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Securities Code: 4674

June 4, 2026

(Start date of providing matters provided in electronic provision: May 27, 2026)

Dear Shareholders,

Hiroshi Tominaga
President and Executive Officer
CRESCO LTD.
2-15-1 Kounan, Minato-ku, Tokyo

Notice of the 38th Ordinary General Meeting of Shareholders

We are pleased to announce the 38th Ordinary General Meeting of Shareholders of CRESCO LTD. (the “Company”), which will be held as described below. In lieu of attending the meeting in person, you may exercise your voting rights by mail or via the Internet. Please examine the attached Reference Documents for the General Meeting of Shareholders or the Reference Documents for the General Meeting of Shareholders posted under the matters provided in electronic format, and exercise your voting rights by no later than 5:30 p.m. on Thursday, June 18, 2026 (JST).

Date and Time: Friday, June 19, 2026, at 10:00 a.m. (JST)

Place: “Ruby 34,” Main Tower 34F, Shinagawa Prince Hotel
4-10-30 Takanawa, Minato-ku, Tokyo

Purpose of the Meeting

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2025 to March 31, 2026), as well as the audit reports of the Accounting Auditors and the Audit and Supervisory Committee for Consolidated Financial Statements
 2. Financial Statements for the 38th Fiscal Year (from April 1, 2025 to March 31, 2026)

Matters to be resolved: Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Seven (7) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

Proposal 3: Election of One (1) Director Serving on the Audit and Supervisory Committee

Matters regarding the Exercise of Voting Rights:

- If you exercise your voting rights in duplicate both in writing and via the Internet, the vote exercised via the Internet shall prevail.
- If you exercise your voting rights in multiple times via the Internet, the last vote shall prevail.
- If you do not indicate your approval or disapproval of a proposal on the Voting Form, it shall be deemed your approval.

Matters provided in electronic format

- In convening this General Meeting of Shareholders, the Company has taken the measure of providing the Notice of the 38th Ordinary General Meeting of Shareholders electronically, and has posted it on the following website on the Internet.

[The Company's website]

<https://www.cresco.co.jp/ja/ir/library/meeting.html> (in Japanese)

- In addition to the Company's website, matters provided in electronic format are also posted on the website of the Tokyo Stock Exchange. Please access the following website and enter "Issue Name: CRESCO LTD." or "Code: 4674" to search, then select "Basic information" and "Documents for public inspection/PR information" and check "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" under "Documents for public inspection."

[TSE website (Listed Company Search)]

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

- * You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the Meeting.
- * The document sent to shareholders who have requested its delivery does not contain the following items pursuant to the provisions of laws and regulations and Article 14, Paragraph 2 of the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - Basic policy regarding internal control systems and matters concerning the accounting auditor in the business report
 - Consolidated statements of changes in equity and notes to consolidated financial statements
 - Non-consolidated statements of changes in equity and notes to non-consolidated financial statementsPlease note that the page numbers, item numbers, and reference pages mentioned in the documents we have sent are identical to those in the matters provided in electronic format.
These matters are posted on the Company's website.
- * In the event of any revisions to the matters provided in electronic format, the revised information will be posted on the respective websites where they are posted.

Guide for Exercise of Voting Rights

Exercise of voting rights by attending the General Meeting of Shareholders

You are kindly requested to exercise your voting rights by submitting the Voting Form to the reception desk at the meeting. (It is not required to fill out the form or stamp your seal.)

* You may name one (1) shareholder who holds voting rights of the Company to act as a proxy and exercise your voting rights. Please note that the proxy will be required to submit a document evidencing his or her right of proxy.

Date and time of the General Meeting of Shareholders:

Friday, June 19, 2026, at 10:00 a.m. (JST)

In case you are not able to attend the General Meeting of Shareholders

Exercise of voting rights in writing

Please indicate on the enclosed Voting Form whether you approve or disapprove of the proposal, and send it by mail to us.

Deadline for exercise of voting rights in writing:

The Company must receive the completed Voting Form by Thursday, June 18, 2026, at 5:30 p.m. (JST).

Exercise of voting rights via the Internet

Please access the website (<https://evote.tr.mufg.jp/>) (in Japanese), and indicate your approval or disapproval to the proposal by following the instructions on the screen.

Please refer to the next page for details.

Deadline for exercise of voting rights via the Internet:

The Company must receive your voting instructions by Thursday, June 18, 2026, at 5:30 p.m. (JST).

To institutional investors: electronic voting platform

The Company has participated in the platform for electronic exercise of voting rights operated by ICJ, Inc.

Trust banks and other nominee shareholders (including standing proxies) may apply in advance to use this platform. In this case, such shareholders can use this platform in addition to the exercise of voting rights via the Internet as a means to exercise their voting rights by electromagnetic means at General Meeting of Shareholders of the Company.

Exercise of voting rights via the Internet

Scanning QR Code*QR Code is a registered trademark of DENSO WAVE INCORPORATED.

(i) Scanning QR Code

Scan the “Login QR Code” on the enclosed voting form (right side) with your smartphone.

(ii) Selecting the method to exercise voting rights

Select the method for exercising voting rights when the screen to select the method of approving or disapproving proposals is presented.

(iii) Selecting approval or disapproval for each proposal

Select approval or disapproval of each proposal in accordance with the on-screen instructions.

Complete the exercise of voting rights in accordance with the on-screen instructions.

Entering login ID and temporary password

(i) Access to the website to exercise of voting rights

(ii) Enter your “login ID” and “temporary password” printed on the lower right in your Voting Form

(iii) Indicate your approval or disapproval by following the instructions on the screen.

For inquiries with respect to the exercise of voting rights via the Internet please contact:

Corporate Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

0120-173-027 (Toll free within Japan / available from 9:00 a.m. to 9:00 p.m.)

- * Shareholders exercising their voting rights via the Internet can only do so via the website designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese) with a personal computer or smartphone.
- * When exercising voting rights via the Internet, please be aware that the website is not available from 2:30 a.m. to 4:30 a.m. (JST) each day.
- * Any fees for accessing the website for exercising voting rights (Internet connection fees, etc.) shall be borne by the shareholder.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

- (1) The preparation and keeping of the Company's shareholder register and share option register, and other related administrative matters, are entrusted to the shareholder register administrator for the purpose of ensuring accuracy and efficiency of operations. The necessary amendments are made to clearly stipulate that the Company does not handle these administrative matters.
- (2) While matters such as the dividends of surplus have previously been determined by the Board of Directors, in order to further deepen dialogue with shareholders regarding capital allocation and shareholder returns, the Company will make the necessary amendments to enable such matters to be determined not only by the Board of Directors but also by resolution of the General Meeting of Shareholders.

2. Details of the Proposed Amendments

(Underlined portions are amended)

Pre-Amendment Articles of Incorporation	Post-Amendment Articles of Incorporation
<p>(Shareholder Register Administrator) Article 10</p> <p>(1) The Company shall have a shareholder register administrator.</p> <p>(2) The shareholder register administrator and the place of business thereof shall be selected by resolution of the Board of Directors and public notice thereof shall be given.</p> <p style="text-align: center;">(To be established)</p>	<p>(Shareholder Register Administrator) Article 10</p> <p>(1) The Company shall have a shareholder register administrator.</p> <p>(2) The shareholder register administrator and the place of business thereof shall be selected by resolution of the Board of Directors and public notice thereof shall be given.</p> <p>(3) <u>The preparation, keeping, and other administrative matters concerning the Company's shareholder register and share option register shall be entrusted to the shareholder register administrator, and the Company shall not handle such matters.</u></p>
<p>(Decision-making Body for Dividends of Surplus, etc.) Article 43</p> <p><u>Unless otherwise specified by laws and regulations, the Company may, by resolution of the Board of Directors, without requiring a resolution by a general meeting of shareholders, determine the particulars contained in the items of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus.</u></p> <p style="text-align: center;">(To be established)</p>	<p>(Decision-making Body for Dividends of Surplus, etc.) Article 43</p> <p>(1) <u>The Company may, by resolution of the Board of Directors, determine the particulars contained in the items of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus, the acquisition of treasury shares, and other related matters.</u></p> <p>(2) <u>The Company may distribute dividends of surplus to shareholders or registered pledgees of shares whose names are recorded or registered in the final shareholder register as of March 31 and September 30 of each year and on such other dates as determined by the Board of Directors.</u></p>

Proposal 2: Election of Seven (7) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

The terms of office of all six (6) Directors (excluding Directors serving on the Audit and Supervisory Committee; the same shall apply hereinafter in this proposal) will expire at the conclusion of this ordinary general meeting of shareholders. With the aim of achieving the sustainable growth and further enhancement of corporate value of the Group, as well as further strengthening of Group management, the Company proposes to increase the number of Directors by one (1) and requests the election of seven (7) Directors.


There were no objections to the proposal upon the deliberation thereof at the Audit and Supervisory Committee.

No.	Name	Position and responsibility in the Company	Age	Years of service as Director	Attendance at meetings of the Board of Directors
1	Reelection Hiroyuki Nemoto	Chairman & CEO	66 years old	20 years	100% (13/13)
2	Reelection Hiroshi Tominaga	President and Executive Officer Remuneration Committee Member	59 years old	13 years	100% (13/13)
3	Reelection Takayuki Teramura	Director, Managing Executive Officer in charge of Strategic Business Management	55 years old	1 year	100% (After assuming the office) (11/11)
4	New election Part-time Daichi Miyamoto	–	58 years old	–	–
5	Reelection Outside Independent Junichi Fukui	Outside Director Remuneration Committee Chairman	72 years old	8 years	100% (13/13)
6	Reelection Outside Independent Yukie Sato	Outside Director Remuneration Committee Member	60 years old	6 years	84.6% (11/13)
7	Reelection Outside Independent Miyuki Sano	Outside Director Remuneration Committee Member	64 years old	3 years	100% (13/13)


*Age: Age as of the start of the General Meeting of Shareholders


*Years of service as Director: Years of service as Director at the conclusion of the General Meeting of Shareholders


No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
1	 <p data-bbox="288 719 491 770">Hiroyuki Nemoto (February 12, 1960)</p> <p data-bbox="336 797 443 826">Reelection</p>	<p data-bbox="515 255 667 284">Apr. 1988</p> <p data-bbox="675 255 1134 284">Joined CRESCO LTD. due to its establishment</p> <p data-bbox="515 286 619 315">Apr. 1998</p> <p data-bbox="675 286 1214 338">Department Manager, System Technology Department, Open System Division, CRESCO LTD.</p> <p data-bbox="515 340 619 369">Apr. 2002</p> <p data-bbox="675 340 1150 392">Division Manager, Financial Solutions Division, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 394 619 423">Jun. 2006</p> <p data-bbox="675 394 1182 445">Director and Vice General Manager, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 448 619 477">Apr. 2008</p> <p data-bbox="675 448 1182 499">Managing Director and General Manager, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 501 619 530">Apr. 2010</p> <p data-bbox="675 501 1177 553">Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p data-bbox="515 555 619 584">Apr. 2011</p> <p data-bbox="675 555 1177 636">Managing Director and General Manager, Business Solutions Division and Division Manager, Sales Division, CRESCO LTD.</p> <p data-bbox="515 638 619 667">Oct. 2011</p> <p data-bbox="675 638 1177 689">Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p data-bbox="515 692 619 721">Apr. 2012</p> <p data-bbox="675 692 1230 772">Managing Director and General Manager, Business Solutions Division and Department Manager, Consulting Center, CRESCO LTD.</p> <p data-bbox="515 775 619 804">Apr. 2013</p> <p data-bbox="675 775 1177 826">Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p data-bbox="515 828 619 857">Apr. 2014</p> <p data-bbox="675 828 932 857">President, CRESCO LTD.</p> <p data-bbox="515 860 619 889">Jun. 2016</p> <p data-bbox="675 860 1150 889">President and Executive Officer, CRESCO LTD.</p> <p data-bbox="515 891 619 920">Apr. 2022</p> <p data-bbox="675 891 1193 943">Chairman & CEO, CRESCO LTD. (current position) (Significant Position Concurrently Held)</p> <p data-bbox="515 945 528 974">-</p>	231,191 shares
<p data-bbox="280 978 778 1008">[Reasons for nomination as candidate for Director]</p> <p data-bbox="280 1010 1374 1104">As Chairman & CEO of the Company, he has provided guidance on the overall management strategy and optimum allocation of management resources for the entire Group for many years, leading the Group as a whole. In addition, he possesses extensive knowledge regarding M&A and Group business expansion and has contributed to the expansion of the Group.</p> <p data-bbox="280 1106 1321 1149">The Company deems that he is a person who will continue to contribute to the sustainable growth and enhancement of corporate value of the Group, and therefore has nominated him as a candidate for Director.</p>			


No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
2	 <p data-bbox="300 871 480 920">Hiroshi Tominaga (January 9, 1967)</p> <p data-bbox="336 949 443 976">Reelection</p>	<p data-bbox="515 255 655 282">Apr. 1990</p> <p data-bbox="676 255 900 282">Joined CRESCO LTD.</p> <p data-bbox="515 286 619 313">Apr. 2006</p> <p data-bbox="676 286 1171 336">Department Manager, Department 3, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 340 619 367">Apr. 2007</p> <p data-bbox="676 340 1139 389">Vice Division Manager, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 394 619 421">Apr. 2009</p> <p data-bbox="676 394 1182 443">Division Manager, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 448 619 474">Apr. 2013</p> <p data-bbox="676 448 1190 497">Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p data-bbox="515 501 619 528">Jun. 2013</p> <p data-bbox="676 501 1222 551">Director and Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p data-bbox="515 555 619 582">Apr. 2014</p> <p data-bbox="676 555 1206 604">Director and Vice General Manager, General Business Solutions Unit, CRESCO LTD.</p> <p data-bbox="515 609 619 636">Apr. 2016</p> <p data-bbox="676 609 1206 698">Director and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p data-bbox="515 703 619 730">Jun. 2016</p> <p data-bbox="676 703 1174 775">Director, Executive Officer, and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p data-bbox="515 779 619 806">Jun. 2017</p> <p data-bbox="676 779 1214 873">Director and Managing Executive Officer, and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p data-bbox="515 878 619 904">Apr. 2018</p> <p data-bbox="676 878 1190 949">Director and Managing Executive Officer, Operation Management Group and General Manager, Business Management Unit, CRESCO LTD.</p> <p data-bbox="515 954 619 981">Apr. 2020</p> <p data-bbox="676 954 1190 1052">Director, Managing Executive Officer, General Manager, Service Competency Unit, Technology Laboratory and Quality Management Unit, CRESCO LTD.</p> <p data-bbox="515 1057 619 1084">Jun. 2021</p> <p data-bbox="676 1057 1206 1155">Director, Senior Managing Executive Officer, General Manager, Service Competency Unit, Technology Laboratory and Quality Management Unit, CRESCO LTD.</p> <p data-bbox="515 1160 619 1187">Apr. 2022</p> <p data-bbox="676 1160 1150 1209">President and Executive Officer, CRESCO LTD. (current position)</p> <p data-bbox="515 1214 911 1240">(Significant Position Concurrently Held)</p> <p data-bbox="515 1245 528 1272">-</p>	52,420 shares
<p data-bbox="284 1279 778 1305">[Reasons for nomination as candidate for Director]</p> <p data-bbox="284 1310 1374 1449">As President and Executive Officer of the Company, he directs the management of the Company and formulates and implements strategic visions with a medium- to long-term perspective. He has implemented internal reforms and organizational improvements while promoting the development of businesses that utilize new technologies such as generative AI, thereby contributing to the soundness and growth of the management of the entire Group. The Company deems that he is a person who will continue to drive the development of the Group, and therefore has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
3	 Takayuki Teramura (December 10, 1970) Reelection	Apr. 1991 Joined CRESCO LTD. Apr. 2007 Department Manager, Department 2, Embedded Solutions Division, Solutions Unit, CRESCO LTD. Apr. 2015 Vice Division Manager, Embedded Solutions Division, General Business Solutions Unit and General Manager, Project Engineering Office, CRESCO LTD. Apr. 2019 Division Manager, Embedded Solutions Division, General Business Solutions Unit, CRESCO LTD. Apr. 2020 Executive Officer and General Manager of Industrial Business Unit, General Business Solutions Unit and Division Manager, Embedded Solutions Division, CRESCO LTD. Apr. 2021 Executive Officer and General Manager of Industrial Business Unit, CRESCO LTD. Apr. 2022 Managing Executive Officer and General Manager of Industrial Business Unit, CRESCO LTD. Apr. 2024 Managing Executive Officer and General Manager, Industrial Business Unit and Technology Laboratory, CRESCO LTD. Apr. 2025 Managing Executive Officer in charge of Strategic Business Management, CRESCO LTD. Jun. 2025 Director and Managing Executive Officer in charge of Strategic Business Management, CRESCO LTD. (current position) (Significant Position Concurrently Held) -	10,245 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>He has been demonstrating strong leadership in formulating and realizing medium- to long-term management strategies based on his extensive experience and broad knowledge and insight as a person in charge of business divisions. In addition, he has contributed to strengthening the Group's management foundation by demonstrating his capabilities in a wide range of areas, such as by improving the efficiency of management operations at the Company and each Group company and developing human resources.</p> <p>The Company deems that he is a person who will continue to contribute to the enhancement of corporate value of the Company and the Group, and therefore has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
4	 <p>Daichi Miyamoto (July 15, 1967)</p> <p>New election</p> <p>Part-time</p>	<p>Mar. 2005 Joined IOS Co., Ltd.</p> <p>Apr. 2005 General Manager of Marketing Department, IOS Co., Ltd.</p> <p>Apr. 2008 Deputy General Manager of Systems Division and General Manager of Marketing Department, IOS Co., Ltd.</p> <p>Jun. 2008 Director and Deputy General Manager of Systems Division and General Manager of Marketing Department, IOS Co., Ltd.</p> <p>Apr. 2009 Director and General Manager of Systems Division and General Manager of Marketing Division, IOS Co., Ltd.</p> <p>Apr. 2011 Director and General Manager of Sales Division and General Manager of Partner Promotion Department, IOS Co., Ltd.</p> <p>Apr. 2013 Managing Director and General Manager of Systems Service Division, IOS Co., Ltd.</p> <p>Apr. 2016 Representative Director and President, IOS Co., Ltd.</p> <p>Apr. 2023 President and Executive Officer, IOS Co., Ltd. (current position)</p> <p>(Significant Position Concurrently Held)</p> <p>President and Executive Officer, IOS Co., Ltd.</p>	19,441 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>As President and Executive Officer of our subsidiary, he possesses extensive experience and broad insight concerning business operations and marketing strategies.</p> <p>The Company deems that he will contribute to the sustainable growth of the Group and creation of Group synergies, such as by providing constructive suggestions regarding the current status of the Company as seen from each Group company, and therefore has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
	 <p data-bbox="288 611 491 667">Junichi Fukui (November 5, 1953)</p> <p data-bbox="336 689 443 719">Reelection</p> <p data-bbox="352 741 427 770">Outside</p> <p data-bbox="328 792 451 822">Independent</p>	<p data-bbox="515 255 1182 306">Apr. 1977 Joined The Nippon Fudosan Bank, Limited (current Aozora Bank, Ltd.)</p> <p data-bbox="515 311 1158 362">Feb. 1999 General Manager, Public Relations Division, The Nippon Fudosan Bank, Limited</p> <p data-bbox="515 367 1174 441">Jun. 2000 Department Manager, Secretary's Office and Department Manager, Public Relations Office, The Nippon Fudosan Bank, Limited</p> <p data-bbox="515 445 1174 497">Apr. 2001 General Manager, Head Office Corporate Business Division III, Aozora Bank, Ltd.</p> <p data-bbox="515 501 1190 530">Oct. 2005 Director, STAFF SERVICE HOLDINGS CO., LTD.</p> <p data-bbox="515 535 1190 564">Mar. 2014 Advisor, STAFF SERVICE HOLDINGS CO., LTD.</p> <p data-bbox="515 568 1166 598">Oct. 2014 Advisor, Corporate Planning Office, Kyodo News</p> <p data-bbox="515 602 1158 631">Jun. 2015 Director in charge of business, K.K. Kyodo News</p> <p data-bbox="515 636 1054 665">Jun. 2016 Managing Director, K.K. Kyodo News</p> <p data-bbox="515 669 1182 698">Jun. 2018 Outside Director, CRESCO LTD. (current position)</p> <p data-bbox="515 703 951 732">Jun. 2019 Advisor, K.K. Kyodo News</p> <p data-bbox="515 736 1099 766">Jun. 2023 Outside Director, NISSO CORPORATION</p> <p data-bbox="515 770 1166 844">Oct. 2023 Director (External), NISSO HOLDINGS Co., Ltd. (current position)</p> <p data-bbox="515 848 1166 936">Mar. 2025 Councilor, Harada Sekizenkai Foundation (current position)</p> <p data-bbox="515 853 911 882">(Significant Position Concurrently Held)</p> <p data-bbox="515 887 1002 916">Director (External), NISSO HOLDINGS Co., Ltd.</p> <p data-bbox="515 920 922 949">Councilor, Harada Sekizenkai Foundation</p>	0 shares
5		<p data-bbox="288 943 1390 972">[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play]</p> <p data-bbox="288 976 1390 1115">He has extensive knowledge on corporate management as well as ample experience and achievements particularly concerning corporate planning, public relations strategy, etc. As an Outside Director of the Company, he has evaluated the current status of the Company from an objective point of view and has contributed significantly to the continued growth of the Group and has fulfilled his responsibilities well by providing advice and support to the Board of Directors regarding matters such as the effectiveness of the Board of Directors and public relations strategies.</p> <p data-bbox="288 1120 1390 1171">The Company deems that he will continue to contribute to the continuous growth of the Group, and therefore has nominated him as a candidate for Outside Director.</p> <p data-bbox="288 1176 863 1205">[Special matters concerning candidate for Outside Director]</p> <ol data-bbox="288 1209 1390 1720" style="list-style-type: none"> <li data-bbox="288 1209 1390 1299">1. Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Mr. Junichi Fukui as an Independent Director, as he satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. <li data-bbox="288 1303 1390 1377">2. Tenure as Outside Director of the Company At the conclusion of this meeting, Mr. Junichi Fukui's tenure as Outside Director of the Company will have been eight (8) years. <li data-bbox="288 1382 1390 1433">3. Relationships between the Company and companies where Directors hold significant concurrent positions Not applicable. <li data-bbox="288 1438 1390 1576">4. Relationships between the Company and companies where the candidate has previously served as an executive Mr. Junichi Fukui served as an executive of STAFF SERVICE HOLDINGS CO., LTD., which is a business partner of the Company, until September 2014. However, more than ten years have already passed since he resigned, he has not been involved in the execution of business since retiring, and the amount of the transactions with that company are small at about 1% of our consolidated net sales. <li data-bbox="288 1581 1390 1720">5. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Junichi Fukui to limit his liability for damages under Article 423, paragraph 1 of the same Act. If his reelection is approved at this meeting, the Company intends to renew the same agreement with him. The limit of Mr. Junichi Fukui's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations. 	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
	 <p data-bbox="316 499 464 551">Yukie Sato (June 30, 1965)</p> <p data-bbox="336 577 443 607">Reelection</p> <p data-bbox="352 633 427 663">Outside</p> <p data-bbox="331 689 448 719">Independent</p>	<p data-bbox="515 259 1235 311">Apr. 1989 Joined The Nippon Credit Bank, Ltd. (current Aozora Bank, Ltd.)</p> <p data-bbox="515 315 1123 344">May 1999 Joined ExecNet (current Shimamoto Partners)</p> <p data-bbox="515 349 1227 400">Feb. 2007 President and Representative Director of Chemistry Co., Ltd. due to its establishment (current position)</p> <p data-bbox="515 405 1179 434">Jun. 2020 Outside Director, CRESCO LTD. (current position)</p> <p data-bbox="515 439 1115 490">Jun. 2025 Director, Daystar Co., Ltd. (current position) (Significant Position Concurrently Held)</p> <p data-bbox="515 495 1086 524">President and Representative Director, Chemistry Co., Ltd.</p> <p data-bbox="515 528 775 557">Director, Daystar Co., Ltd.</p>	<p data-bbox="1283 477 1362 506">0 shares</p>
6	<p data-bbox="284 730 1278 759">[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play]</p> <p data-bbox="284 763 1378 815">She has ample experience and achievements in executive consulting as well as extensive knowledge and insights on management overall as a corporate manager.</p> <p data-bbox="284 819 1378 882">As an Outside Director of the Company, she provides advice and support from an objective perspective to the Board of Directors, and has made a significant contribution to the continued growth of the Group, particularly in terms of the utilization and development of human resources.</p> <p data-bbox="284 887 1390 938">The Company deems that she will continue to contribute to the continuous growth of the Group, and therefore has nominated her as a candidate for Outside Director.</p> <p data-bbox="284 943 863 972">[Special matters concerning candidate for Outside Director]</p> <ol data-bbox="284 976 1378 1357" style="list-style-type: none"> <li data-bbox="284 976 1378 1084">1. Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Ms. Yukie Sato as an Independent Director, as she satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. The Company has no business relationship with any company where she has executed business in the past. <li data-bbox="284 1088 1378 1162">2. Tenure as Outside Director of the Company At the conclusion of this meeting, Ms. Yukie Sato's tenure as Outside Director of the Company will have been six (6) years. <li data-bbox="284 1167 1378 1218">3. Relationships between the Company and companies where Directors hold significant concurrent positions Not applicable. <li data-bbox="284 1223 1378 1357">4. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yukie Sato to limit her liability for damages under Article 423, paragraph 1 of the same Act. If her reelection is approved at this meeting, the Company intends to renew the same agreement with her. The limit of Ms. Yukie Sato's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations. 		


No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
	 <p>Miyuki Sano (May 26, 1962)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p>	<p>Apr. 1985 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION (current NTT, Inc.)</p> <p>Jul. 1999 Transferred to NTT Communications Corporation (current NTT DOCOMO BUSINESS, Inc.)</p> <p>Jun. 2015 Joined NTT Human Solutions Corporation (current Pasona HS Inc.) Director and General Manager, Planning and General Affairs Department, NTT Human Solutions Corporation</p> <p>Aug. 2018 Managing Executive Officer and General Manager, Planning and General Affairs Department, NTT Human Solutions Corporation</p> <p>Jun. 2020 Managing Executive Officer and Deputy General Manager, Sales Headquarters, Pasona HS Inc.</p> <p>Sep. 2020 General Manager in charge of special assignment, Sales Headquarters, Pasona HS Inc.</p> <p>Jun. 2023 Outside Director, CRESCO LTD. (current position)</p> <p>Jun. 2024 Outside Director, HOKURIKU ELECTRICAL CONSTRUCTION CO., LTD. (current position)</p> <p>Sep. 2025 Director (part-time Audit & Supervisory Committee member), DN HOLDINGS CO., LTD. (current position)</p> <p>(Significant Position Concurrently Held) Outside Director, HOKURIKU ELECTRICAL CONSTRUCTION CO., LTD. Director (part-time Audit & Supervisory Committee member), DN HOLDINGS CO., LTD.</p>	0 shares
7	<p>[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] She has held key positions and director positions at operating companies, and has abundant experience in sales planning, as well as in all administrative divisions, including human resources and general affairs. She has evaluated the current status of the Company from an objective perspective and has fulfilled her responsibilities well, including providing the Board of Directors with much advice and support on the Company's business activities.</p> <p>The Company deems that she will continue to contribute to the continuous growth of the Group, and therefore has nominated her as a candidate for Outside Director.</p> <p>[Special matters concerning candidate for Outside Director]</p> <ol style="list-style-type: none"> Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Ms. Miyuki Sano as an Independent Director, as she satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. The Company has no business relationship with any company where she has executed business in the past. Tenure as Outside Director of the Company At the conclusion of this meeting, Ms. Miyuki Sano's tenure as Outside Director of the Company will have been three (3) years. Relationships between the Company and companies where Directors hold significant concurrent positions Not applicable. Relationships between the Company and companies where the candidate has previously served as an executive Ms. Miyuki Sano served as an executive of Pasona HS Inc. until May 2023, and there is no significant business relationship or other relationship between Pasona HS Inc. and the Company. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Miyuki Sano to limit her liability for damages under Article 423, paragraph 1 of the same Act. If her reelection is approved at this meeting, the Company intends to renew the same agreement with her. The limit of Ms. Miyuki Sano's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations. 		

- Notes:
- No special interest exists between any of the above candidates and the Company.
 - The number of Company's shares held is the effective number of shares held, including shares held through the Company stockholding association.
 - The Company has entered into a directors and officers liability insurance contract with an insurance company, and the said insurance contract will cover damage that may arise from the insured person's assuming responsibility for the execution of their duties or receiving claims related to the pursuit of the said responsibility. If a candidate assumes office as a Director, he/she will be insured by the said insurance contract, and the said insurance contract is planned to be renewed during the course of his/her term of office. No insurance premium will be borne by the insured.

Proposal 3: Election of One (1) Director Serving on the Audit and Supervisory Committee

The Company requests the election of one (1) additional Director serving on the Audit and Supervisory Committee for the purpose of strengthening the audit system.

The Audit and Supervisory Committee has already given its consent to this proposal.

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
 Michiho Tachi (July 14, 1974, 51 years old) New election Outside Independent	Oct. 2006 Registered as an attorney at law (Dai-Ichi Tokyo Bar Association), joined Shitara Sakamoto Law Office (current position)	0 shares
	Sep. 2007 Audit & Supervisory Board Member, Coop Meat Co., Ltd. (current position)	
	Jun. 2015 Audit & Supervisory Board Member, Hutech norin Co., Ltd.	
	Jun. 2015 Outside Audit & Supervisory Board Member, Zennoh Energy Co., Ltd. (current position)	
	Oct. 2015 Outside Audit & Supervisory Board Member, Chilled & Frozen Logistics Holdings Co., Ltd.	
	Jun. 2019 Outside Director (Audit and Supervisory Committee Member), Chilled & Frozen Logistics Holdings Co., Ltd.	
	Apr. 2020 Civil Conciliation Commissioner, Tokyo Summary Court (current position)	
	Dec. 2023 Outside Director (Audit and Supervisory Committee Member), CAREER CO., LTD. (current position)	
	Nov. 2024 Audit & Supervisory Board Member, Chilled & Frozen Logistics Holdings Co., Ltd.	
	(Significant Position Concurrently Held) Audit & Supervisory Board Member, Coop Meat Co., Ltd. Outside Audit & Supervisory Board Member, Zennoh Energy Co., Ltd. Outside Director (Audit and Supervisory Committee Member), CAREER CO., LTD.	

[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play]
 Equipped with a legal perspective and broad knowledge as a lawyer, she has abundant business experience regarding laws and regulations, compliance, risk management, etc. in the area of corporate legal affairs. Due to her expertise as a lawyer and extensive experience as an Outside Audit & Supervisory Board Member at multiple companies, the Company expects that she will be suitable for the management monitoring and supervision from a neutral, objective, and legal perspective, and therefore has nominated her as a candidate for Outside Director serving on the Audit and Supervisory Committee. Ms. Michiho Tachi is a Substitute Outside Director serving on the Audit and Supervisory Committee.

[Special matters concerning candidate for Outside Director]
 1. Notification of Independent Directors
 The Company has notified the Tokyo Stock Exchange of Ms. Michiho Tachi as an Independent Director, as she satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. The Company has no business relationship with any company where she has executed business in the past.
 2. Relationships between the Company and companies where Directors hold significant concurrent positions
 Not applicable.
 3. Overview of limited liability agreement
 If Ms. Michiho Tachi is elected as a Director serving on the Audit and Supervisory Committee, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company intends to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the same Act. The limit of Ms. Michiho Tachi's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations.

- Notes:
- Age is the age as of the start of the General Meeting of Shareholders.
 - The legal name of Michiho Tachi in her capacity as an attorney is Michiho Takamura.
 - No special interest exists between the above candidate and the Company.
 - No advisory contract exists between the above candidate and the Company.
 - The Company has entered into a directors and officers liability insurance contract with an insurance company, and the said insurance contract will cover damage that may arise from the insured person's assuming responsibility for the execution of their duties or receiving claims related to the pursuit of the said responsibility. If the candidate assumes office as a Director, she will be insured by the said insurance contract, and the said insurance contract is planned to be renewed during the course of her term of office. No insurance premium will be borne by the insured.

(Reference)

Areas in which Director candidates are expected to be proficient in (skills matrix)

In order to achieve the long-term vision CRESO Group Ambition 2030, the areas in which the Company expects each Director candidate to be proficient in if the proposal is approved are as follows.

● Major skill ○ Minor skill

No.	Name	Role/responsibility	Area (*)								
			CM	DIT	QC	HD	FA	LR	PM	I	S
Candidates for Directors											
1	Hiroyuki Nemoto	Chairman & CEO	●	●	●	○	●	○	●		
2	Hiroshi Tominaga	President and Executive Officer	●	●	●	○			○		
3	Takayuki Teramura	Director, Managing Executive Officer	●	●	●	○			○		
4	Daichi Miyamoto	Director (Part-time)	●	●	●	○			●		
5	Junichi Fukui	Outside Director	●			●	●		●		
6	Yukie Sato	Outside Director	●			●	●		○	○	
7	Miyuki Sano	Outside Director	●	○	○	●			●	●	
Candidate for Director serving on the Audit and Supervisory Committee											
-	Michiho Tachi	Outside Director (Audit and Supervisory Committee Member)	●			○			●		Attorney at law

*For reference: The table below is for those who are not candidates for election at this General Meeting of Shareholders.

Directors serving on the Audit and Supervisory Committee											
Satoshi Takaishi	Director (Full-time Member of the Audit and Supervisory Committee)	●			●		●		○		
Haruo Sato	Outside Director (Audit and Supervisory Committee Member)	●	●	●	○				●		
Masayuki Maekawa	Outside Director (Audit and Supervisory Committee Member)	●			○	●	●				Certified Public Accountant Certified Tax Accountant

* Area definitions

Area		Definition
CM	Corporate management	Experience in corporate management
DIT	Digital transformation and IT	Knowledge of digital transformation and IT and systems or experience working in a systems development department
QC	Quality control	Knowledge of quality control or experience working in a quality control department
HD	Human resources management and development	Knowledge of human resources, labor relations, and hiring, or experience working in a human resources department
FA	Finance and accounting	Knowledge of finance and accounting or experience working in an accounting department
LR	Legal affairs and risk management	Knowledge of corporate legal affairs and risk management or experience working in a legal department
PM	Public relations and marketing	Knowledge of market and economic environment and trends, or experience working in public relations and marketing department
I	Internationality	Experience in global business
S	Specialization	Professional qualifications, business-related qualifications, etc.