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Securities code: 9790
June 3, 2026
(Commencement date of electronic
provision measures: June 2, 2026)

To Shareholders with Voting Rights:

Koichi Sato
Representative Director and CEO
Fukui Computer Holdings, Inc.
1-2501 Takagi-chuo, Fukui-shi, Fukui, Japan

**NOTICE OF
THE 47th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 47th Annual General Meeting of Shareholders of Fukui Computer Holdings, Inc. (the “Company”) will be held as described below.

The Company has taken electronic provision measures in convening this General Meeting of Shareholders and has posted the matters subject to electronic provision measures on the following website on the Internet as “Notice of the 47th Annual General Meeting of Shareholders” and “Other Matters Provided Electronically for the 47th Annual General Meeting of Shareholders (Matters Omitted from the Paper Copy).”

The Company’s website

https://hd.fukuicompu.co.jp/ir/holders_meeting.html

In addition to the above, such matters have also been posted on the website of Tokyo Stock Exchange, Inc., as follows. Please access the following website, search for “Fukui Computer Holdings” in the issue name (company name) or “9790” in the securities code field, and select “Basic information,” “Documents for public inspection/PR information” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting” to review the information.

Website of Tokyo Stock Exchange, Inc. (Listed Company Search)

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

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders posted in the matters subject to electronic provision measures, and exercise your voting rights by no later than Thursday, June 25, 2026, 6:00 p.m. Japan time in accordance with the following guidance.

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. Japan time
- 2. Place:** 3rd floor of Happiring, Happiring Hall
1-2-1 Chuo, Fukui-shi, Fukui, Japan
(Please refer to the venue guide map (in Japanese only) at the end of this document.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 47th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 47th Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Approval of Absorption-Type Merger Agreement
- Proposal 3:** Partial Amendments to the Articles of Incorporation
- Proposal 4:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 5:** Election of three (3) Directors Including Directors Who Are Audit and Supervisory Committee Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- The document sent to you also serves as a document describing matters subject to electronic provision measures based on a request for delivery of document. In accordance with provisions of laws and regulations as well as Article 18 of the Company's Articles of Incorporation, the following matters are not stated. Accordingly, these documents are part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the audit report.
 - Proposal No. 2: "Contents of the financial statements, etc. for the final fiscal year of the disappearing company in the absorption-type merger"
 - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Should the matters subject to electronic provision measures require any revisions, such revisions will be posted on the respective websites where said matters are posted.

Guide to Exercising Voting Rights

Exercising voting rights in writing

Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it to us so that it arrives by the exercise deadline. If there is no indication of approval or disapproval of proposals on the voting form, it will be treated as an intention of approval.

Exercise deadline: To arrive by 6:00 p.m. on Thursday, June 25, 2026

Exercising voting rights via the Internet

Please refer to the “Guide to Exercising Voting Rights via the Internet, etc.” on the next page, access the website for exercising voting rights, and enter your approval or disapproval by the exercise deadline.

To exercise your voting rights via smartphone, please use the “Smart Exercise” function.

Exercise deadline: 6:00 p.m. on Thursday, June 25, 2026

Exercise of voting rights by attending the meeting in person

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time of the General Meeting of Shareholders: 10 a.m. on Friday, June 26, 2026
(Reception starts at 9 a.m.)

- If you exercise your voting rights both in writing and via the Internet, etc., we will treat the exercise via the Internet, etc. as a valid exercise of your voting rights. If you exercise your voting rights more than once via the Internet, etc., we will treat the last exercise as a valid exercise of your voting rights.
- Internet-related costs (connection fees, communication fees, etc.) shall be borne by the shareholder.
- You may not be able to use the voting rights exercise website depending on your Internet environment, the services you subscribe to or the model you use.

Guide to Exercising Voting Rights via the Internet, etc.

How to read a QR code

“Smart Exercise”

You can log in to the voting website without entering your voting code and password.

1. Please scan the QR code on the bottom right corner of the voting form.
2. After that, please follow the on-screen instructions to indicate your vote for or against the proposals.
 - “Approve” all Company proposals
 - Vote on each proposal individually

You may exercise your voting rights only once using the “Smart Exercise” function.

If you wish to change the details of your vote after exercising your voting rights, please log in and exercise your voting rights again by entering the “Voting Code” and “Password” indicated on the Voting Rights Exercise Form in accordance with the “How to enter the Voting Code and Password for exercising voting rights” shown on the right.

* If you scan the QR code again, you can access the website for exercising voting rights shown on the right.

* QR code is a registered trademark of DENSO WAVE INCORPORATED.

How to enter the Voting Code and Password for exercising voting rights

Voting rights exercise website:

<https://www.web54.net>

1. Access the voting rights exercise website and click “Continue.”
2. Please enter the “Voting Code” shown on the lower left-hand side of the back of the Voting Rights Exercise Form and click “Login.”
3. Please enter the “Password” indicated on the lower left-hand side of the back of the Voting Rights Exercise Form.
Enter the “Initial Password,” and then set a new password that you will actually use.
Click “Register.”
4. After that, please follow the on-screen instructions to indicate your vote for or against the proposals.

For inquiries regarding the exercise of voting rights via the Internet

If you have any questions regarding the exercise of voting rights via the internet, please contact the following.

Securities Agent Web Support Hotline, Sumitomo Mitsui Trust Bank Limited

Telephone: 0120-652-031 (toll free) Business hours: 9:00 a.m. to 9:00 p.m.

For other inquiries, including requests for forms, please contact 0120-782-031 (toll free).

Business hours: 9:00 a.m. to 5:00 p.m.

To Institutional Investors

You may also exercise your voting rights electronically via the “Platform for Electronic Voting Rights Exercise” operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

We would like to appropriate our surplus as follows.

Matters concerning year-end dividend

Our basic dividend policy is to distribute dividends, emphasizing the return of profits to our shareholders. Concerning the year-end dividend for the fiscal year under review, we would like to pay an ordinary dividend of 73 yen per share as follows.

- (1) Type of dividend property
Cash
- (2) Matters concerning allotment of dividend property and total amount thereof
73 yen per share of common stock of the Company for a total dividend amount of 1,509,288,651 yen
- (3) Effective date of distribution of surplus
June 29, 2026

Proposal 2: Approval of Absorption-Type Merger Agreement

The Company and DAITEC Holding Co., Ltd. (“DAITEC Holding”, together with the Company referred to as “both companies”) resolved to integrate both companies’ management in an equal relationship (on an equal footing) at the meetings of the Board of Directors held on February 13, 2026, respectively, with April 1, 2027 (planned) as the effective date of the Merger (“Effective Date”) (“Management Integration”). Based on that, the Company entered into a merger agreement (“Merger Agreement”) under which the Company would become the surviving company and DAITEC Holding would become the disappearing company in an absorption-type merger (“Merger”), and an integration agreement for the Management Integration (“Integration Agreement”).

Therefore, we, the Company, hereby seek our shareholders’ approval of the Merger Agreement, as the Merger is subject to the approvals of both companies’ general meetings of shareholders.

The reasons for the Merger, an overview of the details of the Merger Agreement, and other matters related to this proposal (“Proposal”) are as follows.

1. Reasons for the Merger

(1) Background of the Management Integration

Since our founding in 1979, the Company has provided CAD (Note 1) specialized for the construction sector—ranging from infrastructure works, such as roads and rivers, to buildings, such as houses and office buildings—to offer cutting-edge solutions to our clients in the construction industry nationwide, while contributing to the creation of an evolving future for social infrastructure and people’s lives. Currently, the Company engages in “Architectural Systems Business,” “Civil Engineering/Survey Systems Business,” and “IT Solutions Business,” which primarily develop and sell software for architecture, civil engineering, survey, and related applications. In addition, we are involved in “Investment Business” to achieve sustainable growth through corporate venture capital. Upholding the management principles: “All members should be involved in the company management, taking each other’s perspective,” “Product should be developed to reflect customers’ needs and opinions,” and “Selling products will not complete until when customers use those products,” we, all members of the Company, “always put oneself in other people’s shoes,” as a basic attitude to follow these principles. Guided by these corporate philosophies, as a “company vital to the construction sector,” we are seeking to create a lasting social impact on the industry, thereby realizing the stability of the social foundation and sustainable growth.

(Note 1) “CAD,” an abbreviation for “Computer-Aided Design,” refers to a system that makes designs and drawings with computers.

The Company announced on November 8, 2024, the “Phase 3 Medium-term Management Plan (FY2025–FY2027)” covering the period for fiscal years ending March 2026 to March 2028 (“Medium-term Management Plan”). Under the plan, we have been driving our efforts, centered on (i) the expansion of our core business through the gradual growth of CAD systems, the broadening our customer base via platform functions, and the enhancement of applications; (ii) the development of new business models, for example, the provision of applications (including external solutions), through a new service platform; and (iii) the construction of a Common Data Environment (CDE) (Note 2) designed to support comprehensive labor and personnel savings by centrally managing data.

(Note 2) “Common Data Environment (CDE)” is used in construction projects to centrally manage and share various data among the parties involved. This allows those parties to access, update, and check the diverse information generated at each phase of a project—such as design, construction, maintenance, and operation—in a timely manner, without time and location constraints.

Meanwhile, since its establishment in 1969, under the corporate philosophies of “Independence and Self-Respect,” “Customer Satisfaction,” and “Customer Creation,” DAITEC Holding engages in “Service-station Business (“SS Business”),” which develops and operates POS systems for the petroleum retailers; “CAD Business,” which develops and sells CAD software for the construction equipment sector; “Cloud Business,” which develops and provides cloud services for the housing sector; and “TRUSTTOR Business,” which provides an IoT platform for the construction sector. Recognizing that it has gained the top market share in CAD systems for the construction equipment sector in Japan, DAITEC Holding is seeking to expand its business by offering cloud services for the housing sector in the days ahead.

The capital relationship between the Company and DAITEC Holding began in May 1999 when DAITEC Holding acquired 200,000 shares of the Company’s shares (“Company Shares”) from our shareholders. Subsequently, the number of the Company Shares held by DAITEC Holding increased to 2,200,000 shares in November 2003 (acquired through a third-party allotment), to 2,510,000 shares in December of the same year (acquired from our shareholders), and to 4,873,110 shares in October 2010 (acquired through a tender offer). Following the Company’s 2-for-1 stock split in October 2014, DAITEC Holding currently holds 9,746,220 shares of the Company Shares. As such, it is the largest of the Company’s major shareholders and falls under the category of “other associated company.” To date, the Company and DAITEC Holding have established a certain level of collaboration, including sales cooperation in DAITEC Holding’s Cloud Business, while the Company has maintained its independence.

As described above, both companies’ businesses primarily target the construction industry; however, given the environment surrounding Japan’s construction industry, the market scale is likely to shrink over the medium and long term due to labor shortages, a declining birthrate, an aging population, and financial constraints. In addition, every company is required to reduce working hours following the enforcement of work-style reform laws and to address global environmental issues, such as climate change. Also, under the implementation of the revised Building Standards Act and the Act on the Improvement of Energy Consumption Performance of Buildings (Building Energy Efficiency Act), along with related legal requirements, building standards have been tightened, and the sophistication of design work has been growing. Furthermore, recently in the construction industry, on-premises (Note 3) software is increasingly being replaced by cloud-based (Note 4) software. In this regard, failing to keep pace with this trend could result in missing significant business opportunities. Moreover, while vertical SaaS (Notes 5 and 6) tailored to specific industries is thriving, DX (Note 7) is lagging, particularly in the construction industry, and emerging software vendors are entering the market one after another, thereby intensifying competition. Consequently, the product and service requirements imposed on both companies have been transformed, and the business environment surrounding both is expected to become more challenging in the future.

(Note 3) “On-premises” refers to an operational model in which a company that receives the service builds its own system by maintaining its own equipment and software, such as servers and network infrastructure.

(Note 4) “Cloud-based” refers to an operational model in which, unlike the “on-premises” model, a company that receives the service utilizes equipment and software—such as servers and network infrastructure—located outside its own premises via the Internet. From the perspective of client companies, in comparison with the on-premises model, the cloud model eliminates the need to build systems in-house, thereby reducing initial costs. Also, it enables rapid system expansion to support business growth; therefore, the shift from on-premises to cloud models has recently been accelerating.

(Note 5) “SaaS,” an abbreviation for “Software as a Service,” refers to a service in which users access cloud-based software.

(Note 6) “Vertical SaaS” refers to highly specialized SaaS solutions designed for specific industries (e.g., retail, healthcare, and construction), as opposed to general-purpose SaaS services available to use across any industry (e.g., email, scheduling, accounting, sales support).

(Note 7) “DX,” an abbreviation for “Digital Transformation,” refers to initiatives in which businesses and organizations achieve transformation by leveraging digital technology.

Under these circumstances, while both companies are involved in the CAD business, the Company focuses on CAD for the architectural sector (house buildings and ordinary construction) and the civil engineering/survey sector (surveying and land/building investigation, and civil engineering business), and DAITEC Holding primarily handles CAD for the building equipment sector. In this respect, both business domains do not overlap and are mutually complementary. Also, by sharing and more effectively utilizing the CAD technologies and customer sales networks held by both companies, we can expect to improve the efficiency of development and sales as well as enhance product quality. In addition, DAITEC Holding’s SS Business has pioneered the development and operation of POS systems for the petroleum retailers in Japan, and has a track record that represents the industry. On this point, we consider that DAITEC Holding’s data center operational know-how cultivated over several decades will play a crucial role in the IT infrastructure of the construction industry going forward. Furthermore, since both companies already have a certain level of collaboration—such as through sales cooperation in DAITEC Holding’s Cloud Business—we concluded that strengthening our collaboration would enable us to accelerate both business growth.

For the above reasons, and considering that a management integration between the Company and DAITEC Holding would enhance both corporate values, DAITEC Holding presented the Company with a written offer to commence discussions for a management integration (“Written Offer”) on September 16, 2025. Subsequently, both companies began full-scale negotiations in late September 2025 and conducted mutual due diligence (“DD”) from late September to late November 2025, based on which each company conducted a series of thorough internal examinations, respectively. Consequently, through the DD and negotiations with DAITEC Holding, the Company determined that the implementation of the Merger was the optimal and best course of action to realize the synergies described in “(2) Purpose of the Management Integration” below, and that it would contribute to enhancing our corporate value; therefore, we entered into the Merger Agreement.

(2) Purpose of the Management Integration

To date, the Company and DAITEC Holding have established a certain level of collaboration, including sales cooperation in DAITEC Holding’s Cloud Business. Through the Management Integration, the Company further seeks to realize the positive effects of the integration, centered on the following synergies: “enhancement of the service platform,” “growth in profitability through higher average revenue per customer and expanded market share,” “cost synergies,” and “growth of the entire organization and improvement of productivity by leveraging both companies’ human capital” as below.

[1] Enhancement of the service platform

The Company has approximately 32,500 ongoing clients and approximately 127,000 user accounts in CAD for the architecture and civil engineering/survey sectors, while DAITEC Holding has approximately 6,200 ongoing clients and approximately 69,500 user accounts in the same for the building equipment sector, and both retain large amounts of data, respectively. In this context, we consider that, by combining the Company’s efforts to switch to cloud-based software and establish CDE, with DAITEC Holding’s data center operational know-how cultivated in its SS Business, and by integrating the data and functions held by both companies, it will be possible to build a more advanced service platform, thereby not only enhancing the value provided to existing customers, but also enabling us to approach new customer segments. For instance, with on-premises software, user-entered

data is stored within the software, making it challenging to link data. However, by using the cloud to store data, it can be seamlessly linked, and, at the same time, DAITEC Holding's data center operational know-how will ensure the stable operation and security of CDE. In this way, by integrating the data and capabilities of both companies, we will further strengthen our market competitiveness and improve customer satisfaction and profitability.

[2] Growth in profitability through higher average revenue per customer and expanded market share

The Company primarily focuses on the CAD Business, which covers design, construction, operation, and maintenance for the architectural and civil engineering/survey sectors, while DAITEC Holding primarily operates the CAD Business covering the same process in the building equipment sector. In terms of a per-construction-project basis, the business domains of both companies are in an upstream-downstream relationship and are highly complementary, and we consider that the integration will enable us to build a structure capable of covering the entire construction lifecycle (Note 1). Specifically, in the phase of "design," for example, work efficiency is significantly influenced by the availability of Equipment data regarding where to route piping through structural elements, such as beams and slabs (Note 2). In this respect, if the Company, which handles structural elements, and DAITEC Holding, which handles MEP elements such as piping, can work together, we can improve design efficiency. Therefore, we will establish a system to offer both companies' products—which have been sold separately until now—as a vertically integrated package. Through these packaged offers, we will increase profitability by raising average revenue per customer and improving the closing rate for contracts through enhanced price competitiveness, thereby further augmenting the value we provide to customers. In this way, as the largest domestic platform for the construction industry, we will further contribute to the industry's DX and seek to strengthen our customer base and market penetration.

(Note 1) "Construction lifecycle" refers to the entire life of a building, from the survey/planning phase of a construction project through to design, construction, operation, and maintenance of the building.

(Note 2) "Beams" refer to the horizontal structural framework of a building that supports the load of floors and roofs. "Slabs" refer to floor and roof materials made of reinforced concrete.

[3] Cost synergies

The Company operates 30 sales offices and development bases nationwide, while DAITEC Holding has 9 of the same. Along with the Management Integration, we will advance the consolidation of certain offices and bases of both companies in close proximity, thereby reducing costs such as rent and upkeep expenses. Expecting to realize such cost synergies, we will achieve efficient office operations and the optimal allocation of management resources.

[4] Growth of the entire organization and improvement of productivity by leveraging both companies' human capital

We will foster growth across the entire organization by consolidating both human capital and maximizing the use of diverse expertise and technical capabilities. We also seek to improve productivity per employee by optimizing personnel allocation through the consolidation of administrative functions and by pursuing optimal operations through the sharing of best practices. In addition, following the Management Integration, the Company will support employees' growth and seek to build an environment in which each employee can fully exercise their abilities within an optimal workforce structure.

2. Summary of the Merger Agreement

For details of the Merger Agreement executed by the Company and DAITEC Holding on February

13, 2026, please refer to [Attachment] “Absorption-Type Merger Agreement.”

3. Summary of Matters Stipulated in Article 191 of the Enforcement Regulations of the Companies Act
(1) Matters concerning the appropriateness of the provisions for the matters listed in Article 749, paragraph (1), items (ii) and (iii) of the Companies Act (Article 191, item (i) of the Enforcement Regulations of the Companies Act)

[1] Form of the Merger

The Merger will be conducted as an absorption-type merger, with the Company as the surviving company, and DAITEC Holding as the disappearing company.

[2] Details of allotment related to the Merger

	The Company (Company surviving the absorption-type merger)	DAITEC Holding (Company disappearing in the absorption-type merger)
Allocation ratio related to the Merger	1	0.68

(Note 1) Allotment ratio for the Merger (“Merger Ratio”)

For each common share of DAITEC Holding (“DAITEC Holding Share”), 0.68 shares of the Company Shares will be allotted and issued. However, if any material change occurs in the conditions based on which the above Merger Ratio is calculated, both companies may consult and agree to amend the Merger Ratio.

Please note that, for 18,847,500 shares of DAITEC Holding’s treasury shares held (as of December 31, 2025) immediately before the Effective Date of the Merger (“Base Time”), no Company Shares will be allotted through the Merger.

(Note 2) The number of Company Shares to be issued resulting from the Merger:

31,129,244 common shares (planned)

The above number of shares to be issued may be adjusted if the number of DAITEC Holding’s treasury shares varies or if another circumstance arises, due to the future exercise by any shareholder of DAITEC Holding of the right to demand the purchase of the shares or another event.

(Note 3) Treatment of shares less than one unit

DAITEC Holding’s shareholders who will hold shares of less than one unit (less than 100 shares) of the Company through the Merger may use the Company’s program described below. They may also buy or sell shares less than one unit, using a service offered by some securities firms. Please note that no shares of less than one unit can be sold in the financial instruments exchange market.

*The Company’s program to purchase shares less than one unit (a shareholder’s sale of the shares less than one unit (100 shares))

This program offers to the shareholders who hold the Company Shares of less than one unit an opportunity to demand the Company’s purchase of the shares less than one unit held by them in accordance with the provisions of Article 192, paragraph (1) of the Companies Act.

(Note 4) Treatment of fractional shares

To DAITEC Holding’s shareholders who will be allotted fractional shares less than one share of the Company Shares, the Company will pay in cash the amount corresponding to the fractional portion less than one share, in accordance with the

provisions of Article 234 of the Companies Act and other relevant laws and ordinances.

[3] Dividends of surplus

The Company agreed with DAITEC Holding that it may distribute a dividend from surplus, up to a maximum of 73.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in the final shareholder register as of March 31, 2026.

DAITEC Holding agreed with the Company that it may distribute a dividend from surplus, up to a maximum of 35.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in its final shareholder register as of March 31, 2026, and another dividend from surplus, up to 35.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in its final shareholder register as of September 30, 2026, respectively.

[4] Basis, etc., of details of allotment related to the Merger

A. Basis and reasons for details of allotment

To ensure the fairness and appropriateness of the Merger Ratio described in “[2] Details of allotment related to the Merger” above, the Company and DAITEC Holding decided to request a third-party valuation agent independent of the Company and its subsidiaries (collectively “Company Group”) and DAITEC Holding and its subsidiaries (collectively “DAITEC Group”); together with the “Company Group,” referred to as “both groups”) to calculate the merger ratio; and obtain legal advice from a legal advisor independent of both groups, respectively. The Company appointed Deloitte Tohmatsu LLC (“Deloitte Tohmatsu”) as its financial advisor, PLUTUS CONSULTING Co., Ltd (“Plutus Consulting”) as its third-party valuation agent, and Kitahama Law Office (“Kitahama Law Office”) as its legal advisor. DAITEC Holding appointed Daiwa Securities Co., Ltd. (“Daiwa Securities”) as its financial advisor and third-party valuation agent, and The Tokyo-Marunouchi Law Office as its legal advisor. After that, the Company and DAITEC Holding began full-scale examinations, respectively.

The compensation for Deloitte Tohmatsu includes, in addition to a fixed fee payable regardless of the Merger’s success or failure, a success fee payable contingent upon the Merger’s success, including upon announcement or consummation thereof. On this point, the Company determined that the inclusion of such a success fee upon the Merger’s success, such as the announcement or consummation thereof alone does not negate Deloitte Tohmatsu’s independence, taking into consideration that the inclusion of a success fee as part of compensation is reasonable as it allows for limiting transaction costs in the event of failure of the Merger, the above fee structure is a general practice in similar transactions, and other related factors. Therefore, the Company appointed Deloitte Tohmatsu as its financial advisor under the above fee structure.

Referring to their financial advisors’ advice, the results of the merger ratio for the Merger calculated by third-party valuation agents, and their legal advisors’ advice, and based on the results of the DD conducted on the counterparty and related materials, the Company and DAITEC Holding carefully examined the merger ratio, comprehensively considering their financial conditions, assets, future prospects, and other related factors, respectively. After that, both companies had multiple sessions of thoughtful discussions and negotiations regarding the merger ratio.

On the Company’s part, we had careful discussions and examinations based on the various reports, information, and data, including the following: its financial advisor, Deloitte Tohmatsu’s advice from a financial perspective; the merger ratio calculation report and a written opinion (fairness opinion) stating that the Merger Ratio is fair from a financial perspective for the Company’s general shareholders (“Fairness Opinion”) dated February 12, 2026, obtained from Plutus Consulting, its third-party valuation agent, as described in “D. Measures to ensure fairness

(including measures to avoid conflicts of interest”); its legal advisor, Kitahama Law Office’s advice; the results of the DD conducted by the Company on DAITEC Holding; and the directions, advice, and the report dated February 12, 2026 (“Opinion Report”: its details are described in “(c) Establishment of an independent special committee and acquisition of an opinion report” under “D. Measures to ensure fairness (including measures to avoid conflicts of interest)” below) from a special committee composed of independent members who have no conflicts of interest with either group (“Special Committee”). As a result, the Company determined that the Merger Ratio is appropriate and will contribute to the interests of the Company’s general shareholders; therefore, implementing the Merger based on the Merger Ratio is appropriate.

Please note that the Merger Ratio may be revised by agreement through mutual consultation if a material change arises in the conditions that form the basis of the calculation.

B. Matters concerning calculation

(a) Name of valuation agents and their relationship with both companies

Plutus Consulting, the Company’s third-party valuation agent, is a valuation institution, independent of both groups. It does not fall within the category of related parties for either group and has no material interests that must be stated in relation to the Merger. In addition, the compensation for Plutus Consulting consists solely of a fixed fee, payable regardless of the Merger’s success or failure. It does not include any success fee contingent upon the Merger’s success, including upon announcement or consummation thereof.

Also, Daiwa Securities, DAITEC Holding’s third-party valuation agent, is a valuation institution, independent of both groups. It does not fall within the category of related parties for either company and has no material interests that must be stated in relation to the Merger.

(b) Overview of calculation

For the Company, Plutus Consulting employed the following methods and calculated the merger ratio: the market price method since the Company Shares are listed on Tokyo Stock Exchange, Inc. (“TSE”) Prime Market and have observable market price; the comparable company analysis method since there are several publicly listed companies comparable with the Company and it is possible to infer the value of the Company Shares through comparisons with similar companies; and the DCF method to reflect future business activities in the valuation.

For DAITEC Holding, although it is unlisted, there are multiple comparable listed companies; thus, it is possible to infer the value of the DAITEC Holding Share by comparing it with those companies. Accordingly, Plutus Consulting employed the comparable company analysis method and, in addition, the DCF method to reflect future business activities in the valuation for calculating the merger ratio.

Based on the assumption that the Company’s per-share value under each valuation method is one (1), the results of the merger ratio calculation were as follows:

Method used		Calculation results of the merger ratio
The Company	DAITEC Holding	
Market price method	Comparable company analysis method	0.79–1.16
	DCF method	0.70–1.17
Comparable company analysis method	Comparable company analysis method	0.52–1.00
DCF method	DCF method	0.42–0.99

For the market price method, setting February 12, 2026, as the calculation reference date,

Plutus Consulting used the closing price of the Company Shares on the calculation reference date and the simple average closing prices over the periods of one month, three months, and six months immediately preceding the calculation reference date at the TSE Prime Market.

For the DCF method, based on various factors, such as revenue forecasts and investment plan included in the business plan prepared by the Company for the fiscal years ending March 2026 through March 2029 (“Business Plan”) and publicly available information, Plutus Consulting evaluated the share value of the Company by discounting the free cash flow expected to be generated from the fourth quarter of the fiscal year ending March 2026 onwards to present value using a certain discount rate. Please note that the financial forecasts in the Business Plan used by Plutus Consulting for the DCF method calculation did not include a fiscal year in which a significant increase or decrease in profit or free cash flow is expected. Also, these financial forecasts were not based on the assumption that the Merger would be implemented. For DAITEC Holding, based on various factors, such as the revenue forecasts and investment plan included in the business plan prepared by DAITEC Holding for the fiscal years ending March 2026 through March 2029, and publicly available information, Plutus Consulting also evaluated the share value of DAITEC Holding by discounting the free cash flow expected to be generated from the fourth quarter of the fiscal year ending March 2026 onward to present value using a certain discount rate. Please note that the financial forecasts used by Plutus Consulting as the basis for calculating the value of DAITEC Holding Share under the DCF method did not include a fiscal year in which a significant increase or decrease in profit or free cash flow is expected. Also, these financial forecasts were not prepared on the assumption that the Merger would be implemented.

The Business Plan used by Plutus Consulting as the basis for calculating the value of the Company Shares under the DCF method was prepared by the Company in the course of examination of the Merger. DAITEC Holding was not involved in compiling the specific figures for the Business Plan. In addition, the Special Committee confirmed that the Business Plan was prepared by persons independent of DAITEC Holding, received explanations from the Company on key assumptions and other details of the final Business Plan, and approved it after verifying the rationality of key assumptions, the preparation process, and other details.

In calculating the Merger Ratio, Plutus Consulting used information provided by both companies and obtained through interviews, publicly available information, and relevant materials, as it is, in principle, based on assumptions that all such materials and information used were accurate and complete; they would not have a material impact on the calculation of a merger ratio; and there were no facts undisclosed to it. For that reason, Plutus Consulting did not independently verify the accuracy or completeness of such materials and information. Plutus Consulting also did not conduct its own evaluation or appraisal, including individual analyses and valuations of assets and liabilities (including derivative transactions, off-balance-sheet assets and liabilities, and other contingent liabilities) of both companies and their affiliated companies, nor did it commission any third-party agent to perform such evaluations, appraisals, or assessments. In addition, the information in the business plans submitted by both companies was based on the assumption that those plans were reasonably prepared and compiled using the best forecasts and judgments available to both management at this time. It was also assumed that Plutus Consulting’s calculation reflected the information and economic conditions as of February 12, 2026.

The Company also received the Fairness Opinion from Plutus Consulting on February 12, 2026. It expressed the opinion that, in light of the results of the merger ratio calculation based on the business plans prepared by both companies and the Company’s market stock price, and relevant factors, the Merger Ratio agreed upon by both companies is fair to the Company’s general shareholders from a financial perspective. Plutus Consulting prepared and submitted the Fairness

Opinion to the Company after going through the following process: it received from both companies the disclosure of the current status of their businesses and future business plans as well as the explanations on these matters; it had question-and-answer sessions with both companies on the result of the merger ratio calculated by it based on the explanations above, the outline, background, and purpose of the Merger; it examined the business environment, economy, market, and financial conditions of both companies to the extent deemed necessary by it; and finally, Plutus Consulting had another internal deliberation meeting, independent of its special team engaging in the Merger, and the opinion was reviewed and confirmed thereat.

(Note) In preparing and submitting the Fairness Opinion and in calculating the merger ratio above that forms the basis of the Fairness Opinion, Plutus Consulting relied on the underlying materials provided by both companies, publicly available materials, and information obtained through interviews with both companies, assuming that such information was accurate and complete, and that there were no facts that could have a material impact on the calculation of the merger ratio, which were undisclosed to it. For that reason, Plutus Consulting did not conduct any investigations or verifications beyond the process described above, and was not obliged to do so.

Plutus Consulting also did not conduct any independent evaluation or appraisal regarding the assets and liabilities of both companies and their affiliates (including off-balance-sheet assets and liabilities and other contingent liabilities), including individual analyses and valuations of assets and liabilities, nor did it receive any valuation or appraisal reports from either company or their affiliates regarding these matters. In addition, Plutus Consulting did not evaluate the creditworthiness of either company or its affiliates under applicable laws and ordinances related to bankruptcy, suspension of payments, or similar situations.

Both companies' business plans and other materials used by Plutus Consulting as underlying materials for the Fairness Opinion were presumed to have been reasonably prepared by their respective management based on their best forecasts and judgments at the time of compiling these materials. Plutus Consulting does not guarantee the feasibility of these plans and materials, and it has not expressed any opinion regarding the analyses or forecasts that formed the basis for the preparation of, or the underlying assumptions for, these business plans and materials.

Plutus Consulting adopted the assumption that the Merger Agreement would be lawfully and validly made and entered into, and approved by the shareholders' meetings of both companies; the Merger would be lawfully and validly implemented in accordance with the terms and conditions of the Merger Agreement; and the Merger would be completed in accordance with the terms and conditions of the Merger Agreement without any waiver, amendment, or modification of material terms or agreements provided for therein. It also adopted the assumption that the Merger would be lawfully and validly implemented; and all consents, permits, and approvals from government, regulatory authorities, and other parties (persons) required for implementing the Merger would be obtained without impairing the benefits expected to be derived from the Merger, and it was not obliged to conduct its own investigation regarding these matters. Plutus Consulting was not requested by the Company to review the Company's decision-making regarding the implementation of the Merger or to make a comparative review of the Merger against other strategic alternatives, nor did it do so. Not being an expert in accounting, tax, or law, Plutus Consulting did not independently analyze or examine the legality and validity of any matters related to the Merger or the appropriateness of the accounting and tax treatments, nor was it obliged to do so.

The Fairness Opinion expressed an opinion, as of its preparation date, on whether the Merger Ratio agreed upon by both companies is fair to the Company's general shareholders from a financial perspective, premised on the financial and capital markets, economic situation, and other status as of that date, and based on information provided to or obtained by Plutus Consulting up to that date. Even if these assumptions change due to subsequent changes in circumstances, Plutus Consulting is not obliged to amend, modify, or supplement the details of the Fairness Opinion. The Fairness Opinion also did not imply or suggest any opinion other than those expressly stated therein, or regarding matters on or after the date of submission thereof. The Fairness Opinion merely expressed an opinion that the Merger Ratio is fair to the Company's general shareholders from a financial perspective. It did not express any opinion to holders of securities issued by the Company, creditors, or other interested parties, nor did it recommend any action regarding the Merger to the Company's shareholders. In addition, Plutus Consulting submitted the Fairness Opinion for the purpose of serving as underlying materials for the judgment of the Company's Board of Directors and the Special Committee regarding the Merger Ratio, and no other party may rely upon it.

C. Prospect and reason for delisting

The Merger is an absorption-type merger, with the Company as the surviving company, and DAITEC Holding as the disappearing company. Even after the Merger becomes effective, the Company Shares are expected to remain listed on the TSE, the Prime Market. However, under the Delisting Criteria of the TSE, the TSE potentially designates the Company Shares as "the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc." Nevertheless, even if the TSE designates the Company Shares as "the issue of a company that enters the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc.," the Company Shares will remain listed. The Company will make every effort to be deemed to satisfy the criteria equivalent to the Initial Listing Criteria by the end of the grace period.

The Company and DAITEC Holding agreed in the Integration Agreement that both companies would provide the necessary cooperation for maintaining the Company's listing if the TSE determines that the Company is no longer a substantial survivor, or if the Company Shares are likely to be delisted due to the Merger.

D. Measures to ensure fairness (including measures to avoid conflicts of interest)

DAITEC Holding holds 9,746,220 shares of the Company Shares (representing 47.14% of the number of shares (20,675,187 shares) after subtracting the Company's treasury shares (24,813 shares) from the total number of shares (20,700,000 shares) issued as of December 31, 2025). Since DAITEC Holding falls under the category of "other associated company" of the Company, the measures to ensure fairness (including measures to avoid conflicts of interest) have been taken in implementing the Merger to eliminate arbitrariness in the decision-making process of the Company's Board of Directors and to set up and ensure a fair, transparent, and objective decision-making process.

(a) Acquisition of a calculation report and a fairness opinion from an independent third-party valuation agent

To ensure fairness in the decision-making process for the merger ratio to be used in the Merger, the Company appointed Plutus Consulting, a third-party valuation agent, independent of both groups, and obtained a calculation report on the merger ratio dated February 12, 2026 ("Calculation Report"), and it also received the Fairness Opinion from Plutus Consulting. For the overview of the Calculation Report and the Fairness Opinion, please refer to "(b) Overview of calculation" in "B. Matters

concerning calculation” above.

Also, to ensure fairness in the decision-making process for the merger ratio to be used in the Merger, DAITEC Holding appointed Daiwa Securities, a third-party valuation agent, independent of both groups, and obtained a calculation report on the merger ratio dated February 12, 2026. DAITEC Holding has not obtained a written opinion (fairness opinion) from Daiwa Securities, stating that the Merger Ratio is fair to DAITEC Holding’s shareholders from a financial perspective.

(b) Advice from an independent law firm

The Company appointed Kitahama Law Office as its legal advisor and received legal advice on the procedures for the Merger, its decision-making method and process, and related matters. Kitahama Law Office is a law firm, independent of both groups, and has no material interests in either group. The compensation for Kitahama Law Office consists solely of hourly fees payable regardless of the Merger’s success or failure, and it does not include any success fees contingent upon the Merger’s success, including upon announcement or consummation thereof.

DAITEC Holding appointed The Tokyo-Marunouchi Law Offices as its legal advisor and received legal advice on the procedures for the Merger, its decision-making methods and process, and related matters. The Tokyo-Marunouchi Law Offices is a law firm, independent of both groups, and has no material interests in either group.

(c) Establishment of an independent special committee and acquisition of an opinion report

Upon receiving the Written Offer from DAITEC Holding on September 16, 2025, and given the fact that DAITEC Holding was one of its “other affiliated companies,” the Company established a special committee (“Special Committee”) by resolution of its Board of Directors meeting held on September 26, 2025, to eliminate arbitrariness in the Company’s decision-making; to establish and ensure a fair, transparent, and objective decision-making process; and to obtain an opinion on whether a decision by the Company’s Board of Directors to implement the Merger would be deemed to be fair to its general shareholders. The Special Committee comprises the following three members: Ms. Aya Ozasa, Outside Director and Independent Officer of the Company; Mr. Kisei Kanda (Attorney at law of Kanda Law Office) and Mr. Akifumi Mitsuhashi (Certified public accountant of Mitsuhashi Akifumi Certified Public Accountant Office), Outside Directors and Independent Officers (Audit and Supervisory Committee Members) of the Company, all of whom are independent of both groups and the success or failure of the Merger. The Company appointed these three persons as members of the Special Committee from the outset, and no member was replaced. Mr. Kisei Kanda, Outside Director and Independent Officer (Audit and Supervisory Committee Member) of the Company, was appointed as the chairperson of the Special Committee by mutual selection among the members. The compensation for the Special Committee members consists solely of a fixed fee payable regardless of the Merger’s success or failure and the content of its opinion report. It does not include any success fees contingent upon the Merger’s success, including upon the announcement or consummation thereof.

Following the resolution of the Board of Directors meeting above, the Company consulted with the Special Committee on: (a) whether the Merger should be implemented (including whether it contributes to enhancing corporate value); (b) the fairness of the transaction terms related to the Merger (including whether the level of the acquisition consideration, the acquisition method, the type of consideration, and other transaction terms are fair); (c) the fairness of the procedures related to the Merger (including whether procedures to ensure the fairness of the transaction terms have been sufficiently taken), and (d) whether the Merger decision and its implementation are fair to the Company’s general shareholders (items (a) through (d) are collectively referred to as the “Consultation Matters”), and entrusted the Special Committee to submit an opinion report on these

matters to the Company's Board of Directors. Additionally, in the resolution of the Board of Directors meeting above, the Company decided to pay the utmost respect to the opinion of the Special Committee to decide on the Merger at the Board of Directors, and if the Special Committee determines that the Merger is not fair to the Company's general shareholders, the Board of Directors would not implement the Merger.

In addition, under the resolution of the Board of Directors meeting above, the Company granted the Special Committee the authority to (a) get substantially involved in the negotiation process between the Company and DAITEC Holding regarding the transaction terms, such as the merger ratio for the Merger (including, as necessary, the authority to give directions or requests regarding the negotiation strategies with DAITEC Holding, and to have direct negotiations with DAITEC Holding itself), (b) appoint and approve (including ex post facto approval) external experts, such as the Company's financial advisor, third-party valuation agent, and legal advisor, to ensure appropriate judgment; appoint its own external experts, if necessary; and seek professional advice from the Company's external experts itself, and (c) request that the Company's directors, employees, and other persons deemed necessary by it explain and provide information necessary for its deliberation and judgements on the Merger by attending at the Special Committee's meetings, submitting written responses, or other appropriate means.

The Special Committee held a total of 17 meetings from September 26, 2025, until February 12, 2026. In addition, between these meetings, the members delivered their own opinions, exchanged information, gathered information via email and other means, and discussed and consulted, as necessary, to carefully examine the Consultation Matters. Specifically, the Special Committee first confirmed that there were no issues regarding the independence and expertise of Deloitte Tohmatsu (the financial advisor), Plutus Consulting (the third-party valuation agent), and Kitahama Law Office (the legal advisor), all of whom were appointed by the Company, and approved their appointments. After that, the Special Committee received from the Company explanations regarding the Company's business overview, the preparation principles and procedures for the Business Plan underlying the calculation of the merger ratio, and related matters, and had question-and-answer sessions. In addition, after sending written inquiries to both companies regarding the purpose of the Merger and other related matters, the Special Committee received from each company explanations regarding the purpose of the Merger, the background and circumstances leading to the Merger, the details of the synergies expected from the Merger, post-merger management policies, the treatment of employees, and related matters, and had question-and-answer sessions with each company. The Special Committee also received advice from Kitahama Law Office, the Company's legal advisor, on the decision-making process of the Board of Directors regarding the Merger, the measures to ensure the fairness of the Special Committee's operation and other procedural aspects of the Merger, and the measures to avoid conflicts of interest.

Furthermore, the Special Committee received explanations from Plutus Consulting, the Company's third-party valuation agent, regarding the method used to calculate the Merger Ratio and the calculation result, held question-and-answer sessions, and verified the rationality of the calculation. With timely reports received from the Company on the progress and details of discussions and negotiations related to the Merger with DAITEC Holding, the Special Committee had multiple discussions with the Company on negotiation strategies and related matters, and by providing its opinion and advice to the Company, it was substantially involved in the negotiation process between the Company and DAITEC Holding.

Going through these processes, and after careful deliberation and examination of the Consultation Matters, the Special Committee unanimously submitted the Opinion Report on the Consultation Matters to the Company's Board of Directors on February 12, 2026, the substance of which is as follows:

(i) Substance of the Opinion Report

- a. The Merger is deemed to contribute to the enhancement of the Company's corporate value.
- b. The transaction terms related to the Merger are deemed fair.
- c. The procedures related to the Merger are deemed fair.
- d. In light of a. through c. above, the Merger is deemed to be fair to the Company's general shareholders.

(ii) Reasons for the Opinion Report

- a. Regarding whether the Merger should be implemented (including whether it contributes to enhancing corporate value)

- As described in “(1) Background of the Management Integration” and “(2) Purpose of the Management Integration” under “1. Reasons for the Merger” above, the Company possesses a strong and stable customer base, and its current business performance trends steadily, as announced in the “Notice of Revision to Financial Results Forecast” on February 13, 2026. However, we anticipate that the competitive environment will be more intensified due to the increasing sophistication and diversification of customer needs, centered on the transition to cloud-based software, the increased sales of cloud-based software by competitors, and the entry of new software vendors into the market; and the market size will shrink over the medium and long term. Under such circumstances, the Company faces management challenges in its technological foundation, revenue model, and the acquisition and development of talent, all of which are deemed difficult to resolve on its own.
- On the other hand, although DAITEC Holding also engages in the CAD Business, there is no overlap in customer bases or product functions with the Company, creating a mutually complementary relationship. By leveraging both companies' CAD technologies and customer sales networks, we can expect improvements in development and sales efficiency, as well as in product quality.
- Given the above, it is deemed necessary and reasonable for the Company to merge with DAITEC Holding at this juncture and establish a structure that can reliably maintain and strengthen the medium and long-term competitive advantage by maximizing the utilization of both companies' management resources, creditworthiness, and other assets.
- In addition, the Company can expect the benefits from the Management Integration, such as “enhancement of the service platform,” “increased profitability through higher average revenue per customer and expanded market share,” “cost synergies,” and “growth of the entire organization and improvement of productivity by leveraging both companies' human capital,” all of which are recognized as significant.
- On the contrary, the Merger has a potential disadvantage that if the TSE determines that the Company is not a substantial survivor after the Merger, the Company Shares are expected to enter the grace period pertaining to ceasing to be a substantial survivor on the Effective Date of the Merger. In this light, there is a risk that, if the TSE determines that the Company does not satisfy the criteria equivalent to the Initial Listing Criteria by the end of the grace period, the Company Shares will be delisted. However, in the Integration Agreement, both companies have agreed to make sincere and earnest efforts to satisfy criteria equivalent to the Initial Listing Criteria; therefore, reasonable measures have been taken to mitigate the risk of delisting. Accordingly, this risk can be considered merely an abstract concern, and it is assessed that the disadvantage of the Management Integration is unlikely to materialize.
- Taking all of the above into comprehensive consideration, it is recognized that the Merger will contribute to the enhancement of the Company's corporate value.

b. Regarding the fairness of the transaction terms related to the Merger (including whether the level of the acquisition consideration, the acquisition method, the type of consideration, and other terms are fair)

(a) Acquisition of the Merger Ratio Calculation Report

- The Company obtained the Calculation Report from Plutus Consulting. The Special Committee received from Plutus Consulting a detailed explanation of the calculation methods used and other matters of the Calculation Report. Based on this, the Special Committee requested further clarification from Plutus Consulting and the Company through question-and-answer sessions on more details, such as the choice of valuation methods, analysis of market prices under the Average Market Price Method, criteria for selecting comparable companies, the financial forecasts of both companies underlying the calculation using the DCF method (including projections of significant increases or decreases in profits or free cash flow), the principles and processes for preparing the Business Plan underlying the Company's financial projections, as well as the rationality of the planned figures, the method for calculating the terminal value, and the calculation basis for the discount rate. After verifying these points against specific materials, no unreasonable points were identified in light of general valuation practices.
- Additionally, the Special Committee confirmed the following points in the Business Plan: it was difficult to estimate specific synergies expected from the Merger; thus, those effects were not added to the Business Plan; instead, based on the Medium-term Management Plan announced by the Company on November 8, 2024, and taking into account the actual results for the fiscal year ended March 2025 and the current performance for the fiscal year ended March 2026, revenue forecasts and investment plans were updated to more plausible figures; it was prepared over four fiscal years, from the fiscal year ended March 2026 to the fiscal year ending March 2029, which represents the period for which the Company can reasonably forecast the future at this time; through the process of preparing the Business Plan, no fact was identified that the DAITEC Group exerted any undue influence; and its details are deemed reasonable.
- Similarly, as to the business plan submitted by DAITEC Holding, the Special Committee appropriately verified it based on the results of the DD conducted by the Company on the DAITEC Group, DAITEC Holding's performance in the current and the past three fiscal years, and related data. Thus, even when comparing figures, such as net sales and operating profit between the DAITEC Group and the Company Group, no particular unreasonable points were identified in the details of the Calculation Report.
- Consequently, it is determined that the merger ratio in the Calculation Report is deemed reasonable.

(b) Acquisition of the Fairness Opinion

- The Company obtained the Fairness Opinion from Plutus Consulting. The Special Committee received from Plutus Consulting a detailed explanation of the Fairness Opinion, and held question-and-answer sessions with the Company and Plutus Consulting. After verifying its details against specific materials, no unreasonable points were identified in light of general valuation practices.
- According to the Fairness Opinion, the Merger Ratio is deemed fair to the Company's general shareholders from a financial perspective.

(c) Regarding the Merger Ratio

- It is confirmed that the Merger Ratio falls within the range of merger ratios calculated based

on the share values of both companies determined using the DCF method, and is at a level below the median value of that range; the Merger Ratio falls within the range of merger ratios calculated based on the share values of both companies determined using the comparable company analysis method, and is below the median value of that range; and the Merger Ratio is below the lower limit of either merger ratio range calculated based on the value of the Company Shares determined by the market price method and the value of DAITEC Holding Share determined by the comparable company analysis or the DCF method.

- Additionally, although a premium analysis for the Merger Ratio cannot be performed because there is no market share price for DAITEC Holding, which is not a listed company, the Merger Ratio is assessed as fair to the Company's general shareholders from a financial perspective, as stated above.
- Further, (1) the Company's general shareholders can additionally enjoy synergy effects from the Merger, and (2) as described above, the Merger is deemed to contribute to the enhancement of the Company's corporate value. To establish a structure that can reliably maintain and strengthen the Company's medium- and long-term competitive advantage, it is important to implement the Merger at an early stage. Considering the business environment and management challenges facing the Company, the Merger Ratio is deemed reasonable.

(d) Fairness of the negotiation process

- With Deloitte Tohmatsu acting as the contact point, the Company has engaged in multiple sessions of substantive discussions and negotiations with DAITEC Holding regarding the merger ratio to ensure its fairness from the perspective of protecting the interests of the Company's general shareholders, in accordance with the negotiation strategies pre-approved by the Special Committee.
- Specifically, the Company and the Special Committee had price negotiations with DAITEC Holding, through Deloitte Tohmatsu, following the strategies approved by the Special Committee, requested DAITEC Holding to re-examine the merger ratio several times, and succeeded in lowering the merger ratio from DAITEC Holding's initial proposal of 1:1.08 to 1:0.68.

(e) Appropriateness of the scheme for the Merger

- Even after the Merger, the Company's general shareholders can enjoy benefits brought about by the enhancement of the Company's corporate value over the medium and long term, through the realization of synergies from the Merger of both companies, as shareholders of the Company.
- Additionally, to realize the management integration between the Company and DAITEC Holding, several schemes are conceivable, such as a share transfer; a share exchange with DAITEC Holding as the wholly owning parent company resulting from the share exchange; and an absorption-type merger with DAITEC Holding as the surviving company. However, these schemes involve the issuance of shares as consideration to the Company's shareholders, which may require filings and other procedures under U.S. securities laws. This could result in high costs and expenses for the Company to implement those processes, thereby reducing the investment funds available after the management integration and potentially hindering the implementation of measures to realize synergies. Furthermore, compared to the Merger, the above schemes would extend the preparation period for consummating the management integration, which could hinder the swift resolution of management challenges in the competitive environment surrounding the Company.
- Besides, a share exchange scheme under which the Company becomes the wholly owning

parent company resulting from the share exchange is another possible method for management integration. However, such a share exchange would result in both companies continuing to exist as separate legal entities. In this connection, the Special Committee received interview responses indicating that integrating both into a single entity through the Merger would enable smoother realization of synergies from management integration; therefore, proceeding with the Merger is considered advantageous. It is also conceivable for the Company to integrate with DAITEC Holding through a tender offer followed by a stock consolidation or a cash-out demand. However, as with the share exchange scheme above, both companies would continue to exist as separate legal entities. This would also result in a significant cash outflow for the Company, which could hinder investments necessary to realize synergies following the management integration. Regarding the Merger, which is likely to fall under the category of an “inappropriate merger” and result in the delisting of the Company Shares, it may be possible to avoid the risk of delisting by integrating with DAITEC Holding after it goes public. However, as described above, there is no concrete expectation that the Company Shares will be delisted, and this risk remains merely an abstract concern. Also, for DAITEC Holding, a certain amount of time will be required before going public. Accordingly, in light of the business and competitive environments of both companies, the Merger is considered the desirable approach to enhancing their medium- and long-term corporate values by realizing synergies at an early stage.

- Therefore, the choice of the Merger as a form of management integration can be assessed as a more desirable approach for achieving the objectives of the management integration compared to choosing other schemes.
- The implementation of the Merger requires approval by a special resolution of the shareholders’ meetings of both companies. The Merger procedures provide an opportunity for dissenting shareholders to demand the purchase of their Company Shares. In this light, the Company’s general shareholders are guaranteed sufficient opportunity to decide on the Merger, and dissenting shareholders are also provided with an opportunity to recover their investment. Compared to a cash-out scheme, the Merger can be considered a scheme that takes into account the future expectations of the Company’s general shareholders, and the choice of the Merger is deemed appropriate.
- In addition, the Integration Agreement appropriately specifies various provisions regarding the preparation, consultation, and cooperation of both companies leading up to the Management Integration, as well as the post-management integration management structure, to realize the enhancement of the corporate value of the Company, which will become the integrated company after the Management Integration. On the other hand, no contractual terms or provisions are particularly identified that would be disadvantageous to the Company.

(f) Summary

- Based on the above, and following careful deliberation and examination at the Special Committee, it can be determined that the level of acquisition consideration, the acquisition method, the type of consideration, and other transaction terms and conditions for the Merger are fair.

c. Fairness of the procedures related to the Merger (including whether procedures to ensure the fairness of the transaction terms have been sufficiently taken)

- As described in (a) through (f) of “D. Measures to ensure fairness (including measures to avoid conflicts of interest),” appropriate measures to ensure fairness have been taken in the Merger, even when compared to similar cases at other companies. It can be determined that

conditions that may be equated with arm's-length transactions have been satisfied in forming the transaction terms; thus, the procedures related to the Merger are deemed fair.

d. Whether the decision to conduct the Merger and the implementation thereof are fair to the Company's general shareholders

- After careful examination based on items (a) through (c) above and other relevant matters, the Special Committee arrived at a conclusion that the Merger is fair to the Company's general shareholders.

(d) Establishment of an independent examination structure

The Company established an internal system to examine, negotiate, and make decisions regarding the Merger, independently of the DAITEC Group. Specifically, after receiving the Written Offer from the DAITEC Group on September 16, 2025, the Company established a project team to conduct examinations of the Merger (including preparing the Business Plan underlying the valuation of the Company Shares) and to engage in discussions and negotiations with the DAITEC Group. This project team comprises the Company's officers and employees who do not concurrently hold, and did not hold in the past, any positions as officers or employees of the DAITEC Group.

The Special Committee received the advice from Kitahama Law Office that, including the treatment of that team and members, there were no issues with the independence and fairness of the Company's examination structure (including the scope of officers and employees involved in the examination, negotiations, and decision-making regarding the Merger, as well as their job duties), and approved the establishment and operation of the examination structure.

(e) Approval from all Directors (including Audit and Supervisory Committee Members) who have no interest

Based on the financial-perspective advice from Deloitte Tohmatsu, details of the Calculation Report and the Fairness Opinion from Plutus Consulting, the legal advice from Kitahama Law Office, and the Opinion Report from the Special Committee, the Company carefully deliberated and examined whether the Merger would contribute to the enhancement of the Company's corporate value and whether the transaction terms and conditions related to the Merger, including the Merger Ratio, would be appropriate. As a result, at the Company's Board of Directors meeting held on February 13, 2026, among all nine Directors of the Company, nine Directors who were involved in the deliberations and resolution and have no interest (including Directors who are the Audit and Supervisory Committee Members), unanimously resolved to enter into the Merger Agreement.

(f) Ensuring opportunities for other acquirers to make acquisition proposals (market check)

The Company reached no agreement with DAITEC Holding that may restrict the Company from contacting any proposer other than DAITEC Holding ("Counter-proposer"), such as an agreement containing a transaction protection clause that would prohibit the Company from contacting the Counter-proposer.

Also, a general meeting of shareholders of the Company to approve the Merger Agreement is scheduled for June 26, 2026, more than four months after the announcement of the Merger Agreement's execution. Therefore, it can be said that, even compared with other corporate acquisition cases, the opportunity for the Counter-proposer to make an acquisition proposal is sufficiently ensured.

Although the Company did not conduct an active market check, it is considered that an indirect market check was conducted in connection with the Merger, as described above. In addition, taking into consideration that DAITEC Holding holds 9,746,220 shares of the Company Shares

(representing 47.14% of 20,675,187 shares after subtracting the Company's treasury shares (24,813 shares) from the total issued shares (20,700,000 shares) as of December 31, 2025), and, besides, sufficient measures to ensure fairness have been taken as described in (a) through (e) above, the Company believes that the fairness of the procedures for the Merger cannot be impaired solely by the fact that no active market check was conducted.

[5] Matters concerning the adequacy of the capital and reserves of the surviving company in the absorption-type merger

The Merger will not result in increases in the amounts of the Company's capital and reserves.

(2) Matters concerning the appropriateness of provisions regarding the matters listed in Article 749, paragraph (1), items (iv) and (v) of the Companies Act (Article 191, item (ii) of the Enforcement Regulations of the Companies Act)

DAITEC Holding has not issued stock acquisition rights or bonds with stock acquisition rights.

(3) Matters concerning a disappearing company in an absorption-type merger as listed below (Article 191, item (iii) of the Enforcement Regulations of the Companies Act)

[1] Contents of the financial statements, etc. for the final fiscal year

In accordance with applicable laws, ordinances, and the provisions of Article 18 of the Company's Articles of Incorporation, contents of the financial statements, etc. for DAITEC Holding's final fiscal year (April 1, 2025 - March 31, 2026) were not included in the documents sent to shareholders who have requested written delivery.

Please visit the respective websites listed on page 1 of the Notice of Convocation for your confirmation.

[2] Contents of dispositions of significant assets, assumption of major liabilities, or other events that have a material impact on DAITEC Holding's financial position, which occurred after the end of the final fiscal year

Not applicable

(4) Contents of dispositions of significant assets, assumption of major liabilities, or other events that have a material impact on the Company's financial position, which occurred after the end of the Company's final fiscal year

Not applicable

[Attachment]

Absorption-Type Merger Agreement

Fukui Computer Holdings, Inc. (“Fukui”) and DAITEC Holding Co., Ltd. (“DAITEC”) hereby enter into an absorption-type merger agreement (“Agreement”) dated February 13, 2026 (“Execution Date”) regarding the absorption-type merger of Fukui and DAITEC (“Merger”), as follows.

Article 1 (Absorption-type Merger)

Fukui and DAITEC will implement an absorption-type merger as provided for in the Agreement, with Fukui as the surviving company and DAITEC as the disappearing company.

Article 2 (Trade Names and Addresses of the Parties to the Agreement)

The trade names and addresses of Fukui and DAITEC are as follows.

(1) Fukui

Trade name: Fukui Computer Holdings, Inc.

Address: 1-2501, Takagi-chuo, Fukui-shi, Fukui

(2) DAITEC

Trade name: DAITEC Holding Co., Ltd.

Address: 6-16-19, Minami-Oi, Shinagawa-ku, Tokyo

Article 3 (Matters Concerning Shares, Other Monetary Consideration, etc., to be Issued upon the Absorption-type Merger)

1. Upon the Merger, Fukui will issue a specific number of its common shares calculated by multiplying the number of DAITEC’s common shares held by DAITEC’s shareholders as of the time immediately before the time when the Merger comes into effect (“Shareholders Eligible to Receive Allotment”) by 0.68 (“Merger Ratio”).
2. Upon the Merger, Fukui will allocate to the Shareholders Eligible to Receive Allotment a specific number of its common shares equal to the number of DAITEC’s common shares held by such shareholders multiplied by the Merger Ratio.
3. If the number of Fukui’s common shares to be issued to DAITEC’s shareholders under paragraphs 1 and 2 above results in fractional shares of less than one share, these fractional shares shall be treated in accordance with Article 234 of the Companies Act and other relevant laws and ordinances.

Article 4 (Amount of Fukui’s Capital, etc.)

The Merger will not result in increases in the amounts of Fukui’s capital, capital reserve, or retained earnings reserve.

Article 5 (Effective Date)

The effective date of the Merger (“Effective Date”) shall be April 1, 2027. However, if required by the Merger procedures or for any other reason, Fukui and DAITEC may consult with each other and agree to change the Effective Date.

Article 6 (Approval by the General Meetings of Shareholders)

1. Fukui shall seek a resolution for approval of the Agreement by its general meeting of shareholders by the day before the Effective Date.
2. DAITEC shall seek a resolution for approval of the Agreement by its general meeting of shareholders by the day before the Effective Date.

Article 7 (Business Operations, etc.)

1. During the period from the Execution Date until the Effective Date, Fukui and DAITEC shall, within the scope of their ordinary business operations, conduct their respective business operations as well as manage and operate their assets with the care of a prudent manager to enhance corporate value.
2. Fukui and DAITEC shall, on and after the Execution Date, make sincere and earnest efforts to ensure that Fukui, following the Effective Date of the Merger, satisfies criteria equivalent to the Initial Listing Criteria stipulated by Tokyo Stock Exchange, Inc. by the end of the grace period pertaining to ceasing to be a substantial survivor due to a merger, etc. To ensure Fukui's governance and compliance structure and its compliance status as a listed company, Fukui and DAITEC shall conduct business operations, maintaining the current level of those structures and compliance even following the Effective Date.

Article 8 (Dividends, etc. of Surplus)

1. Fukui may distribute a dividend from its surplus, up to a maximum of 73.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in its final shareholder register as of March 31, 2026.
2. DAITEC may distribute a dividend from its surplus, up to a maximum of 35.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in its final shareholder register as of March 31, 2026, and another dividend from its surplus, up to 35.00 yen per share, to its shareholders or registered pledgees of shares listed or recorded in its final shareholder register as of September 30, 2026, respectively.

Article 9 (Termination)

1. If DAITEC materially breaches its obligations hereunder and it becomes difficult to attain the purpose of the Agreement, Fukui may terminate the Agreement with written notice to DAITEC, only before the Effective Date.
2. If Fukui materially breaches its obligations hereunder and it becomes difficult to attain the purpose of the Agreement, DAITEC may terminate the Agreement with written notice to Fukui, only before the Effective Date.

Article 10 (Modification of Terms and Cancellation of the Merger)

If, during the period from the Execution Date until the Effective Date, any event occurs or becomes apparent that would significantly impede the implementation of the Merger, or if it becomes difficult to attain the purpose of the Agreement for another reason, Fukui and DAITEC may sincerely consult with each other and amend the terms of the Merger or other details of the Agreement, or cancel the Merger by mutual agreement.

Article 11 (Effect of the Agreement)

The Agreement shall become null and void if: (i) by the day before the Effective Date, the approval of the Agreement in paragraphs 1 or 2 of Article 6 is not obtained at a general meeting of shareholders of Fukui or DAITEC; (ii) by the day before the Effective Date, the approvals from relevant government agencies and other authorities required for implementing the Merger by laws and ordinances are not obtained; (iii) the Agreement is terminated under Article 9; or (iv) the Merger is cancelled under Article 10.

Article 12 (Governing Law and Jurisdiction)

1. The Agreement shall be governed by and construed in accordance with the laws of Japan.
2. Fukui and DAITEC hereby agree that the Tokyo District Court shall have exclusive agreed jurisdiction as the court of first instance for any disputes arising out of the performance or interpretation of the Agreement.

Article 13 (Good Faith Negotiations)

Matters not provided for in the Agreement, and other matters necessary for the Merger, shall be determined through good-faith consultation and agreement between Fukui and DAITEC, in accordance with the intent of the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in duplicate by signing or affixing their names and seals hereto, and each party shall retain one original.

February 13, 2026

Fukui : Fukui Computer Holdings, Inc.
1-2501, Takagi-chuo, Fukui-shi, Fukui
Koichi Sato, Representative Director and CEO

DAITEC : DAITEC Holding Co., Ltd.
6-16-19, Minami-Oi, Shinagawa-ku, Tokyo
Seiichiro Hori, Representative Director and President

Proposal 3: Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

Subject to Proposal 2 being approved and adopted as originally proposed, in connection with the merger with DAITEC Holding Co., Ltd. with an effective date of April 1, 2027, the Company proposes to amend Article 1 (Name of the Company) and Article 2 of the current Articles of Incorporation in order to change the Company’s trade name to “D&F Group Corporation” and change its business purposes to those necessary for the operation of the Company after the Management Integration.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Trade Name) Article 1. The name of the Company shall be “ <u>Fukui Computer Holdings Kabushiki-Kaisha</u> ” and in English “ <u>Fukui Computer Holdings, Inc.</u> ”	(Trade Name) Article 1. The name of the Company shall be “ <u>D&F Group Kabushiki-Kaisha</u> ” and in English “ <u>D&F Group Corporation.</u> ”

Current Articles of Incorporation	Proposed Amendments
<p>(Objectives)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Development and sale of computer software. 2. Sale of computers <Newly established> <Newly established> <Newly established> 3. Sale of office devices 4. Sale of measurement devices 5. Sale of office supplies 6. Management of computer-related lecture rooms 7. Information service using computers 8. Consulting service concerning general business management <Newly established> <Newly established> 9. Business operation and management of subsidiary companies 10. Any and all businesses incidental to the above items 	<p>(Objectives)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Development and sale of computer software. 2. Sale of computers 3. <u>Information processing by computers</u> 4. <u>Lease, rental, export, and import of computer hardware and software</u> 5. <u>Research, study, training, and consulting concerning computer systems</u> 6. Sale of office devices 7. Sale of measurement devices 8. Sale of office supplies 9. Management of computer-related lecture rooms 10. Information service using computers 11. Consulting service concerning general business management 12. <u>Lease, rental, management, and holding of, as well as investment in, real property</u> 13. <u>Holding of and investment in securities</u> 14. Business operation and management of subsidiary companies 15. Any and all businesses incidental to the above items
Articles 3~41 (Omitted)	Articles 3~41 (As currently provided)
<Newly established>	<p style="text-align: center;"><u>Supplementary provisions</u></p> <p><u>Article 1. The amendments to the provisions of Articles 1 (Trade Name) and 2 (Objectives) above shall come into force from the effective date of the merger, subject to the merger under the absorption-type merger agreement dated February 13, 2026, concluded between the Company and DAITEC Holding CO., LTD., coming into effect. This supplementary provision shall be deleted on or after the effective date.</u></p>

Proposal 4: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding the Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes to elect six (6) Directors including three (3) Outside Directors. Among the candidates, Mr. Tadashi Sugita and Ms. Aya Ozasa are scheduled to resign as of the day (scheduled for March 31, 2027) immediately preceding the effective date of the absorption-type merger, subject to Proposal 2 being approved and adopted as originally proposed and the absorption-type merger becoming effective.

In addition, with respect to this proposal, the Audit and Supervisory Committee has determined that all candidates for Directors are suitable for the positions.

The candidates for Director are as follows.


No.	Name	Current positions at the Company	
1	Koichi Sato	Representative Director and CEO President and Executive Officer	[Reappointment]
2	Akira Hashimoto	Director and CFO/CHRO Managing Executive Officer General Manager, Corporate Management Division	[Reappointment]
3	Tadashi Sugita	Director	[Reappointment]
4	Kenji Sakaguchi	Outside Director	[Reappointment] [Outside] [Independent]
5	Aya Ozasa	Outside Director	[Reappointment] [Outside] [Independent]
6	Rika Kajiwara		[New appointment] [Outside] [Independent]


[New appointment] New candidate for Director

[Reappointment] Candidate for reappointment as Director


[Outside] Candidate for Outside Director


[Independent] Independent Director stipulated by the rules of the stock exchange


No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
1	 <p data-bbox="194 701 445 770">Koichi Sato (December 16, 1963)</p> <p data-bbox="225 813 414 842">[Reappointment]</p> <p data-bbox="212 887 427 1014">[Attendance at the Board of Directors meetings] 16/16</p>	<p data-bbox="472 293 1262 1048"> April 1998 Joined the Company October 2007 General Manager, Kansai Office, the Company February 2008 Executive Officer and General Manager, Kansai Office, the Company April 2012 Executive Officer and General Manager, Sales Management Division, the Company July 2012 Director and General Manager, Sales Headquarters, FUKUICOMPUTER ARCHITECT, Inc November 2017 Director, the Company Representative Director and President, FUKUICOMPUTER ARCHITECT, Inc Director, FUKUICOMPUTER, Inc Director, FUKUICOMPUTER SMART, Inc Director, FUKUICOMPUTER.COM, Inc Director, FUKUICOMPUTER SYSTEM, Inc February 2022 Representative Director and President, the Company April 2022 Director, FUKUICOMPUTER ARCHITECT, Inc June 2023 Representative Director and Group CEO, and President and Executive Officer, the Company April 2025 Representative Director and CEO, and President and Executive Officer, the Company (to present) </p> <p data-bbox="472 1064 852 1126">[Significant concurrent positions] —</p>	5,200
<p data-bbox="194 1171 778 1200">[Reason for nomination as a candidate for Director]</p> <p data-bbox="194 1209 1445 1420">Mr. Koichi Sato has held important positions in sales divisions and has also been responsible for the management of operating companies, thereby driving the growth of the Group. He currently oversees the management of the Group as Representative Director and CEO. He is expected to play a central role in leading the business integration with DAITEC Holding Co., Ltd. and in promoting the Group strategy and creating synergies after the integration. The Company has nominated him as a candidate for Director again since it believes that he will contribute to the enhancement of corporate value of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
2	 <p data-bbox="220 875 421 943">Akira Hashimoto (April 28, 1964)</p> <p data-bbox="225 981 416 1014">[Reappointment]</p> <p data-bbox="213 1059 427 1182">[Attendance at the Board of Directors meetings] 16/16</p>	<p data-bbox="475 293 608 315">October 1990</p> <p data-bbox="692 293 895 315">Joined the Company</p> <p data-bbox="475 327 576 349">June 2005</p> <p data-bbox="692 327 1273 383">Director and General Manager, Sales Planning Division, the Company</p> <p data-bbox="475 383 580 405">April 2013</p> <p data-bbox="692 383 1246 439">Director and General Manger, Customer Support Center, FUKUICOMPUTER, Inc</p> <p data-bbox="475 439 571 461">July 2013</p> <p data-bbox="692 439 1066 495">Representative Director and President, FUKUICOMPUTER SMART, Inc</p> <p data-bbox="475 495 576 517">June 2016</p> <p data-bbox="692 495 1262 551">Executive Officer and General Manager in charge of Sales Headquarters, FUKUICOMPUTER, Inc</p> <p data-bbox="475 551 632 573">November 2017</p> <p data-bbox="692 551 1214 607">Director, General Manager, Corporate Administration Headquarters, the Company</p> <p data-bbox="475 607 576 629">June 2020</p> <p data-bbox="692 607 1273 707">Audit & Supervisory Board Member, FUKUICOMPUTER ARCHITECT, Inc (to present) Audit & Supervisory Board Member, FUKUICOMPUTER, Inc (to present) Audit & Supervisory Board Member, FUKUICOMPUTER SYSTEM, Inc (to present)</p> <p data-bbox="475 775 576 797">June 2022</p> <p data-bbox="692 775 1166 831">Managing Director, General Manager, Corporate Management Division, the Company</p> <p data-bbox="475 831 580 853">April 2023</p> <p data-bbox="692 831 1102 887">Director and COO, and Executive Officer, FUKUICOMPUTER SMART, Inc</p> <p data-bbox="475 887 576 909">June 2023</p> <p data-bbox="692 887 1273 965">Managing Director and Group CFO/CHRO, and Managing Executive Officer, General Manager, Corporate Management Division, the Company</p> <p data-bbox="475 965 576 987">June 2024</p> <p data-bbox="692 965 1273 1043">Director and Group CFO/CHRO, and Managing Executive Officer, General Manager, Corporate Management Division, the Company</p> <p data-bbox="475 1043 576 1066">June 2024</p> <p data-bbox="692 1043 1098 1099">Director and CSO, and Executive Officer, FUKUICOMPUTER SMART, Inc</p> <p data-bbox="475 1099 580 1122">April 2025</p> <p data-bbox="692 1099 1273 1178">Director and CFO/CHRO, and Managing Executive Officer, General Manager, Corporate Planning Division, the Company</p> <p data-bbox="692 1178 1273 1234">Audit & Supervisory Board Member, FUKUICOMPUTER SMART, Inc (to present)</p> <p data-bbox="475 1234 580 1256">April 2026</p> <p data-bbox="692 1234 1273 1312">Director and CFO/CHRO, and Managing Executive Officer, General Manager, Corporate Management Division, the Company (to present)</p> <p data-bbox="475 1335 799 1357">[Significant concurrent positions]</p> <ul data-bbox="480 1357 1273 1496" style="list-style-type: none"> <li data-bbox="480 1357 1273 1391">• Audit & Supervisory Board Member, FUKUICOMPUTER ARCHITECT, Inc <li data-bbox="480 1391 1129 1424">• Audit & Supervisory Board Member, FUKUICOMPUTER, Inc <li data-bbox="480 1424 1219 1458">• Audit & Supervisory Board Member, FUKUICOMPUTER SMART, Inc <li data-bbox="480 1458 1230 1491">• Audit & Supervisory Board Member, FUKUICOMPUTER SYSTEM, Inc 	4,200
<p data-bbox="196 1507 778 1541">[Reason for nomination as a candidate for Director]</p> <p data-bbox="196 1547 1458 1758">Mr. Akira Hashimoto has extensive experience in a wide range of operations, including sales planning, support services and corporate administration, and currently supports the management of the Group as CFO/CHRO. He plays a core role in the business integration by promoting the integration of the financial base, the redesign of personnel systems and the enhancement of the governance structure, and is expected to make a significant contribution to establishing the management foundation of the Group after the integration. The Company has nominated him as a candidate for Director since it believes that he will contribute to the sustainable growth of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
3	 <p>Tadashi Sugita (July 14, 1964)</p> <p>[Reappointment]</p> <p>[Attendance at the Board of Directors meetings] 16/16</p>	<p>November 1987 Joined the Company</p> <p>April 1998 General Manager, Kyushu Office, the Company</p> <p>April 2004 Executive Officer and General Manager, Chubu Office, the Company</p> <p>April 2012 Executive Officer, General Manager, Sales Headquarters, and General Manager, Civil Engineering and Surveying Sales Management Division, the Company</p> <p>June 2012 Director, the Company</p> <p>July 2012 Representative Director and President, FUKUICOMPUTER, Inc</p> <p>June 2016 Managing Executive Officer, the Company</p> <p>April 2018 Representative Director and President, FUKUICOMPUTER, Inc</p> <p> Director, FUKUICOMPUTER ARCHITECT, Inc</p> <p> Director, FUKUICOMPUTER SMART, Inc</p> <p>June 2019 Director, the Company (to present)</p> <p>June 2020 Director, FUKUICOMPUTER SYSTEM, Inc (to present)</p> <p>June 2023 Representative Director and CEO, and President and Executive Officer, FUKUICOMPUTER, Inc</p> <p>June 2024 Representative Director and COO, and President and Executive Officer, FUKUICOMPUTER, Inc (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director and Group COO, and President and Executive Officer, FUKUICOMPUTER, Inc • Director, FUKUICOMPUTER SYSTEM, Inc 	13,800
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Tadashi Sugita has served in the sales division since joining the Company, and possesses a wide range of operational experience and management knowledge. He is currently the Representative Director and COO, and President and Executive Officer of FUKUICOMPUTER, Inc, leading the company as a whole and playing a central role in promoting civil engineering and surveying-related businesses. The Company has nominated him as a candidate for Director since it believes that he can utilize his experience and achievements in the business management of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
4	 <p>Kenji Sakaguchi (October 10, 1979)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 15/16</p>	<p>September 2015 Established ProfitMakers, inc., Director September 2015 Joined wizpra Inc. (currently EmotionTech Inc.) September 2016 Representative Director, ProfitMakers, inc. (to present) September 2016 Director, wizpra Inc. (currently EmotionTech Inc.) July 2019 Director, Hands-on, inc. (to present) May 2020 Director, Beauty Terminal, inc. (to present) June 2023 Outside Director, the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director, ProfitMakers, inc. • Director, Hands-on, inc. • Director, Beauty Terminal, inc. 	—
<p>[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p>Mr. Kenji Sakaguchi has been engaged in the development and operation of services utilizing advanced technologies as Representative Director and Directors of companies that develop businesses with strengths in the IT field, particularly engineering, and has advanced technical capabilities and business acumen. The Company has nominated him as a candidate for Outside Director with the expectation that he will draw on this experience and provide useful advice on the formulation of the Company's technology strategy, the implementation of the Company's business strategy, and issues to be addressed by the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
5	 <p>Aya Ozasa (January 28, 1977)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 16/16</p>	<p>April 1999 Joined Recruit Co., Ltd.</p> <p>June 2006 Joined Google Inc. (current Google LLC)</p> <p>June 2009 Chief Executive Officer, Nine Slash One, Inc.</p> <p>March 2011 Chief Operating Officer (COO), EventRegist Inc.</p> <p>January 2012 Director and Chief Operating Officer (COO), EventRegist Inc.</p> <p>July 2018 Senior Partner, Colorful LLC (to present)</p> <p>March 2021 Outside Director (Audit and Supervisory Committee Member), Metaps, Inc.</p> <p>July 2023 Outside Director, Metaps, Inc.</p> <p>February 2024 Director, Association for Promotion of Community Marketing</p> <p>March 2024 Outside Director, JINUSHI Co., Ltd. (Audit and Supervisory Committee Member) (to present)</p> <p>June 2024 Outside Director, the Company (to present)</p> <p>June 2024 Outside Director, Nulab Inc. (to present)</p> <p>November 2024 Outside Director, Demae-can Co., Ltd</p> <p>April 2025 Associate Professor, Graduate School of Management of Technology, Nippon Institute of Technology (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Senior Partner, Colorful LLC • Outside Director, JINUSHI Co., Ltd. (Audit and Supervisory Committee Member) • Outside Director, Nulab Inc. • Associate Professor, Graduate School of Management of Technology, Nippon Institute of Technology 	—
<p>[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p>Having a wealth of experience and achievements in managing a company and marketing, Ms. Aya Ozasa has involved herself in establishing more than one company so far. She also manages her company. The Company has nominated her as a candidate for Outside Director, expecting that, using her knowledge and experience, she will provide the Company with valuable advice on establishing a business strategy for the development and marketing of the Company's new products and services and how to develop the products and services in and out of the Company in the future. At the same time, the Company also expects that she will perform the supervisory function appropriately from a neutral point of view from outside of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
6	 Rika Kajiwara (December 9, 1979) [New appointment] [Outside] [Independent] [Attendance at the Board of Directors meetings] —	December 2003 Joined Cyber Communications Inc. (currently CARTA HOLDINGS, Inc.) June 2006 Executive Officer, CARTA HOLDINGS, Inc. (to present) June 2009 Senior Executive Officer, CARTA ZERO, Inc. (to present) March 2011 Director, CARTA VENTURES, Inc. (to present) [Significant concurrent positions] • Executive Officer, CARTA HOLDINGS, Inc. • Senior Executive Officer, CARTA ZERO, Inc. • Director, CARTA VENTURES, Inc.	—
[Reason for nomination as a candidate for Outside Director and outline of expected role] Since joining Cyber Communications Inc. (currently CARTA HOLDINGS, Inc.) in 2003, she has served as an Executive Officer of the company and as Head of the Group Communication Headquarters from 2023. She has also contributed to the promotion of sustainability management through activities including the D&I Promotion Committee and the Sustainability Committee. The Company has nominated her as a candidate for Outside Director, expecting that, based on this experience, she will play an appropriate role in enhancing the Company's corporate value and contributing to overall management.			

- Notes:
1. Ms. Rika Kajiwara is a newly nominated candidate for Outside Director.
 2. Ms. Rika Kajiwara's name in the family register is Rika Ogura.
 3. There are no special interests between each candidate and the Company.
 4. Mr. Kenji Sakaguchi, Ms. Aya Ozasa and Ms. Rika Kajiwara are candidates for Outside Director.
 5. Mr. Kenji Sakaguchi and Ms. Aya Ozasa are currently Outside Directors of the Company, and as of the conclusion of this General Meeting of Shareholders, the term of office of Mr. Kenji Sakaguchi will be three (3) years, and that of Ms. Aya Ozasa will be two (2) years.
 6. Mr. Kenji Sakaguchi, Ms. Aya Ozasa and Ms. Rika Kajiwara satisfy the requirements for Independent Directors as stipulated by the Tokyo Stock Exchange and the "Criteria for Independence of Independent Directors" stipulated by the Company. The Company has already notified the Tokyo Stock Exchange of the appointment of Mr. Kenji Sakaguchi and Ms. Aya Ozasa as its Independent Directors, and upon approval of their reappointment at the General Meeting of Shareholders, they will remain in their positions in the coming fiscal year as well. If the election of Ms. Rika Kajiwara is approved, she is scheduled to be newly designated as an independent officer. For the "Criteria for Independence of Independent Directors," please refer to page 43.
 7. The Company plans to conclude a contract limiting the liability for damage stipulated in Article 423, Paragraph 1 of the Companies Act with each of Mr. Kenji Sakaguchi and Ms. Aya Ozasa based on the provisions of Article 427, Paragraph 1 of the same Act. The limit amount of liability for damage based on the contract concerned shall be the minimum limit amount of liability stipulated in Article 425, Paragraph 1 of the same Act. The liability limitation contract will be continued for Mr. Kenji Sakaguchi and Ms. Aya Ozasa, upon approval of their reappointment at the General Meeting of Shareholders. If the election of Ms. Rika Kajiwara is approved, the Company plans to enter into the same type of agreement with her.
 8. The Company has entered into a directors and officers liability insurance contract with an insurance company that insures all Directors and Executive Officers of the Company and of its subsidiaries as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Under the said insurance contract, damage caused as a result of the insured Directors and Executive Officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities shall be covered. However, there are certain exemptions. For example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations shall not be covered. In addition, the premiums are paid by the Company, including riders. Therefore, the insured parties do not bear the actual premiums. Each candidate will be included as the insured under the relevant insurance policy, which is scheduled to be renewed with the same conditions during the term of office.

Proposal 5: Election of three (3) Directors Including Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

Among the candidates, Mr. Masaru Takahashi and Mr. Kisei Kanda are scheduled to resign as of the day (scheduled for March 31, 2027) immediately preceding the effective date of the absorption-type merger, subject to Proposal 2 being approved and adopted as originally proposed and the absorption-type merger becoming effective.

The Company has obtained the consent of the Audit and Supervisory Committee regarding this proposal.


The candidates for Directors who are Audit and Supervisory Committee Members are as follows:


No.	Name	Current positions at the Company	
1	Masaru Takahashi	Outside Directors, Audit and Supervisory Committee Members	[Reappointment] [Outside]
2	Kisei Kanda	Outside Directors, Audit and Supervisory Committee Members	[Reappointment] [Outside] [Independent]
3	Akifumi Mitsuhashi	Outside Directors, Audit and Supervisory Committee Members	[Reappointment] [Outside] [Independent]

[Reappointment] Candidate for reappointment as Director

[Outside] Candidate for Outside Director

[Independent] Independent Director stipulated by the rules of the stock exchange

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
1	 <p data-bbox="204 880 434 949">Masaru Takahashi (December 6, 1952)</p> <p data-bbox="225 987 413 1057">[Reappointment] [Outside]</p> <p data-bbox="213 1104 424 1227">[Attendance at the Board of Directors meetings] 16/16</p>	<p data-bbox="472 293 1235 353">October 1980 Joined Tohmatsu Awoki & Co. (current Deloitte Touche Tohmatsu LLC).</p> <p data-bbox="472 360 1171 389">August 1984 Registered as Certified Public Accountant.</p> <p data-bbox="472 396 1155 425">August 1988 Resided at Deloitte U.S. Chicago Office.</p> <p data-bbox="472 432 1182 461">July 1994 Resided at Deloitte China Shanghai Office.</p> <p data-bbox="472 468 1203 568">June 2003 Assumed the post of Representative Member (current Partner) of Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC).</p> <p data-bbox="472 575 1275 698">April 2014 Specially Appointed Professor (international accounting and audit theory) at Graduate School of Asian and International Business Strategy, Asia University.</p> <p data-bbox="472 705 1267 766">December 2017 Resigned from the post of Partner, Deloitte Touche Tohmatsu LLC.</p> <p data-bbox="472 772 1211 833">January 2018 Representative of Masaru Takahashi Certified Public Accountant Office. (to present)</p> <p data-bbox="472 840 1240 900">June 2018 Outside Director, Audit and Supervisory Committee Members, the Company. (to present)</p> <p data-bbox="472 907 1251 967">April 2020 Outside auditor, Mental Health Technologies Co., Ltd. (to present)</p> <p data-bbox="472 974 1187 1034">April 2020 Lecturer at Graduate School of Professional Accountancy, Meiji University.</p> <p data-bbox="472 1041 1179 1070">March 2021 Managing Partner, Cenxus Inc. (to present)</p> <p data-bbox="472 1077 1230 1137">July 2021 Outside Director, NISSIN FOODS COMPANY LIMITED.(to present)</p> <p data-bbox="472 1144 1206 1205">April 2022 Audit Steering Committee Member, Certified Public Accountant Final Examination.</p> <p data-bbox="472 1234 852 1263">[Significant concurrent positions]</p> <ul data-bbox="472 1283 1230 1509" style="list-style-type: none"> • Representative, Masaru Takahashi Certified Public Accountant Office • Outside auditor, Mental Health Technologies Co., Ltd. • Managing Partner, Cenxus Inc. • Outside Director, NISSIN FOODS COMPANY LIMITED 	—
<p data-bbox="193 1556 1445 1626">[Reason for nomination as a candidate for Outside Director who is Audit and Supervisory Committee Member and outline of expected role]</p> <p data-bbox="193 1632 1461 1964">Mr. Masaru Takahashi has a wealth of experience and knowledge as a certified public accountant at auditing firms etc., and the Company has nominated him as a candidate for Outside Director who is Audit and Supervisory Committee Member since it believes that he will be able to provide the Company with valuable advice and guidance about the strengthening of the governance structure of the Group and business administration through the supervision of management in an independent, fair position. Mr. Takahashi acceded to the post of Nomination and Compensation Committee Member in May 2019 and has been participating in the election of candidates for Directors and Executive Officers and the determination of compensation for Directors in an objective, neutral position, and the Company expects that he will continue to make a contribution to strengthening the governance structure of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
2	 <p>Kisei Kanda (October 11, 1983)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 16/16</p>	<p>September 2011 Passed the bar examination</p> <p>December 2012 Completed training at the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>December 2012 Joined Nasu & Iwasaki Law Firm</p> <p>January 2018 Opened Kanda Law Office, Representative Lawyer (to present)</p> <p>June 2018 Outside Director, Audit and Supervisory Committee Member, the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative lawyer, Kanda Law Office 	—
<p>[Reason for nomination as a candidate for an Outside Director, Audit and Supervisory Committee Member and outline of expected role]</p> <p>The Company has nominated him as a candidate for an Outside Director who is an Audit and Supervisory Committee Member since it expects that he, as a lawyer, will make a contribution to strengthening audits and supervision of the Board of Directors from a legal standpoint etc., and also believes that he is young and will be able to provide advice about future management of the Company from the viewpoint of the young generation. Mr. Kanda acceded to the post of a Nomination and Compensation Committee Member in May 2019 and has been participating in the election of candidates for Directors and Executive Officers and the determination of compensation for Directors in an objective, neutral position, and the Company expects that he will continue to make a contribution to strengthening the governance structure of the Company with his expertise in the judicial field.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company	Number of shares of the Company held
3	 Akifumi Mitsuhashi (October 15, 1974) [Reappointment] [Outside] [Independent] [Attendance at the Board of Directors meetings] 16/16	<p>October 2002 Joined Ernst & Young ShinNihon LLC (current Ernst & Young ShinNihon LLC).</p> <p>December 2006 Registered as Certified Public Accountant.</p> <p>August 2018 Representative, Akifumi Mitsuhashi Certified Public Accountant Office. (to present)</p> <p>April 2019 Part-time CFO, Kabushiki Kaisha Iwabuchi Chikusan (to present)</p> <p>May 2019 Outside auditor, FCE Holdings (current FCE)</p> <p>October 2019 Outside auditor, Space Link Co., Ltd.</p> <p>December 2019 Representative, Bridge Accounting Services, LLC (to present)</p> <p>June 2024 Outside Director and Audit and Supervisory Committee Member, the Company (to present)</p> <p>June 2024 Outside Auditor, Osusumeya Co., Ltd.</p> <p>January 2025 Partner, KAO Audit (to present)</p> <p>June 2025 Outside Auditor, enstem Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative, Akifumi Mitsuhashi Certified Public Accountant Office • Part-time CFO, Kabushiki Kaisha Iwabuchi Chikusan • Representative, Bridge Accounting LLC • Partner, KAO Audit • Outside Auditor, enstem Inc. 	—
<p>[Reason for nomination as a candidate for an Outside Director, Audit and Supervisory Committee Member and outline of expected role]</p> <p>Having a wealth of experience and expertise as a certified public accountant, Mr. Akifumi Mitsuhashi has been assigned to a corporate financial manager or auditor at many companies before. He is involved in the management of companies internally and externally. He has also involved himself in the establishment of more than one venture companies. The Company has nominated him as a candidate for Outside Director who is Audit and Supervisory Committee Member, expecting that he will perform a supervisory function appropriately from an objective and neutral point of view, by providing valuable advice and revealing problems, if any, on the business strategy building of this Company including the development of new businesses.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Masaru Takahashi, Mr. Kisei Kanda, and Mr. Akifumi Mitsuhashi are candidates for Outside Directors.
 3. Mr. Masaru Takahashi, Mr. Kisei Kanda, and Mr. Akifumi Mitsuhashi currently serve as Outside Directors who are Audit and Supervisory Committee Members of the Company. At the conclusion of this General Meeting of Shareholders, the terms of office of Mr. Masaru Takahashi and Mr. Kisei Kanda will be eight years, and that of Mr. Akifumi Mitsuhashi will be two years.
 4. Each of Mr. Masaru Takahashi, Mr. Kisei Kanda, and Mr. Akifumi Mitsuhashi satisfies the requirements for Independent Directors as stipulated by the Tokyo Stock Exchange and the “Criteria for Independence of Independent Directors” stipulated by the Company. The Company has designated Mr. Kisei Kanda and Mr. Akifumi Mitsuhashi as Independent Directors and notified the Exchange of their designation. If the reappointment of Mr. Kisei Kanda and Mr. Akifumi Mitsuhashi is approved, the Company plans to maintain their designation as Independent Directors. For the “Criteria for Independence of Independent Directors,” please refer to page 43.
 5. The Company has concluded a contract limiting the liability for damage stipulated in Article 423, paragraph 1 of the Companies Act with Mr. Masaru Takahashi, Mr. Kisei Kanda and Mr. Akifumi Mitsuhashi based on the provisions of Article 427, paragraph 1 of the same Act, and the limit amount of liability for damage based on the contract concerned shall be the minimum limit amount of liability stipulated in Article 425, paragraph 1 of the same Act. The liability limitation contract with them will be continued, upon approval of their reappointment at the General Meeting of Shareholders.
 6. The Company has entered into a directors and officers liability insurance contract with an insurance company that insures all Directors and Executive Officers of the Company and of its subsidiaries as stipulated in Article 430-3, paragraph 1 of the Companies Act. Under the said insurance contract, damage caused as a result of the insured Directors and Executive Officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities shall be covered. However, there are certain exemptions. For example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations shall not be covered. In addition, the premiums are paid by the Company, including riders. Therefore, the insured parties do not bear the actual premiums. Each candidate will be included as the insured under the relevant insurance policy, which is scheduled to be renewed with the same conditions during the term of office.

Organizational Changes after Approvals of Proposal 4 and Proposal 5

Name	Current Positions at the Company	Corporate Management	Sales & Industry	Development and R & D	Finance and Accounting	Legal and Compliance	Sustainability
Koichi Sato	Representative Director and CEO President and Executive Officer	●	●	●			
Akira Hashimoto	Director and CFO/CHRO, Managing Executive Officer	●	●		●		●
Tadashi Sugita	Director	●	●				
Kenji Sakaguchi	Outside Director	●		●			
Aya Ozasa	Outside Director	●	●				
Rika Kajiwara	Outside Director		●				●
Masaru Takahashi	Outside Director (Full-time Audit and Supervisory Committee Member)	●			●		
Kisei Kanda	Outside Director (Audit and Supervisory Committee Member)	●				●	
Akifumi Mitsuhashi	Outside Director (Audit and Supervisory Committee Member)	●			●	●	

* Sustainability includes elements of human resources strategy, ensuring diversity, and corporate governance.

* If Proposal 4 and Proposal 5 are approved and adopted as originally proposed, there will be three (3) Internal Directors and six (6) Outside Directors out of nine (9) Directors. Of the six (6) Outside Directors, five (5), excluding Mr. Masaru Takahashi, will be Independent Directors.

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee has discussed the election and compensation of the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply), including the confirmation of the discussion that took place at the Nomination and Compensation Committee. The Company has determined that each of the candidates is qualified as a candidate for Director based on an evaluation of the status of their business execution, business performance and other factors during the fiscal year under review. In addition, with regard to the compensation of Directors, the Company believes that the content of the compensation, etc. is appropriate, having confirmed the compensation structure, specific method of calculating compensation, and other matters.

Criteria for Independence of Independent Directors

To protect general shareholders, the Company has established the criteria for the independence of Independent Directors as follows, and appoints Independent Directors from among those who are determined to be independent in light of the criteria.

1. A person is not currently an executive (Note 1) of the Group (the Company and its consolidated subsidiaries) nor had not been an executive thereof in the past ten years.
2. The person him/herself does not currently fall nor in the past three years had fallen under any of the following:
 - (1) An executive of a major business partner (Note 2) of the Group.
 - (2) An executive of a major lender (Note 3) to the Group.
 - (3) A consultant, an accounting professional, such as a certified public accountant, or a legal professional, such as an attorney, who receives a significant amount of money or other property (Note 4) from the Group other than as director compensation (in the case of an organization, such as a legal entity or a partnership, a person who belongs to such organization).
 - (4) A person from a company that has a relationship of reciprocal appointment of outside officers (Note 5) with the Company.
 - (5) A person who has received a significant amount of donations (Note 6) from the Group (in the case of an organization, such as a legal entity, an executive of such organization).
3. A spouse or a relative within the second degree of kinship does not fall under either 1. or 2. above.

- Notes:
1. An "executive" refers to an executive director, corporate officer, executive officer, manager or other employees.
 2. A "major business partner" refers to a business partner that received a payment from the Group equivalent to 2% or more of consolidated net sales of said business partner in the most recent business year, or a business partner that made a payment to the Group equivalent to 2% or more of consolidated net sales of the Group in the most recent business year.
 3. A "major lender" is a financial institution that lends money to the Group in an amount equivalent to 2% or more of consolidated total assets of the Group.
 4. A "significant amount of money or other property" refers to money and/or property that, in the aggregate, amount to 10 million yen or more per business year.
 5. A "reciprocal appointment of outside officers" refers to cases where a person from the Group serves as an outside officer of another company, while at the same time a person from such company serves as an outside officer of the Company.
 6. A "significant amount of donations" refers to donations in an average amount of 10 million yen per year over the past three business years or 30% of the organization's total annual expenses, whichever is greater..