

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 8715

June 9, 2026

(Date of commencement of electronic provision measures: June 1, 2026)

To our shareholders:

Komori Nobuaki
Representative Director
Anicom Holdings, Inc.
8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

Notice of the 26th Annual General Meeting of Shareholders

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

We would like to inform you that the 26th Annual General Meeting of Shareholders of Anicom Holdings, Inc. (the “Company”) will be held as indicated below.

When convening this Annual General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Company website on the internet.

The Company website:
<https://www.anicom.co.jp/ir/stock/shareholder/> (Japanese only)

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE) on the internet.

The TSE website:
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the TSE website, input the issue name (Anicom) or securities code, click “Search,” then click “Basic information,” and select “Documents for public inspection/PR information.”

If you will not attend the meeting in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights, so that your vote is received by 6:00 p.m. on Tuesday, June 23, 2026 (JST).

1. Date and Time: Wednesday, June 24, 2026 at 2:00 p.m. (JST)

2. Venue: 5th Floor, Anicom Building
2-13-37, Konan, Minato-ku, Tokyo

Please note that the venue is different from last year’s venue. Please ensure that you come to the correct location.

3. Purpose of the Meeting:

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the fiscal year 2025 (from April 1, 2025 to March 31, 2026), and the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the fiscal year 2025 (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Election of Two Audit & Supervisory Board Members
Proposal No. 4: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)
Proposal No. 5: Determination of Remuneration for Performance-Based Restricted Stock Remuneration to Directors (Excluding Outside Directors)

- If you attend the meeting in person, you are kindly requested to submit the enclosed voting form at the reception.
- If any changes are made to the matters subject to electronic provision measures, such changes will be posted on each website where the documents are posted.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management priority and makes it a basic policy to pay ongoing and stable dividends from a medium- to long-term perspective while taking into account financial soundness and capital efficiency.

In the current consolidated fiscal year, as the first year of the Mid-Term Management Plan FY2025-FY2027, we have strived to achieve even higher corporate value in line with our management vision for the second founding period, while at the same time seeking to improve shareholder returns, by balancing capital, risk, and return, to achieve a dividend payout ratio of around 30%.

Based on careful consideration of these policies and the current strong earnings trend, the Company plans to pay an increased year-end dividend, an increase of 0.5 yen, for the fiscal year under review as follows.

- (1) Type of dividend property
To be paid in **cash**.
- (2) Allotment of dividend property and their aggregate amount
¥9.00 per common share of the Company
The total dividends will be **¥662,745,852**.
- (3) Effective date of dividends of surplus
June 25, 2026

Proposal No. 2: Election of Nine Directors

The terms of office of all six Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, in order to further strengthen its management structure, the Company proposes to elect nine Directors, with the number of Outside Directors to be increased by three. Furthermore, in regard to the appointment of candidates for Directors, from the perspective of ensuring objectivity and transparency, this was deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and was determined by the Board of Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Gender	Positions in the Company	Attendance at Board of Directors meetings
1	Komori Nobuaki [Reappointment]	Male	Representative Director and President Executive Officer	100% (15/15 times)
2	Momose Yumiko [Reappointment]	Female	Representative Director and Vice President Executive Officer	93.3% (14/15 times)
3	Tanaka Eiichi [Reappointment] [Outside] [Independent]	Male	Director	100% (15/15 times)
4	Shoyama Katsuo [Reappointment] [Outside] [Independent]	Male	Director	100% (15/15 times)
5	Takemi Hiromitsu [Reappointment] [Outside] [Independent]	Male	Director	100% (15/15 times)
6	David G. Litt [Reappointment] [Outside] [Independent]	Male	Director	100% (15/15 times)
7	Owada Seiya [New appointment] [Outside]	Male	—	—
8	Katsuya Toshihiko [New appointment] [Outside] [Independent]	Male	—	—
9	Hayashi Shiro [New appointment] [Outside]	Male	—	—

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
1	<p>Komori Nobuaki (May 2, 1969) [Reappointment]</p> <p>Number of years serving as Director: 25 years and 11 months</p> <p>Attendance at Board of Directors meetings: 15/15 times (100%)</p>	<p>1992 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>2000 Established the Company President and Representative Director</p> <p>2017 Director of AHB Inc (current position)</p> <p>2018 Director, Chairman, and Executive Officer of Anicom Insurance, Inc. (current position)</p> <p>2018 Representative Director and President Executive Officer of the Company (current position)</p> <p>2020 Director of Anicom Specialty Medical Institute, Inc. (current position)</p> <p>2021 Director of Anicom Pafe, Inc. (current position)</p> <p>2025 Specially appointed professor of Graduate School of Advanced Integrated Studies in Human Survivability, Kyoto University</p> <p>2025 Outside Director of RIVERFIELD Inc. (current position)</p> <p>(Responsibility) Executive Manager, Internal Audit Office (Significant concurrent positions) Director, Chairman, and Executive Officer of Anicom Insurance, Inc. Director of AHB Inc Director of Anicom Specialty Medical Institute, Inc. Director of Anicom Pafe, Inc. Outside Director of RIVERFIELD Inc.</p>	1,673,200 shares
<p>[Reasons for nomination as candidate for Director] He is the Company's founder and has supervised the management of the Group overall and driven its business as the Representative Director since its foundation in 2000. The Company proposes his election as Director due to his wide range of knowledge, experience, and judgment capabilities required for corporate management, in addition to sufficient knowledge and experience related to the non-life insurance business.</p>			
2	<p>Momose Yumiko (September 8, 1967) [Reappointment]</p> <p>Number of years serving as Director: 6 years</p> <p>Attendance at Board of Directors meetings: 14/15 times (93.3%)</p>	<p>1991 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>2000 Joined the Company</p> <p>2003 Director</p> <p>2005 Managing Director</p> <p>2010 Managing Director of Anicom Insurance, Inc.</p> <p>2015 Senior Managing Director</p> <p>2018 Director and Senior Managing Executive Officer (current position)</p> <p>2018 Senior Managing Executive Officer of the Company</p> <p>2020 Director and Senior Managing Executive Officer</p> <p>2022 Representative Director and Vice President Executive Officer (current position)</p> <p>(Responsibility) Risk Management Department, Human Resources Management Department, Intellectual Property Department (Significant concurrent positions) Director and Senior Managing Executive Officer of Anicom Insurance, Inc.</p>	857,200 shares
<p>[Reasons for nomination as candidate for Director] She is one of the Company's founding members and has been involved in the overall management of the Group since its foundation in 2000. Currently, as Representative Director and Vice President Executive Officer, she is in charge of the human resources and risk management departments, contributing to strengthening the Company's internal management structure. She is also in charge of intellectual property department and contributes to promoting the Group's intellectual property strategy. As she has acquired knowledge, experience, and judgment capabilities required for the management of the Company as an insurance company group through her prior experience, the Company proposes her election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
3	Tanaka Eiichi (November 25, 1953) [Reappointment] [Outside] [Independent] Number of years serving as Director: 6 years Attendance at Board of Directors meetings: 15/15 times (100%)	1978 Joined the Ministry of Posts and Telecommunications 2007 Director-General of the Radio Department, Telecommunications Bureau, Ministry of Internal Affairs and Communications 2008 Director-General for Policy Coordination, Minister's Secretariat 2010 Director-General of Minister's Secretariat 2010 Director-General for Information and Communications Bureau 2012 Vice-Minister for Policy Coordination 2013 Adviser of Sompo Japan Nipponkoa Insurance Inc. (currently Sompo Japan Insurance Inc.) 2015 Executive Vice President of NTT Communications Corporation 2019 Director of Secure Broadcasting Authorization and Research Center 2019 Audit & Supervisory Board Member of GC Story co., ltd. (currently GC Holdings Co., Ltd.) (current position) 2020 Outside Director of the Company (current position) (Significant concurrent positions) Audit & Supervisory Board Member of GC Holdings Co., Ltd.	—
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has held key positions successively at the Ministry of Posts and Telecommunications and the Ministry of Internal Affairs and Communications. Moreover, he has been involved in corporate management at NTT Communications Corporation while also being deeply involved in initiatives that combine business with SDGs. With growing expectations for corporate contribution to SDGs as a background, the Company expects that he will perform an appropriate supervisory function while utilizing his specialized knowledge, cultivated through his prior experience, for the management of the Company, and provide valuable proposals at the Board of Directors, and as such proposes his election as Outside Director.			
4	Shoyama Katsuo (February 21, 1955) [Reappointment] [Outside] [Independent] Number of years serving as Director: 4 years Attendance at Board of Directors meetings: 15/15 times (100%)	1978 Joined ASAHI BREWERIES, LTD. (currently Asahi Group Holdings, Ltd.) 2008 Senior Officer and General Manager of Higashi-kanto Regional Headquarters 2011 Corporate Officer and General Manager of Chugoku Regional Headquarters 2013 President and Representative Director of LB Co., Ltd. 2016 Senior Managing Director of Asahi Group Foods, Ltd. 2017 President and Representative Director 2021 Company Friend of Asahi Group Holdings, Ltd. (current position) 2022 Outside Director of KAMEDA SEIKA CO., LTD. (current position) 2022 Outside Director of the Company (current position) (Significant concurrent positions) Company Friend of Asahi Group Holdings, Ltd. Outside Director of KAMEDA SEIKA CO., LTD.	—
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience and insight in corporate management and the food business, having served in various important positions at ASAHI BREWERIES, LTD. and other companies and as President and Representative Director of Asahi Group Foods, Ltd. Based on such experience and insight, the Company expects that he will provide advice and guidance on the Company's management, including the various business projects undertaken by the Group, and that he will perform an appropriate supervisory function, and as such proposes his election as Outside Director.			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
5	<p>Takemi Hiromitsu (December 16, 1952) [Reappointment] [Outside] [Independent]</p> <p>Number of years serving as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 15/15 times (100%)</p>	<p>1975 Joined Japan Development Bank (currently Development Bank of Japan)</p> <p>1982 MBA, University of Rochester, USA</p> <p>1998 Harvard Business School, USA Completed Advanced Management Program</p> <p>2001 Vice Director of Research Institute of Capital Formation, Development Bank of Japan</p> <p>2004 Executive Officer of ShinGinko Tokyo, Limited (currently Kiraboshi Bank, Ltd.)</p> <p>2006 Professor of Graduate School of Accounting & Finance, Chiba University of Commerce (Field of academic interests: Corporate governance and corporate finance)</p> <p>2007 PhD in Policy Studies, Graduate School of Policy Studies, Chiba University of Commerce</p> <p>2017 Outside Audit & Supervisory Board Member of the Company</p> <p>2022 Outside Director of the Company (current position)</p> <p>2023 Emeritus Professor, Visiting Professor of Graduate School of Accounting & Finance, Chiba University of Commerce (Field of academic interests: Corporate governance, business ethics, finance, and economics) (current position)</p> <p>(Significant concurrent positions) Emeritus Professor, Visiting Professor of Graduate School of Accounting & Finance, Chiba University of Commerce</p>	—
<p>[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience, track record and insights about corporate governance and corporate finance, supported by his deep academic knowledge. He also has the experience of being involved in the management of a financial institution. The Company expects that he will put his wide-ranging experience, track record and insights to use for the Company's management and that he will perform as appropriate supervisory functions, and as such proposes his election as Outside Director.</p>			
6	<p>David G. Litt (October 10, 1962) [Reappointment] [Outside] [Independent]</p> <p>Number of years serving as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 15/15 times (100%)</p>	<p>1988 Judicial Clerk to the Chief Judge Alfred T. Goodwin of the U.S. Court of Appeals for the Ninth Circuit</p> <p>1989 Admission to the State Bar of California</p> <p>1990 Judicial Clerk to Justice Anthony M. Kennedy of the U.S. Supreme Court</p> <p>1991 Admission to the District of Columbia Bar</p> <p>1991 Joined O'Melveny & Myers LLP, Partner</p> <p>2007 Joined Morrison & Foerster LLP, Partner</p> <p>2012 CEO and Representative Director, Deneb Renewable Energy KK</p> <p>2015 Professor, Keio University Law School (current position)</p> <p>2020 Joined O'Melveny & Myers LLP, Foreign lawyer</p> <p>2022 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions) Professor, Keio University Law School</p>	2,000 shares
<p>[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has academic knowledge and experience as a professor of Keio University Law School as well as expertise in the field of international legal affairs. He also has knowledge in the areas of corporate management and the SDGs, including serving as a Representative Director of a renewable energy company. Based on his experience, knowledge and insight, the Company expects that he will provide appropriate advice to the Company's management, and that he will perform an appropriate supervisory function, and as such proposes his election as Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
7	Owada Seiya (January 13, 1974) [New appointment] [Outside]	1996 Joined Hikari Tsushin, Inc. 1999 General Manager, Network International Communications Division 2003 General Manager, TMC Division, NW Business Headquarters 2008 General Manager, TMC Business Headquarters 2008 Director 2009 Senior Executive Officer (currently Executive Officer) 2011 General Manager, Product Planning Division 2018 Outside Director of Actcall Inc. 2018 Director of Hikari Tsushin, Inc. 2019 Director of Hoken Minaoshi Hongo, Inc. 2019 Director of Sakura Insurance Inc. (current position) 2020 Executive Officer and General Manager, Non-life Insurance Division of Hikari Tsushin, Inc. 2020 Representative Director of NFC Holdings, Inc. 2020 Director of Nihon Kyosai Co., Ltd. 2020 Director of NFC Holdings, Inc. 2021 Director of Takumi Warranty&Protection Inc. (current position) 2021 Director of Sumai Kyosai, Inc. 2023 Director of HCMA Alpha Inc. (current position) 2024 Director of Olive Small Amount and Short Term Insurance Co., Ltd. (current position) 2024 Director of Smile Small Amount and Short Term Insurance Co., Ltd. (current position) 2024 Director of Plus Small Amounts and Short Term Insurance Co., Ltd. (current position) 2024 Representative Director of The Insurant Group (current position) 2025 Director of Sakura Life Generation Inc. (current position) 2025 Managing Executive Officer of Hikari Tsushin, Inc. 2026 Senior Executive Officer (current position) (Significant concurrent positions) Senior Executive Officer of Hikari Tsushin, Inc.	20,000 shares
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience and deep insight in the insurance business and related areas, including involvement in the management of a non-life insurance company. Based on his experience and insight, the Company expects that he will provide advice and constructive proposals on the Company's overall management, including the management control of the Company Group, whose core business is the insurance business, and as such proposes his election as Outside Director.			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
8	Katsuya Toshihiko (December 18, 1965) [New appointment] [Outside] [Independent]	1989 Joined The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.) 2006 Joined Monex Beans Holdings, Inc. (currently Monex Group, Inc.); Executive Officer, General Manager of Planning Office; General Manager of Corporate Administration Department 2010 Representative Director and President of Monex FX, Inc. (currently Monex, Inc.) 2013 Executive Officer, Chief Project Officer of Monex Group, Inc. 2014 Director and Senior Managing Executive Officer of Monex, Inc. 2015 Director and Deputy President 2015 President and Representative Director 2017 Managing Director and Executive Officer of Monex Group, Inc. 2017 Executive Officer and Chief Operating Officer 2018 President and Representative Director of Coincheck, Inc. 2019 Director of Japan Virtual Currency Exchange Association (currently Japan Virtual and Crypto assets Exchange Association) 2019 Senior Executive Officer and Chief Financial Officer of Monex Group, Inc. 2021 Deputy President and Executive Officer of ARUHI Corporation 2021 Representative Director, Deputy President and COO 2022 Representative Director, President, CEO and COO 2024 Non-Executive Director of Coincheck Group N.V. 2025 Executive Director (current position) 2025 COO (current position) (Significant concurrent positions) Executive Director of Coincheck Group N.V. COO of Coincheck Group N.V.	-
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] In addition to his experience engaging in a wide range of financial practices at banks, securities companies and other financial institutions over many years, he has a track record in various forms of corporate management, including the management of listed companies, group companies and startup companies. The Company expects that he will utilize his advanced insight, backed by his deep knowledge of both financial practices and corporate management, to provide advice and perform an appropriate supervisory function for the management of the Company Group, which operates the insurance business.			
9	Hayashi Shiro (March 20, 1977) [New appointment] [Outside]	2001 Joined JPMorgan Chase & Co. 2005 Joined SPARX Group Co., Ltd. 2009 Joined Dalton Investments, Inc. 2014 Representative Director of Dalton Advisory K.K. (current position) 2016 Director of Prestige International Inc. 2020 Non-Executive Director of Tenma Corporation (Significant concurrent positions) Representative Director of Dalton Advisory K.K.	-
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience and advanced expertise in finance and capital markets through many years of experience in the financial industry. Based on his experience and insight, the Company expects that he will provide advice and constructive proposals on the Company's management from the perspectives of shareholders and capital markets.			

(Notes)

- There are no special interests between any of the candidates for Directors and the Company.
- Tanaka Eiichi, Shoyama Katsuo, Takemi Hiromitsu, David G. Litt, Owada Seiya, Katsuya Toshihiko, and Hayashi Shiro are candidates for Outside Directors. At the conclusion of this Annual General Meeting of Shareholders, Tanaka Eiichi will have served as Outside Director for a period of six years, and Shoyama Katsuo, Takemi Hiromitsu and David G. Litt will have served as Outside Directors for a period of four years. The Company has submitted notifications to Tokyo Stock Exchange, Inc. concerning Tanaka Eiichi, Shoyama Katsuo, Takemi Hiromitsu, and David G. Litt as Independent Officers as stipulated by the Exchange. If their reelection is approved, the Company plans to continue to notify them as Independent Officers.
In addition, if the election of Katsuya Toshihiko is approved, the Company plans to notify him as an Independent Officer.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Tanaka Eiichi, Shoyama Katsuo, Takemi Hiromitsu, and David G. Litt to limit their liability for damages under

Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act, and if their reelections are approved, the Company plans to renew the aforementioned agreement with them. In addition, if the election of Owada Seiya, Katsuya Toshihiko, and Hayashi Shiro is approved, the Company plans to enter into such agreements with each of them.

4. The number of the Company's shares owned by Momose Yumiko is the number of stocks actually owned by her, including stocks owned as regulated marketable securities in trust.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Details of the contract are as described in "2. (4) Outline of the directors and officers liability insurance contracts" of the Business Report (available in Japanese). If the elections of the candidates for Director are approved, they will be included in the insured of this insurance contract. In addition, the Company plans to renew the insurance contract with the above details when it is due for renewal.

Proposal No. 3: Election of Two Audit & Supervisory Board Members

The term of office of the Audit & Supervisory Board Members Hanaoka Makoto and Ito Koichi will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, the Company proposes to elect two Audit & Supervisory Board Members.

Furthermore, in regard to the appointment of candidates for Audit & Supervisory Board Members, from the perspective of ensuring objectivity and transparency, this was deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and was determined by the Board of Directors.

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:

Candidate No.	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of the Company's shares owned
1	Hanaoka Makoto (April 3, 1969) [Reappointment] Number of years serving as Audit & Supervisory Board Member: 4 years Attendance at Board of Directors meetings: 14/15 times (93.3%) Attendance at Audit & Supervisory Board meetings: 13/14 times (92.8%)	1992 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.) 2014 Joined Anicom Insurance, Inc. 2014 Executive Officer 2018 Director and Executive Officer 2022 Director of ATE Co., Ltd. 2022 Audit & Supervisory Board Member of the Company (current position) 2023 Director of Value Group Co., Ltd. (currently Value Financial Holdings Inc.) 2023 Director of Value Agent Co., Ltd. 2024 Director, Vice President and Executive Officer of Value Financial Holdings, Inc. 2024 Director, Vice President and Executive Officer of Value Agent, Co., Ltd. (Significant concurrent positions) —	14,200 shares
[Reasons for nomination as candidate for Audit & Supervisory Board Member] The Company proposes his election as an Audit & Supervisory Board Member so that he can utilize his knowledge and practical experience in the insurance business accumulated through his extended period of service at Tokio Marine & Fire Insurance Co., Ltd. and Anicom Insurance, Inc. to strengthen the Company's auditing system.			

	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of the Company's shares owned
2	Ito Koichi (December 30, 1969) [Reappointment] [Outside] [Independent] Number of years serving as Audit & Supervisory Board Member: 3 years 11 months Attendance at Board of Directors meetings: 14/15 times (93.3%) Attendance at Audit & Supervisory Board meetings: 14/14 times (100%)	1998 PhD MD, PhD MD Course, Graduate School of Medicine and Faculty of Medicine, The University of Tokyo 1998 Research Associate of The Tokyo University of Pharmacy and Life Sciences and Japan Society for the Promotion of Science 2000 Research Associate of Kurume University 2001 Researcher of The University of Texas Medical Branch at Galveston 2005 Assistant Professor of the Graduate School of the University of Tokyo 2008 Associate Professor of the Graduate School of the University of Tokyo 2015 Project Associate Professor, Graduate School of the University of Tokyo 2022 Audit & Supervisory Board Member of the Company (current position) 2025 Project Professor, Graduate School of the University of Tokyo (current position) (Significant concurrent positions) Project Professor, Graduate School of the University of Tokyo	4,000 shares
	[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] He has specialized knowledge and experience in the field of life sciences as a project professor of the Graduate School of the University of Tokyo. The Company proposes his election as an Outside Audit & Supervisory Board Member so that he can utilize his specialized knowledge, experience, and high-level insight to strengthen the Company's auditing system.		

(Notes)

1. There are no special interests between the candidates for Audit & Supervisory Board Members and the Company.
2. Ito Koichi is a candidate for Outside Audit & Supervisory Board Member. At the conclusion of this Annual General Meeting of Shareholders, Ito Koichi will have served as Outside Audit & Supervisory Board Member for a period of 3 years and 11 months. In addition, the Company has submitted notification to Tokyo Stock Exchange, Inc. designating him as an Independent Officer as provided for by the aforementioned Exchange, and if his reelection is approved, the Company plans to continue such designation. Although the Company has conducted joint research on pet health and medical care with the University of Tokyo, where he holds a concurrent position, he has never been involved in such joint research. In addition, in joint research with the University of Tokyo in the fiscal year 2025, no research expenses were borne by the Company's subsidiary. The Company has determined that this does not affect his independence.
3. The Company has entered into an agreement with Ito Koichi pursuant to Article 427, paragraph 1 of the Companies Act to limit his liability for damages under Article 423, paragraph 1 of the same Act. The limit of liability for damages under such agreement is the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act. If his reelection is approved, the Company plans to continue the said agreement with him.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Details of the contract are as described in "2. (4) Outline of the directors and officers liability insurance contracts" of the Business Report (available in Japanese). If the elections of the candidates for Audit & Supervisory Board Members are approved, they will be included in the insured of this insurance contract. In addition, the Company plans to renew the insurance contract with the above details when it is due for renewal.

(Reference) Expertise and Experience of Directors and Audit & Supervisory Board Members (including Outside Officers and the Candidates) (Skill Matrix)

		Corporate Management	Insurance Business	Asset Management	Financial Affairs/ Accounting	Human Resource Management	Risk Management	Legal Affairs/ Compliance	Life Science	Internationalism
Director	Komori Nobuaki	●	●	●	●	●	●	●	●	
	Momose Yumiko	●	●		●	●	●	●	●	
	Tanaka Eiichi	●				●	●			
	Shoyama Katsuo	●				●	●			
	Takemi Hiromitsu	●		●	●	●				
	David G. Litt	●				●	●	●		●
	Owada Seiya	●	●	●						
	Katsuya Toshihiko	●			●	●	●	●		●
	Hayashi Shiro	●		●	●					●
Audit & Supervisory Board Member	Suda Kazuo		●	●	●		●	●		●
	Hanaoka Makoto	●	●			●		●		●
	Ito Koichi								●	●
	Aoyama Keiji				●			●		●
	Kishimoto Aritaka						●	●		

(Reference) Policy for Appointment of Directors and Audit & Supervisory Board Members

The Company selects highly knowledgeable executives and others in a wide range of fields to enable discussion of the Group's management strategies and issues from objective and multifaceted perspectives. The Group Basic Policy on Corporate Governance defines the policy for the appointment of Directors and Audit & Supervisory Board Members as follows.

Requirements for the Appointment of Directors

1. Directors of the Company and Anicom Insurance, Inc. shall possess a good understanding of each company's business type, the extensive knowledge needed for corporate management, and sufficient judgment capabilities to decide on important matters of business execution as members of each company's Board of Directors.
2. Outside Directors of the Company and Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the previous paragraph, possess a high level of insight and abundant experience in fields such as corporate management, financial services, finance and accounting, legal affairs, internal controls including legal compliance, technological innovation, and human resources management (HRM). In principle, Outside Directors must meet the standards for independence set forth in Article 14.
3. Directors who are also engaged in the day-to-day management of Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in Paragraph 1 above, possess the "knowledge and experience to carry out business management of an insurance company in an appropriate, fair and efficient manner" prescribed under Article 8-2 of the Insurance Business Act, as well as "sufficient social credibility."

Requirements for the Appointment of Audit & Supervisory Board Members

1. Audit & Supervisory Board Members of the Company and Anicom Insurance, Inc. shall be capable of ensuring sound and sustainable corporate growth and contributing to the establishment of an excellent corporate governance system to respond to social trust by engaging in high-quality audit and supervision, based on a consideration of factors such as their professional capability as Audit & Supervisory Board Members, their previous achievements and experience, etc.
2. Outside Audit & Supervisory Board Members of the Company and Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the previous paragraph, possess a high level of insight and abundant experience in fields such as corporate management, financial services, finance and accounting, legal affairs, internal controls including legal compliance, technological innovation, and human resources management (HRM). In principle, Outside Audit & Supervisory Board Members must meet the independence standards set forth in Article 14.
3. Audit & Supervisory Board Members of Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the two preceding paragraphs, possess the "knowledge and experience to supervise the execution of duties of directors of an insurance company in an appropriate, fair, and efficient manner" prescribed under Article 8-2 of the Insurance Business Act, as well as "sufficient social credibility."

(Reference) Independence Standards for Outside Officers

In accordance with the requirements and standards set forth by financial instrument exchanges, the Group Basic Policy on Corporate Governance stipulates the following Independence Standards for Outside Officers.

The Company's Outside Directors and Outside Audit & Supervisory Board Members shall be determined to be independent of the Company if they correspond to none of the following.

- (i) Persons in an executive position at the Company or a subsidiary of the Company
- (ii) Persons who have been in an executive position at the Company or a subsidiary of the Company during the past ten (10) years
- (iii) Persons for whom the Company or Anicom Insurance, Inc. is a major trading partner (a trading partner for which the transaction amount with the Company or Anicom Insurance, Inc. was equivalent to at least 2% of consolidated net sales in the most recent fiscal year) or persons in an executive position at such an organization
- (iv) Persons who are major trading partners of the Company or Anicom Insurance, Inc. (trading partners for which the transaction amount with the Company or Anicom Insurance, Inc. was equivalent to at least 2% of consolidated net sales of the Company in the most recent fiscal year) or persons in an executive position at such a major trading partner
- (v) Persons who are major lenders, such as financial institutions, upon which the Group depends for financing to an extent that makes them indispensable and irreplaceable, or persons in an executive position at such a major lender
- (vi) Persons in an executive position at an incorporated organization, association, or other organization that receives donations from the Company or Anicom Insurance, Inc. and has received such donations exceeding a certain amount (10 million yen or 2% of the total income of the organization during the most recent fiscal year, whichever is higher) during the most recent fiscal year
- (vii) Persons who are the spouse or relative within the third degree of kinship of a Director, Audit & Supervisory Board Member, or Executive Officer of the Company or one of its subsidiaries
- (viii) Persons who receive remuneration apart from officers' remuneration in the capacity of a consultant, accountant, attorney, or other specialist, and have received such remuneration exceeding a certain amount (10 million yen or 2% of the total income of the incorporated organization, association, or other organization to which the specialist belongs, during the most recent fiscal year, whichever is higher) during the most recent fiscal year
- (ix) Persons who, as of the end of the most recent fiscal year, hold, or are in an executive position at an organization that holds, at least 10% of all shareholder voting rights in the Company

Proposal No. 4: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

The amount of remuneration, etc. for the Company's Directors was approved at the 15th Annual General Meeting of Shareholders held on June 24, 2015, to be no more than 300 million yen per year (not including employee salaries for Directors who concurrently serve as employees).

As part of the revision of its officer remuneration system, the Company proposes to newly provide remuneration to the Company's Directors (excluding Outside Directors; hereinafter referred to as the "Eligible Directors") for the granting of restricted stock, separately from the above remuneration framework, for the purpose of providing the Eligible Directors with an incentive to achieve the sustainable enhancement of the Company's corporate value and further promoting value sharing with shareholders.

The remuneration to be provided under this Proposal shall be (1) the Company's common shares or (2) monetary claims as property contributed in kind for acquiring the Company's common shares, and the Eligible Directors shall receive the issuance or disposal of the Company's common shares based on a resolution of the Company's Board of Directors.

The total amount of the Company's common shares or monetary claims to be provided as remuneration under this Proposal shall be no more than 33 million yen per year (not including employee salaries for Directors who concurrently serve as employees).

In the case where the Company's common shares are provided to the Eligible Directors as remuneration under this Proposal without providing monetary claims, such common shares shall be issued or disposed of as remuneration for the Eligible Directors, and payment of monetary claims as property contributed in kind in exchange for such common shares shall not be required. However, the amount per share of the Company's common shares to be provided to the Eligible Directors shall be calculated as the amount per share of the Company's common shares to be issued or disposed of, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors regarding the issuance or disposal of the Company's common shares (or, if no transaction is made on such date, the closing price on the immediately preceding trading day).

On the other hand, in the case where monetary claims as property contributed in kind for acquiring restricted stock are provided to the Eligible Directors as remuneration under this Proposal, the Eligible Directors shall contribute all of the monetary claims provided under this Proposal as property contributed in kind, based on a resolution of the Company's Board of Directors, and shall receive the issuance or disposal of the Company's common shares. In such case, the amount to be paid per share shall be determined by the Board of Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no transaction is made on such date, the closing price on the immediately preceding trading day), to the extent that such amount is not particularly advantageous to the Eligible Directors subscribing for such common shares.

The total number of the Company's common shares to be issued or disposed of to the Eligible Directors shall be no more than 66,000 shares per year; provided, however, that if, on or after the date on which this Proposal is approved as originally proposed, a share split of the Company's common shares (including an allotment of the Company's common shares without contribution) or a share consolidation is conducted, or any other event occurs that requires adjustment of the total number of the Company's common shares to be issued or disposed of as restricted stock, the total number shall be adjusted within a reasonable range.

The specific timing of payment and allocation to each Eligible Director shall be determined by the Board of Directors, after respecting the recommendation of the Nomination, Compensation, and Governance Committee.

The Company currently has six Directors (including four Outside Directors). If Proposal No. 2, "Election of Nine Directors," is approved as originally proposed, the number of Directors will be nine (including seven Outside Directors).

In addition, the issuance or disposal of the Company's common shares to the Eligible Directors under this Proposal and the payment of monetary claims as property contributed in kind therefor shall be conditional upon the conclusion of a restricted stock allotment agreement between the Company and the Eligible Directors that includes the following provisions (the "Allotment Agreement"). Furthermore, the upper limit of the amount of remuneration under this Proposal, the total number of the Company's common shares to be issued or disposed of, and other conditions for the granting of restricted stock to the Eligible Directors under this Proposal have been determined in consideration of the above purpose, the Company's business conditions, the Company's policy for determining the details of remuneration, etc. for each individual Director (if this Proposal is approved as originally proposed, the Company plans to change such policy to the content described in [Reference 2] of Proposal No. 5 so that it is consistent with the approved content), and various other circumstances, and the Company believes that they are reasonable.

[Outline of the Details of the Allotment Agreement]

(1) Transfer restriction period

The Eligible Directors shall not transfer, create security interests on, or otherwise dispose of the Company's common shares allotted under the Allotment Agreement (the "Allotted Shares") during the period from the date of allotment under the Allotment Agreement until immediately after the time when they resign or retire from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors (the "Transfer Restriction Period"; such restriction, the "Transfer Restriction").

(2) Treatment upon resignation or retirement

If an Eligible Director resigns or retires from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors before the expiration of the period predetermined by the Company's Board of Directors (the "Service Provision Period"), the Company shall automatically acquire the Allotted Shares without compensation, unless there is a justifiable reason for such resignation or retirement, such as expiration of the term of office or death.

(3) Lifting of transfer restriction

The Company shall lift the Transfer Restriction on all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Director has continuously held any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors during the Service Provision Period. However, if (1) the Eligible Director resigns or retires from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors before the expiration of the Service Provision Period for a justifiable reason, or (2) the Eligible Director resigns or retires from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors before the expiration of the Transfer Restriction Period for a reason other than a justifiable reason after the expiration of the Service Provision Period, the number of Allotted Shares for which the Transfer Restriction will be lifted and the timing of the lifting of the Transfer Restriction shall be reasonably adjusted as necessary. In addition, the Company shall automatically acquire the Allotted Shares without compensation for which the Transfer Restriction has not yet been lifted as of the time immediately after the Transfer Restriction is lifted pursuant to the above provisions.

(4) Treatment in organizational restructuring, etc.

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, matters concerning a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors if approval by the Company's General Meeting of Shareholders is not required for such organizational restructuring, etc.), the Company shall, by resolution of the Company's Board of Directors, lift the Transfer Restriction prior to the effective date of such organizational restructuring, etc. with respect to the number of Allotted Shares reasonably determined in consideration of the period from the commencement date of the Transfer Restriction Period to the date of approval of such organizational restructuring, etc. In addition, in the case set forth above, the Company shall automatically acquire the Allotted Shares without compensation for which the Transfer Restriction has not yet been lifted as of the time immediately after the Transfer Restriction is lifted.

(5) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Company's Board of Directors.

Proposal No. 5: Determination of Remuneration for Performance-Based Restricted Stock Remuneration to Directors (Excluding Outside Directors)

The amount of remuneration, etc. for the Company's Directors was approved at the 15th Annual General Meeting of Shareholders held on June 24, 2015, to be no more than 300 million yen per year (not including employee salaries for Directors who concurrently serve as employees).

In addition, as described in Proposal No. 4, the Company is asking shareholders to approve the establishment of a remuneration framework, separately from such remuneration framework, for remuneration, etc. related to restricted stock for the Company's Directors (excluding Outside Directors), of no more than 33 million yen per year and no more than 66,000 shares per year.

As part of the revision of its officer remuneration system, the Company proposes to newly introduce a performance-based restricted stock remuneration system (the "System") for the Company's Directors (excluding Outside Directors; hereinafter referred to as the "Eligible Directors"), separately from each of the above remuneration frameworks, for the purpose of further clarifying the linkage between remuneration for the Eligible Directors and the Company's performance and share value, providing these persons with an incentive to achieve the performance targets set forth in the Company's Mid-Term Management Plan and sustainably enhance corporate value through the improvement of medium- to long-term business performance, and further promoting value sharing with shareholders.

The remuneration to be provided under this Proposal shall be (1) the Company's common shares or (2) monetary claims as property contributed in kind for acquiring the Company's common shares, and the Eligible Directors shall receive the issuance or disposal of the Company's common shares based on a resolution of the Company's Board of Directors.

The total amount of the Company's common shares or monetary claims to be provided as remuneration under this Proposal shall be no more than 99 million yen per year (not including employee salaries for Directors who concurrently serve as employees).

The specific timing and details of provision to each Eligible Director shall be determined separately by the Board of Directors, after respecting the recommendation of the Nomination, Compensation, and Governance Committee. However, such amount of remuneration is, in principle, designed on the assumption that the period covered by the Mid-Term Management Plan will be used as the period subject to performance evaluation (the "Performance Evaluation Period"), and that, after the end of the final fiscal year of such three-fiscal-year period, the portion equivalent to the consideration for the execution of duties over the three fiscal years will be provided in a lump sum. The Company believes that this is substantially equivalent to provision of no more than 33 million yen per fiscal year.

The Company currently has six Directors (including four Outside Directors). If Proposal No. 2, "Election of Nine Directors," is approved as originally proposed, the number of Directors will be nine (including seven Outside Directors).

The total number of the Company's common shares to be delivered under the System shall be no more than 198,000 shares per year in total for the method of delivery without contribution and the method of contribution in kind; provided, however, that if, on or after the date on which this Proposal is approved as originally proposed, a share split of the Company's common shares (including an allotment of the Company's common shares without contribution) or a share consolidation is conducted, or any other event occurs that requires adjustment of the total number of the Company's common shares to be issued or disposed of under the System, the total number shall be adjusted within a reasonable range. The same shall apply hereinafter. However, as described above, the System is, in principle, designed on the assumption that the period covered by the Mid-Term Management Plan will be used as the Performance Evaluation Period, and that, after the end of the final fiscal year of such three-fiscal-year period, shares equivalent to the consideration for the execution of duties over the three fiscal years will be delivered in a lump sum. The Company believes that this is substantially equivalent to a grant of no more than 66,000 shares per fiscal year.

In the case where the Company's common shares are provided to the Eligible Directors as remuneration under this Proposal without providing monetary claims, such common shares shall be issued or disposed of as remuneration for the Eligible Directors, and payment of monetary claims as property contributed in kind in exchange for such common shares shall not be required. However, the amount per share of the Company's common shares to be provided to the Eligible Directors shall be calculated based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors regarding the issuance or disposal of the Company's common shares (or, if no transaction is made on such date, the closing price on the immediately preceding trading day; the same shall apply hereinafter).

On the other hand, in the case where monetary claims as property contributed in kind for acquiring restricted stock are provided to the Eligible Directors as remuneration under this Proposal, the Eligible Directors shall contribute all of the monetary claims provided under this Proposal as property contributed in kind, based on a resolution of the Company's Board of Directors, and shall receive the issuance or disposal of the Company's

common shares. In such case, the amount to be paid per share shall be determined by the Board of Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors, to the extent that such amount is not particularly advantageous to the Eligible Directors subscribing for such common shares.

In addition, the upper limit of the amount of remuneration under this Proposal, the total number of the Company's common shares to be issued or disposed of, and other conditions for the granting of the Company's common shares to the Eligible Directors under this Proposal have been determined in consideration of the above purpose, the Company's business conditions, the Company's policy for determining the details of remuneration, etc. for each individual Director (if this Proposal is approved as originally proposed, the Company plans to change such policy to the content described in [Reference 2] below so that it is consistent with the approved content), and various other circumstances, and the Company believes that they are reasonable.

[Overview of the System]

The System is a system under which the Company will issue or dispose of the Company's common shares to the Eligible Directors after the end of the Performance Evaluation Period according to the level of achievement of performance based on the Company's Mid-Term Management Plan. The specific Performance Evaluation Period shall be the three fiscal years covered by the Mid-Term Management Plan (initially, two fiscal years in line with the remaining period of the currently ongoing Mid-Term Management Plan), and the performance indicators (the "Performance Evaluation Indicators") shall be determined in advance by the Company's Board of Directors within the scope of one or more performance indicators adopted in the Mid-Term Management Plan.

The initial Performance Evaluation Period and Performance Evaluation Indicators are planned to be as shown in the table below. Even after the end of the initial Performance Evaluation Period, the Company may continue to implement the System within the scope approved under this Proposal.

<Reference: Initial performance evaluation period and performance evaluation indicators>

Performance evaluation period	Two fiscal years from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2028
Performance evaluation indicators	Consolidated ROE and engagement score

(1) Method of calculating remuneration

The Company shall calculate the number of the Company's common shares to be delivered to each Eligible Director based on the formula in 1) below, and, in the case of the method of contribution in kind, shall calculate the amount of monetary claims to be provided to each Eligible Director based on the formula in 2) below.

1) Number of the Company's common shares to be issued or disposed of to each Eligible Director (*1)

Base number of shares (*2) × Payment ratio (*3)

2) Amount of monetary claims to be provided to each Eligible Director (in the case of the method of contribution in kind only)

Number of the Company's common shares to be issued or disposed of to each Eligible Director × Share price at delivery (*4)

(*1) If any fraction of less than one share arises as a result of the calculation, such fraction shall be rounded down. However, if monetary claims are to be provided to each Eligible Director based on the results calculated using the formulas in 1) and 2), and there is a possibility that the amount of monetary claims to be granted under the System will exceed the upper limit, the number of shares to be issued or disposed of to each Eligible Director shall be reduced by a reasonable method, such as pro rata allocation, to the extent that such upper limit is not exceeded.

(*2) This shall be predetermined by the Company's Board of Directors.

(*3) This shall be predetermined by the Company's Board of Directors within the range of 0% to 100% according to the level of achievement of each Performance Evaluation Indicator during the Performance Evaluation Period.

(*4) This shall be determined by the Board of Directors, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company's Board of Directors concerning the issuance or disposal of the Company's common shares after the end of the Performance Evaluation Period (the "Delivery Board of Directors Resolution Date"), to the extent that such amount is not particularly advantageous to the Eligible Directors subscribing for the Company's common shares.

(2) Conditions for provision to Eligible Directors

In principle, if an Eligible Director satisfies the following requirements, the Company shall, after the end of the Performance Evaluation Period, issue or dispose of the number of the Company's common shares calculated based on (1) above to such Eligible Director.

1) The Eligible Director has continuously held, during the Performance Evaluation Period, any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors.

2) The Eligible Director has not engaged in certain misconduct prescribed by the Company's Board of Directors.

3) The Eligible Director satisfies any other requirements deemed necessary by the Company's Board of Directors to achieve the purpose of the System.

If, during the Performance Evaluation Period, there is a Director who newly assumes office or there is a change in the position of a Director, the Company shall, by resolution of the Company's Board of Directors, issue or dispose of the Company's common shares after making reasonable adjustments according to the level of achievement of the performance targets, the position adjustment ratio, and the period of service of such Director.

However, even after the provision of shares or cash under the System, if, within a certain period prescribed by the Company's Board of Directors, a subsequent correction of financial results occurs due to a material accounting error or fraud, or a material violation of internal rules by an Eligible Director occurs, the Company may, by resolution of the Company's Board of Directors, request that the Eligible Director return the shares or cash provided.

In addition, if, after the end of the Performance Evaluation Period and before the delivery date of the shares, an Eligible Director dies or resigns or retires from the above position for a justifiable reason, or if an Eligible Director is a non-resident on the delivery date of the shares, the Company shall provide cash in lieu of the Company's common shares. The amount of cash to be provided to such Director shall be, within the total amount of remuneration described above, the amount obtained by multiplying the number reasonably adjusted from the base number of shares according to the level of achievement of the performance targets, the position adjustment ratio, and the period of service of such Director, by the closing price of the Company's common shares on the Tokyo Stock Exchange on the date of resignation or retirement of such Director or on the business day immediately preceding the Delivery Board of Directors Resolution Date.

The issuance or disposal of the Company's common shares under the System shall be conditional upon the conclusion of a restricted stock allotment agreement between the Company and the Eligible Directors that includes the details described in (3) below (the "Allotment Agreement").

(3) Overview of the restricted stock allotment agreement

1) Transfer restriction period

The Eligible Directors shall not transfer, create security interests on, or otherwise dispose of the Company's common shares allotted under the Allotment Agreement (the "Allotted Shares") during the period from the date of allotment under the Allotment Agreement until immediately after the time when they resign or retire from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors (the "Transfer Restriction Period"; such restriction, the "Transfer Restriction").

2) Lifting of transfer restriction, etc.

If certain events occur, the Company shall acquire the Allotted Shares without compensation. If an Eligible Director resigns or retires from any position as an officer or employee of the Company or its subsidiaries that is predetermined by the Company's Board of Directors before the expiration of the Transfer Restriction Period for a justifiable reason, the Company shall lift the Transfer Restriction on all of the Allotted Shares upon expiration of the Transfer Restriction Period.

3) Treatment in organizational restructuring, etc.

Notwithstanding the provisions of 1) above, if, during the Transfer Restriction Period, matters concerning a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors if approval by the Company's General Meeting of Shareholders is not required for such organizational restructuring, etc.), the Company shall, by resolution of the Company's Board of Directors, lift the Transfer Restriction on all of the Allotted Shares prior to the effective date of such organizational restructuring, etc.

4) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Company's Board of Directors.

(4) Treatment in organizational restructuring, etc.

If, during the Performance Evaluation Period or after the end of the Performance Evaluation Period and before the delivery date of the shares, matters concerning a merger agreement under which the Company becomes the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors if approval by the Company's General Meeting of Shareholders is not required for such organizational restructuring, etc.), provided that the effective date of such organizational restructuring, etc. is scheduled to arrive before the date of issuance or disposal of the Company's common shares under the System, the Company shall provide cash in lieu of the Company's common shares in the amount obtained by multiplying the base number of shares to be delivered, reasonably adjusted according to the period from the commencement date of the Performance Evaluation Period to the date of approval of such organizational restructuring, etc., and other factors, by the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of approval of such organizational restructuring, etc.

[Reference 1] Introduction of Restricted Stock Remuneration System and Performance-Based Restricted Stock Remuneration System for Executive Officers and Directors of the Company's Subsidiaries

If Proposal No. 4 and Proposal No. 5 are approved as originally proposed, the Company plans to introduce systems similar to those for the Eligible Directors for executive officers who do not concurrently serve as Directors of the Company and certain directors of the Company's subsidiaries.

[Reference 2] Proposed Changes to the Policy for Determining the Details of Remuneration, etc. for Each Individual Director

If Proposal No. 4 and Proposal No. 5 are approved as originally proposed, the Company plans to change the "Policy for Determining the Details of Remuneration, etc. for Each Individual Director" as follows.

1) Basic policy

To ensure transparency, fairness, and objectivity in officer remuneration.

To motivate the execution of innovative growth strategies aligned with the Company's corporate culture and the sustainable growth of the Company Group, based on recognition of the Company's role as a leading company in the pet industry toward realizing a society where people and animals coexist.

To maintain remuneration levels that enable the Company Group to secure and retain personnel who meet the ideal profile of management personnel sought by the Company Group.

To strengthen incentives for performance improvement through the introduction of performance-linked remuneration.

2) Policy for determining the amount of basic remuneration for each individual and the timing or conditions of provision

Basic remuneration shall consist of fixed monetary remuneration corresponding to each role and responsibility, based on a remuneration table by position, and shall be paid monthly during the term of office.

3) Policy for determining the details of performance indicators for performance-linked remuneration, the amount or calculation method thereof, and the timing or conditions of provision

Short-term performance-linked remuneration shall be monetary remuneration using consolidated recurring profit for a single fiscal year as an indicator, in order to raise awareness of single-year performance and strengthen motivation to improve business performance, and shall be determined according to the level of achievement of the relevant target. If consolidated recurring profit does not exceed the predetermined single-year target amount, no short-term incentive remuneration shall be paid. The amount shall be calculated according to the level of performance achievement, with the maximum amount being the amount obtained by multiplying the fixed remuneration amount of the eligible recipient by 0.143, in principle without reflecting individual evaluations. The short-term incentive remuneration determined through such procedures will be paid at a fixed time each year.

Medium- to long-term performance-linked remuneration shall be performance share unit remuneration (PSU) reflecting the key performance indicators of the Mid-Term Management Plan, in order to provide an incentive to achieve the performance targets set forth in the Mid-Term Management Plan and sustainably enhance corporate value through the improvement of medium- to long-term business performance. Restricted stock shall, in principle, be granted in a lump sum after the end of the final fiscal year of the three fiscal years covered by the Mid-Term Management Plan, with such period used as the period subject to performance evaluation, in an amount equivalent to the consideration for the execution of duties over the three fiscal years.

4) Policy for determining the details of share-based remuneration, the amount or calculation method thereof, and the timing or conditions of provision

In order to motivate officers to contribute to the sustainable enhancement of medium- to long-term corporate value and further promote value sharing with shareholders, the Company shall grant, as non-monetary remuneration, restricted stock remuneration (RS), which is not linked to performance, and PSU, which is linked to performance.

RS shall be granted each year at a certain time in a number of shares equivalent to an amount corresponding to each role and responsibility, based on a remuneration table by position.

For PSU, the policy shall be as described in “3) Policy for Determining the Details of Performance Indicators for Performance-Linked Remuneration, the Amount or Calculation Method Thereof, and the Timing or Conditions of Provision.”

5) Policy for determining the ratio of the amount of monetary remuneration, the amount of performance-linked remuneration, and the amount of share-based remuneration to the amount of remuneration for each individual director

The ratio of each type of remuneration, as a rough guideline when 100% of the performance indicators are achieved, shall be basic remuneration: short-term performance-linked remuneration: RS: PSU = 7:1:1:1.

[Reference 3] Compensation Structure for Directors if Proposal No. 4 and Proposal No. 5 Are Approved as Originally Proposed

	Fixed compensation		Incentive compensation		
Type	Basic compensation (cash)	Short-term incentive (cash)	Long-term incentive (shares)		
Ratio	7	1	Restricted stock (RS)	Performance share unit (PSU)	
			1	0.8	0.2
Overview	<ul style="list-style-type: none"> • Paid based on compensation table by position 	<ul style="list-style-type: none"> • Paid based on single-year consolidated recurring profit target achievement 	<ul style="list-style-type: none"> • Granted annually by position as restricted stock (held during term of office) 	<ul style="list-style-type: none"> • Granted based on achievement above the Mid-Term Management Plan consolidated ROE target (held during term of office) 	<ul style="list-style-type: none"> • Granted based on engagement score achievement under the Mid-Term Management Plan (held during term of office)
Limit	Up to ¥300 million/year		Up to ¥33 million/year	Up to ¥99 million/year	
			Proposal No.4	Proposal No.5	

* In both Proposal No. 4 and Proposal No. 5, Outside Directors are excluded from eligibility. The Company plans to introduce systems similar to those for the Eligible Directors for executive officers who do not concurrently serve as Directors of the Company and certain directors of the Company’s subsidiaries.

* In Proposal No. 5, the Company expects to provide the total amount for the three fiscal years in a lump sum after the end of the final fiscal year of the three-fiscal-year period of the Mid-Term Management Plan.