose) of the current Articles of Incorporation to address expanding and evolving scope of business activities undertaken by FGI and its subsidiaries.
(2) Change of the person authorized to convene and chair the Meeting
Article 14 of the current Articles of Incorporation shall be changed to allow a Director determined by the Board of Directors in advance to convene and chair the Meeting and thereby ensure flexibility in the operation of the meeting.
(3) Necessary changes, such as numbering, shall be made in connection with the above amendments.
Note that amendments to the Articles of Incorporation under this proposal shall take effect upon the conclusion of the Meeting.

2. Content of amendments to the Articles of Incorporation

The content of the proposed amendments is presented below.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendment
CHAPTER 1 **GENERAL PROVISIONS**	**CHAPTER 1** **GENERAL PROVISIONS**
(Purpose) Article 2 The purpose of the Company shall be to engage in the following lines of business:	(Purpose) Article 2 (No change)
1 – 14 (Text omitted)	1 – 14 (No change)
(New)	15. Leasing, purchase and sale, and asset management of aircraft and engines
15. The Company will through holdings of stock or equity equivalents seek to guide and manage the business activities of targeted companies involved in the following business pursuits.	16 (No change)
(1) –(11) (Text omitted)	(1) – (11) (No change)
(12) Technical services on aircraft and engines as well as consulting and asset management pertaining to aircraft and engines	(12) Technical services on aircraft and engines as well as consulting pertaining to aircraft and engines
(13) (Text omitted)	(13) (No change)

(New)	(14) Purchase and sale, brokerage, sourcing of investors, and asset management of aircraft and engines
(14) –(15) (Text omitted)	(15) –(16) (No change)
16 (Text omitted)	17 (No change)
CHAPTER 3 **GENERAL MEETING OF SHAREHOLDERS** (Convener and Chairperson) Article 14	**CHAPTER 3** **GENERAL MEETING OF SHAREHOLDERS** (Convener and Chairperson) Article 14
1. Unless otherwise provided by laws and regulations, the director who is the president of the Company, shall convene each general meeting of shareholders pursuant to the resolution of the Board of Directors and act as the chairperson thereof. 2. When such director is unable to act, another director, who is designated in accordance with an order of priority determined in advance by the Board of Directors, shall act as the chairperson thereof.	1. Unless otherwise provided by laws and regulations, the director who is chosen by the Board of Directors in advance, shall convene each general meeting of shareholders and act as the chairperson thereof. 2. When this director chosen in advance is unable to act, another director, who is designated in accordance with an order of priority determined in advance by the Board of Directors, shall act as the chairperson thereof.

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

The terms of office of all four (4) Directors (other than Directors who are members of the Audit and Supervisory Committee) will expire at the conclusion of the Meeting. Therefore, the Company requests the election of three (3) Directors (other than Directors who are members of the Audit and Supervisory Committee).

The candidates are:

No.	Name		Current Position and Responsibility at the Company	Attendance at Board of Directors Meetings	Years in Office
1	Nobumitsu Tamai	Reappointment Male	President and CEO	17/17 (100%)	32 years
2	Naoko Yoshioka	Reappointment Female	Director, Senior Executive Officer Head of Investment Banking Business Division	17/17 (100%)	6 years
3	Takashi Senda	Reappointment Male	Executive Vice President, Senior Executive Officer In charge of Project Administration/Accounting Department /Treasury Department / Business Planning Department/ Human Resources & General Affairs Department / Legal and Compliance Department / Credit Department / Portfolio Management Department / Finance Department, Head of Treasury Department, Business Planning Department, and Human Resources & General Affairs Department	17/17 (100%)	6 years (Note 2)

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

1.	**Nobumitsu Tamai** (Date of birth: June 11, 1963)	Reappointment

Career summary, and current position and responsibility at the Company:

Apr. 1986	Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)	Oct. 2021	President and CEO, Head of Investment Banking Business Division, Head of Sales Promotion Group, FGI
Dec. 1994	Founded FGI, President and CEO		
Jun. 2009	Representative Director, Public Finance Asset Management Incorporated (current)	Apr. 2023	Representative Director, Public Electric Power Company, Incorporated
		Oct. 2023	President and CEO, Head of Investment Banking Business Division, FGI
Oct. 2019	President and CEO, Head of Investment Banking Business Division, FGI	Nov. 2025	Chairman of the Board, Public Electric Power Company, Incorporated
		Apr. 2026	President and CEO, FGI (current)

Significant concurrent position:
Representative Director, Public Finance Asset Management Incorporated

No. of Company shares owned: 10,759,500 shares

Years in office (as of conclusion of Meeting): 32

Reason for nomination as candidate for reappointment as director:
Nobumitsu Tamai has been at the corporate helm of FGI—a specialist boutique investment bank focusing on structured finance to support the financial strategies of medium-sized companies and growth companies—since the Company's establishment. Mr. Tamai has a proven track record in efforts to build FGI into the company it has become, mainly by realizing financing tailored to the needs of each client and activities such as private equity investment. He has also helped increase the Company's corporate value through a continuous review of the business portfolio and a robust approach to leverage investment into growth fields and steps to cultivate new business areas. Mr. Tamai possesses extensive experience and deep insights accumulated over many years in management, which will benefit the Board of Directors' decision-making and supervisory functions and thereby contribute to higher corporate value of not only FGI but the entire FGI Group as well. For these reasons, Mr. Tamai has been nominated to continue to serve as a Director. If Mr. Tamai's nomination is approved, he is scheduled to assume the position of Chairman of the Board, subject to a formal resolution by the Board of Directors.

Special interest between the candidate and the Company:
FGI purchased land from Mr. Tamai in January 2026 to build a workation facility available to the FGI Group. The transaction price was based on the property's value as estimated by a certified real estate appraiser.

Attendance at Board of Directors' meetings held in the 32nd business term (the fiscal year ended September 30, 2026): 17/17 (100%)

2.	**Naoko Yoshioka** (Date of birth: December 28, 1965)	Reappointment

Career summary, and current position and responsibility at the Company:

Oct. 2001	Joined PricewaterhouseCoopers Tax Japan (now, PwC Tax Japan)	Oct. 2023	Director, Senior Executive Officer, in charge of Business Development Division / Business Planning Department, Head of Business Development Division, FGI
Jul. 2005	Joined Simplex Investment Advisors Inc.		Director, FinTech Asset Management Incorporated
Jun. 2007	Seconded to Simplex Real Estate Management Inc., Head of Fund Management Department	Oct. 2024	Director, Senior Executive Officer, in charge of Business Development Division / Second Business Department of Investment Banking Division/ Business Planning Department, Head of Business Development Division, FGI
Apr. 2011	Joined FGI		
Jun. 2012	Director, FinTech Asset Management Incorporated		
Jul. 2014	Head of Principal Investment Business Department, Group Business Development Division, FGI	Aug. 2025	Director, Senior Executive Officer, in charge of Business Development Division / Business Planning Department /Finance Department / Sales Promotion Office/Solutions Department, Head of Business Development Division, FGI
Dec. 2017	Executive Officer, Head of Project Promotion Department, FGI		
Oct. 2019	Representative Director and President, FinTech Asset Management Incorporated		
Dec. 2020	Director, FGI	Apr. 2026	Director, Senior Executive Officer Head of Investment Banking Business Division, FGI (current)

Significant concurrent position:
Not applicable

No. of Company shares owned:
644,400 shares

Years in office (as of conclusion of Meeting): 6

Reason for nomination as candidate for reappointment as director:
Naoko Yoshioka has experience working at a major tax accounting firm and a real estate investment advisory firm. She is also a certified public accountant and possesses extensive specialist knowledge related to finance, investment and accounting. Since joining FGI, Ms. Yoshioka has held various roles, notably, head of the Investment Division and President and CEO at a Group company, and currently focuses on expanding business activities as a Director, Senior Executive Officer and Head of the Investment Banking Business Division. The Company has nominated Ms. Yoshioka to continue to serve as a Director, having determined that her wealth of experience, specialist knowledge, and organizational management skills will contribute to higher corporate value of not only FGI but the entire FGI Group as well by enhancing the Board's decision-making and supervisory functions. If Ms. Yoshioka's nomination is approved, she is scheduled to assume the position of President and CEO of FGI, subject to a formal resolution by the Board of Directors.

Special interest between the candidate and the Company:
There is no special interest between Ms. Yoshioka and the Company.

Attendance at Board of Directors' meetings held in the 32nd business term (the fiscal year ended September 30, 2026): 17/17 (100%)

3.	**Takashi Senda** (Date of birth: August 4, 1967)	Reappointment

Career summary, and current position and responsibility at the Company:

Apr. 1991	Joined Toho Mutual Life Insurance Company (now, The Gibraltar Life Insurance Co., Ltd.)
Dec. 2004	Joined FGI
Apr. 2008	Head of Human Resources & General Affairs Department, General Affairs Division, FGI
Jul. 2011	Executive Officer, Head of Business Planning Department, FGI
Oct. 2014	Executive Officer, Head of Business Management Department, FGI
Dec. 2017	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department, Head of Accounting & Treasury Department, FGI
Oct. 2018	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department / Human Resources & General Affairs Department, Head of Accounting & Treasury Department and Human Resources & General Affairs Department, FGI
Nov. 2019	Representative Director and President, Moomin Monogatari, Ltd.
Dec. 2019	Senior Executive Officer, in charge of Metsä operations
Dec. 2020	Director, Senior Executive Officer, FGI
Dec. 2021	Director, Senior Executive Officer, in charge of Accounting & Treasury Department / Business Planning Department / Human Resources & General Affairs Department, Head of Human Resources & General Affairs Department, FGI
Oct. 2022	Director, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department, Head of Treasury Department / Business Planning Department, FGI
Dec. 2023	Executive Vice President, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department/ Human Resources & General Affairs Department, Head of Treasury Department / Business Planning Department / Human Resources & General Affairs Department, FGI
May 2025	Executive Vice President, Senior Executive Officer, in charge of Accounting Department / Treasury Department / Business Planning Department/ Human Resources & General Affairs Department / Legal and Compliance Department, Head of Treasury Department / Business Planning Department / Human Resources & General Affairs Department, FGI
Apr. 2026	Executive Vice President, Senior Executive Officer, in charge of Project Administration / Accounting Department / Treasury Department / Business Planning Department / Human Resources & General Affairs Department / Legal and Compliance Department / Credit Department / Portfolio Management Department / Finance Department, Head of Treasury Department, Business Planning Department and Human Resources & General Affairs Department, FGI (current)

Significant concurrent position:
Not applicable

No. of Company shares owned:	**Years in office (as of conclusion of Meeting): 6**
552,800 shares	(Mr. Senda held the position of Director (other than a Director who is a member of the Audit and Supervisory Committee) from December 2017 to December 2019, and his cumulative years in office including this position is eight years.)

Reason for nomination as candidate for reappointment as director:

Takashi Senda has been involved in administrative departments of the Company as a person of responsibility, possesses abundant operational knowledge and experience regarding human resources, financial affairs and corporate planning, and is well-versed in general management. He has contributed to the sustainable growth of FGI through his involvement in planning financial strategies that underpin growth investments, driving fund-procurement efforts and strengthening human capital. The Company has nominated Mr. Senda to continue to serve as a Director, having determined that his many years of experience and knowledge will contribute to higher corporate value of not only FGI but the entire FGI Group as well by enhancing the Board's decision-making and supervisory functions.

Special interest between the candidate and the Company:
There is no special interest between Mr. Senda and the Company.

Attendance at Board of Directors' meetings held in the 32nd business term (the fiscal year ended September 30, 2026): 17/17 (100%)

Proposal No.4: Election of two (2) Directors who are members of Audit and Supervisory Committee

The term of office for two (2) Directors who are members of the Audit and Supervisory Committee—Atsuhiko Nozaki and Kenjiro Suzuki—will expire at the conclusion of the Meeting. Therefore, the Company requests the election of two (2) Outside Directors who are members of the Audit and Supervisory Committee—one of whom is to be reappointed and one of whom is to be newly appointed.

The Audit and Supervisory Committee has approved this proposal.

The two candidates are:

No.	Name		Current Position and Responsibility at the Company	Attendance at Board of Directors Meetings	Attendance at Audit and Supervisory Committee Meetings	Years in Office
1	Atsuhiko Nozaki	Reappointment Outside Independent Male	Director, Audit and Supervisory Committee Member	17/17 (100%)	13/13 (100%)	4 years
2	Yoshiki Takeuchi	New appointment Outside Independent Male	Advisor	Not applicable	Not applicable	Not applicable

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

1. Atsuhiko Nozaki (Date of birth: December 2, 1952)

Reappointment /Outside/Independent Director

Career summary, and current position and responsibility at the Company:

Apr. 1975	Joined Nippon Life Insurance Company	Jun. 2012	Auditor, Osaka Cancer Society (a public interest incorporated foundation) (current)
Jul. 2001	Manager of Auditing Department, Nippon Life Insurance Company	Jun. 2015	President, Nissay Green Foundation (a public interest incorporated foundation)
Jul. 2004	Corporate Auditor, Nippon Life Insurance Company	Jun. 2018	Advisor, Public Interest Incorporated Foundation Nippon Life Saiseikai
Mar. 2007	Full-time Corporate Auditor, Nippon Life Insurance Company	Jun. 2021	Outside Director, The Kinki Sharyo Co., Ltd. (current)
Jun. 2008	Outside Corporate Auditor, The Kinki Sharyo Co., Ltd.	Jan. 2022	Advisor of FGI
Jul. 2008	President, Nippon Life Saiseikai Foundation (currently certified as a public interest incorporated foundation)	Dec. 2022	Outside Director, Audit and Supervisory Committee Member, FGI
		Dec. 2023	Outside Director, Full-time Audit and Supervisory Committee Member, FGI (current)

Significant concurrent position:

Outside Director, The Kinki Sharyo Co., Ltd.

No. of Company shares owned:

0 shares

Term of office of Outside Director (Audit and Supervisory Committee Member) (at the conclusion of the Meeting):

4 years

Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member, and outline of expected role:

Atsuhiko Nozaki has experience as a corporate auditor at a life insurance company and in management at incorporated foundations, and possesses wide-ranging knowledge, especially insights on auditing. FGI also benefits from the valuable advice and suggestions he offers at Board of Directors' meetings. Also, as a full-time member of the Audit and Supervisory Committee, Mr. Nozaki acts as a communication bridge by gathering information through discussions with officers and employees and then sharing this information with part-time members of the Audit and Supervisory Committee and constantly engaging in opinion exchange with other members of the Audit and Supervisory Committee. Such efforts contribute to the operation of the Audit and Supervisory Committee. The Company requests Mr. Nozaki's reappointment as an Outside Director who is an Audit and Supervisory Committee Member, having concluded that he will continue to apply his extensive experience and insights to audit and supervise the execution of duties by Directors from a position independent of management, thereby contributing to appropriate decision-making by the Board of Directors and further enhancing the effectiveness of the Board's supervisory function.

Special interest between the candidate and the Company:

There is no special interest between Mr. Nozaki and the Company.

Attendance at Board of Directors' meetings and Audit and Supervisory Committee meetings held in the 32nd business term (the year ended September 30, 2026)

Board of Directors Meetings: 17/17 (100%)

Audit and Supervisory Committee Meetings: 13/13 (100%)

Independent Director

The Company has registered Mr. Nozaki with the Tokyo Stock Exchange as an Independent Officer, in accordance with requirements regarding the designation of outside directors who present no risk of a conflict of interest with general shareholders. If Mr. Nozaki is reappointed, the Company will again designate him as an independent director. In January 2022, FGI entered into an advisory agreement with Mr. Nozaki that lasted for about a year. Total compensation during the contracted period was less than ¥10 million on an annualized basis, and because the amount is not significant, this prior role does not impact Mr. Nozaki's independence. It also bears mentioning that Mr. Nozaki worked for Nippon Life Insurance Company, which is a business partner of the Company and its subsidiaries. However, more than 10 years have passed since he left the company, and the amount paid to or received from the company in transactions with the Company and its subsidiaries for the fiscal year ended September 30, 2026, was less than 1% of consolidated revenues or ordinary income of the Company and its subsidiaries or the company. Accordingly, management has concluded that the company is not a business partner that could significantly affect the Company's decision making.

2.	**Yoshiki Takeuchi** (Date of birth: May 12, 1960) New appointment /Outside/Independent Director

Career summary, and current position and responsibility at the Company:

Apr. 1983	Entered Ministry of Finance (MOF)	Jul. 2015	Director-General, Kinki Local Finance Bureau, MOF
Jul.1985	Studied at Oxford University (MPhil in Economics)	Jun. 2016	Director-General, International Bureau, MOF
Jul. 2004	Director, International Tax Policy Division, Tax Bureau, MOF	Jul. 2019	Vice-Minister of Finance for International Affairs
Jul. 2006	Budget Examiner, Budget Bureau, MOF	Jul. 2020	Retired from MOF
Jul. 2007	Director, Foreign Exchange Markets Division, International Bureau, MOF	Jan. 2021	Executive Advisor, FGI (resigned October 2021)
Jul. 2009	Visiting Research Fellow, Royal Institute of International Affairs (Chatham House), UK	Nov. 2021	Deputy Secretary-General, Organisation for Economic Co-operation and Development (OECD)
Jul. 2011	Counsellor, Minister's Secretariat, MOF	Jan. 2026	Advisor, FGI (current) Outside director, LIBERA GROUP Co., Ltd. (current)
Aug. 2012	Deputy Director-General, Minister's Secretariat, MOF	Feb. 2026	Advisor, Meiji Yasuda Life Insurance Company (current)
Jul. 2014	Deputy Director-General, International Bureau, MOF		

Significant concurrent position:
Outside Director, LIBERA GROUP Co., Ltd.

No. of Company shares owned:	**Term of office of Outside Director (Audit and Supervisory Committee Member) (at the conclusion of the Meeting):**
0 shares	Not applicable

Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member, and outline of expected role:

Yoshiki Takeuchi has enjoyed a distinguished career, holding key positions at the Ministry of Finance including Director-General of the International Bureau and Vice-Minister of Finance for International Affairs. He has a high-level specialized knowledge and a wealth of experience in international finance, public finance and taxation. From 2021 through 2025, Mr. Takeuchi also served as Deputy Secretary-General of the Organisation for Economic Co-operation and Development (OECD), gaining experience in organizational management from an international perspective.

Although Mr. Takeuchi has never been involved in the running of a company other than as an outside director or outside corporate auditor, the Company has nominated him as a candidate for an Outside Director who is an Audit and Supervisory Committee Member, seeing the experience and insight he has acquired in these roles giving him the ability to audit and supervise the execution of duties by Directors from a perspective independent of the management team, and thereby contributing to appropriate decision-making and enhancing the effectiveness of the Board's supervisory function.

Special interest between the candidate and the Company:

In January 2026, FGI entered into an advisory agreement with Mr. Takeuchi under which he has been retained to provide advice on the management policies of FGI and the FGI Group. But if his appointment to the position of Outside Director who is an Audit and Supervisory Committee Member is approved, the Company plans to terminate this agreement. Total compensation during the contracted period under each agreement was less than ¥10 million on an annualized basis, and the Company has determined that there is no risk of a conflict of interest with general shareholders.

Attendance at Board of Directors' meetings and Audit and Supervisory Committee meetings held in the 32nd business term (the year ended September 30, 2026)

Board of Directors Meetings: Not applicable
Audit and Supervisory Committee Meetings: Not applicable

Independent Director

If Mr. Takeuchi is appointed to the position of an Outside Director, the Company intends to designate him as an Independent Officer, in accordance with requirements regarding the designation of outside directors who present no risk of a conflict of interest with general shareholders. In addition to the aforementioned advisory agreement between FGI and Mr. Takeuchi, the Company previously engaged Mr. Takeuchi under an advisory agreement between January 2021 and October of the same year. Total compensation during the contracted period was less than ¥10 million on an annualized basis, and because the amounts are not significant, neither agreement impacts Mr. Takeuchi's independence.

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

Principal areas of specialized experience and areas (up to five) where expertise of each director candidate is expected to shine are as follows:
(Note that this table is not an exhaustive list of expertise possessed by each candidate.)

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

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

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

Proposal No.5: Authorization for the Board of Directors to finalize subscription matters for share warrants to be issued as stock options to the Company's employees and its subsidiaries' Directors and employees

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

Share warrants are subject to the provisions applicable to the acquisition of share warrants, under which the Company may acquire share warrants free of charge in the case where the consolidated financial statements including the consolidated statements of income (limited to those in relation to the 33rd business term of the Company), in which the Company posted a loss attributable to the owners of the parent company, are approved at the Company's Board of Directors' meeting.

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

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

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

In principle, stock options shall be offered for the benefit of some employees (including contract employees and fixed-term employees) who are in service with the Company and directors and employees (including contract employees) who are in service with its subsidiaries as of September 30, 2026, and at the time of the issuance. The Company will issue the same kind of stock option (share warrant) every year.

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

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

The maximum number of share warrants shall be 3,550 lots, in accordance with the particulars set forth in (3) below.

The number of shares to be granted upon exercise of share warrants shall be the 355,000 ordinary shares of the Company at the maximum and in the event of adjustment in the number of shares granted as defined in (3) (a) below, the maximum number of shares shall be the total number of the post-adjustment shares granted multiplied by the maximum number of share warrants stated above.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(c) Exercisable period of share warrants

The above period shall be set forth by the Board of Directors of the Company between December 28, 2028 and November 30, 2036.

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

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

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

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

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

(f) Provisions applicable to the acquisition of share warrants

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

i. Proposal for approval of a merger contract based on which the Company is to become a disappearing entity

ii. Proposal for approval of a split-up contract or split-up plan based on which the Company is to be split up

iii. Proposal for approval of a share-exchange contract or share-transfer plan based on which the Company is to become a wholly-owned subsidiary

iv. Proposal for approval of a modification to the applicable provisions in the Articles of Incorporation of the Company prescribing approval of the Company on acquisition by transfer of the Company's shares which shall be commonly applicable to all shares issued by the Company

v. Proposal for approval of a modification to the applicable provisions in the Articles of Incorporation of the Company prescribing approval of the Company on acquisition by transfer of the Company's shares to be obtained upon exercise of share warrants, or prescribing approval of the General Meeting of Shareholders of the Company on acquisition of all the aforesaid shares

vi. Proposal for approval of the consolidated financial statements including the consolidated statements of income (limited to those in relation to the 33rd business term of the Company), in which the Company posted a loss attributable to owners of the parent company.

vii. In the case where warrant holders can no longer exercise their options before exercise

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

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

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

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

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

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

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

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

iv. Value of assets contributed upon exercise of share warrants

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

v. Exercisable period of share warrants

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

vi. Matters in relation to the increased capital and legal capital surplus at the issuance of new shares upon exercise of share warrants
The above shall be subject to the provisions in (d) above.
vii. Restrictions on the acquisition of share warrants by transfer
Acquisition of share warrants by transfer shall be subject to approval of the Board of Directors of the reorganized entity.
viii. Provisions applicable to the acquisition of share warrants
The above shall be subject to the provisions in (f) above.
ix. Other terms and conditions applicable to the exercise of share warrants
The above shall be subject to the provisions in (h) below.

(h) Other terms and conditions applicable to the exercise of share warrants
In the event of waiver of share warrants by the holder, such share warrant shall not be exercised.

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

END