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(Distribution date) March 6, 2026

(Starting date of electronic provisioning measures) February 24, 2026

To our shareholders:

Ryo Yano,  
President and CEO  
**Pigeon Corporation**  
4-4, Nihonbashi-Hisamatsu-cho,  
Chuo-ku, Tokyo

## **Notice of the 69th Ordinary General Meeting of Shareholders**

Pigeon Corporation (the "Company") is pleased to announce the 69th Ordinary General Meeting of Shareholders of Pigeon Corporation (the "Meeting"). The details of the Meeting are provided below.

In convening the Meeting, we have taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders in electronic format (items to be provided in electronic format), which are posted on the Company's corporate website on the internet, so please access our corporate website below to review the contents.

[The Company's Corporate Website]  
[https://www.pigeon.co.jp/ir/kabunushi\\_sokai/](https://www.pigeon.co.jp/ir/kabunushi_sokai/)

The items to be provided in electronic format are also posted on the following website in addition to the aforementioned corporate website, so please access the following website to review the contents.

[General Meeting of Shareholders Materials Website] <https://d.sokai.jp/7956/teiji/>

Instead of attending the Meeting in person, you may exercise your voting rights in writing or electronically (via the internet, etc.). After reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights through either of the methods described in page 3 by 5:15 p.m., Thursday, March 26, 2026 (JST).

1. **Date and Time:** Friday, March 27, 2026, at 10:00 a.m. (JST)
2. **Place:** Royal Park Hotel, 3F, Royal Hall  
1-1, Nihonbashi-Kakigara-cho 2-chome, Chuo-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported

1. Business Report and Consolidated Financial Statements for the 69th Fiscal Year (from January 1, 2025 to December 31, 2025), as well as the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 69th Fiscal Year (from January 1, 2025 to December 31, 2025)

#### Matters to be resolved

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Directors
- Proposal 3:** Partial Amendments to Performance-linked Stock Remuneration, etc. for Directors

### 4. Exercise of Voting Rights

Please be informed that if voting rights are exercised both in writing and by the internet, etc., the contents of the votes by the internet, etc. shall be deemed valid.

If voting rights are exercised multiple times via the internet, etc., the final vote cast will be considered effective. (However, this is restricted to the votes cast before the deadline for the exercise of voting rights.)

- You are kindly requested to submit the Voting Form to the receptionist when you attend the Meeting.
- If any changes have been made to items to be provided in electronic format, such changes will be posted on the aforementioned Company's corporate website and the other website, including the items before and after such changes have been made.
- In addition, paper-based documents containing the items to be provided in electronic format will be sent to shareholders who have requested the delivery of paper-based documents, but said documents will exclude the following items in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation. However, as with some of the items contained in said paper-based documents, Audit & Supervisory Board Members and the Accounting Auditor have audited the following items in preparing the audit reports.
  - (1) Part of Business Report concerning Status of the Accounting Auditor, System to ensure the appropriateness of business operations and the operation status of the system, and Basic policy regarding control of the Company
  - (2) Consolidated statements of changes in net assets and Notes to consolidated financial statements
  - (3) Statements of changes in net assets and Notes to non-consolidated financial statements
  - (4) Accounting audit report pertaining to the consolidated financial statements, Accounting audit report pertaining to the non-consolidated financial statements and Audit report of the Audit & Supervisory Board

## **Guidance for Methods of Exercise of Voting Rights**

### **In case you are attending the Meeting**

Please submit the Voting Form to a receptionist at the meeting venue.

**Date and time:** **Friday, March 27, 2026, at 10:00 a.m. (JST)**  
(Reception starts at 9:00 a.m.)

**Place:** **Royal Park Hotel, 3F, Royal Hall**

### **In case you are exercising voting rights in writing**

Please indicate your approval or disapproval for each of the proposals on the Voting Form and return it to us by mail.

If you do not indicate your approval or disapproval for a proposal, you will be assumed to have approved the proposal.

**Exercise deadline:** **No later than 5:15 p.m. on Thursday, March 26, 2026 (JST)**

### **In case you are exercising voting rights via the internet, etc.**

Please access <https://evote.tr.mufg.jp/>, log in using the Login ID and Temporary Password indicated on the enclosed Voting Form and indicate your approval or disapproval by following the instructions on the screen.

\* For details, please contact the Help Desk provided below.

**Exercise deadline:** **No later than 5:15 p.m. on Thursday, March 26, 2026 (JST)**

\* Please note that votes cannot be accepted daily from 2:30 a.m. to 4:30 a.m.

#### **Inquiries related to systems, etc.**

**Mitsubishi UFJ Trust and Banking Corporation**  
**Stock Transfer Agency Division (Help Desk)**

Phone: 0120-173-027 (toll-free, within Japan)

Hours: 9:00 a.m. to 9:00 p.m. (JST)

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company hereby makes the following proposal on the appropriation of surplus:

#### Year-end dividends

The Company views the return of profits to shareholders as an important management priority. Our basic policy is to proactively return profits to shareholders through distribution of dividends from surplus and other means, while reinforcing our financial position by taking into consideration the medium-term changes in business conditions and the Pigeon Group's business strategies. Pursuant to our Eighth Medium-Term Business Plan (from the year ended December 31, 2023 through the year ended December 31, 2025), we have listed "continue stable dividend payments by maintaining current dividend levels along with further improvement in consolidated performance and financial condition" as our goals.

Based on the above policy, we propose the appropriation of surplus for the current fiscal year as described below.

#### 1) Type of dividend property:

Cash

#### 2) Dividend property allotment and total amount thereof

Dividend per common share of the Company: ¥38

Total amount of dividends: ¥4,550,840,100

#### 3) Effective date of distribution of dividends from surplus:

March 30, 2026

<Reference>

Record date	Dividend per share		
	Interim dividend	Year-end dividend	Annual dividend
December 31, 2024	¥38	¥38	¥76
December 31, 2025	¥38	¥38	¥76

\* The annual dividend per share for the year ended December 31, 2025 is ¥76, which is unchanged from the previous year.

## Proposal 2: Election of Seven (7) Directors

The terms of office of all eight (8) existing Directors will expire as of the conclusion of the Meeting. Therefore, to create a management system that can respond quickly to changes in the management environment by slimming the Company's Board of Directors, the Company proposes the election of seven (7) Directors, reducing the number of Directors by one (1).

Each of the candidates for Directors was decided by the Board of Directors after receiving the report of the Voluntary Nominating Committee, an advisory panel to the Board of Directors.

The candidates for Directors are as follows:

No.		Name		Current Position in the Company
1	Reappointment	Ryo Yano		President and CEO
2	Reappointment	Tadashi Itakura		Director, Senior Managing Executive Officer
3	New appointment	Nobuo Takubo		Group Executive Officer Chief Strategy Officer
4	Reappointment	Rehito Hatoyama	Outside Independent	Director and Chairman of the Board
5	Reappointment	Chiaki Hayashi	Outside Independent	Director
6	Reappointment	Yumiko Miwa	Outside Independent	Director
7	Reappointment	Hidenori Nagaoka	Outside Independent	Director

Reappointment	Reappointed candidate for Director
New appointment	Newly appointed candidate for Director
Outside	Candidate for Outside Director
Independent	Candidate for independent director based on provisions of the Tokyo Stock Exchange

Candidate  
No.

1

**Ryo Yano**

(July 23, 1973)

Reappointment

**Career Summary, Position and Responsibility in the Company**

Apr. 1997	Joined the Company	Number of the Company's common shares held: 7,291 shares
Jul. 2014	Member of the Board of Pigeon (Shanghai) Co., Ltd.	Attendance at Board of Directors meetings: 7 out of 7 times
Jan. 2017	President and Member of the Board of Pigeon (Shanghai) Co., Ltd.	Attendance at Voluntary Remuneration Committee meetings: 6 out of 6 times
Jan. 2018	Managing Officer, Division Manager of China Business Div. of the Company and President and Member of the Board of Pigeon (Shanghai) Co., Ltd.	Attendance at Voluntary Nominating Committee meetings: 5 out of 5 times
Jan. 2019	Senior Managing Officer, Division Manager of China Business Div. of the Company and Representative Director of Pigeon (Shanghai) Co., Ltd.	Attendance at Governance Committee meetings: 6 out of 6 times
Mar. 2023	Director, Junior Managing Executive Officer and Supervision of China Business Div. and Singapore Business Div.	
Sep. 2023	Director, Junior Managing Executive Officer, Supervision of China Business Div. and Singapore Business Div., and Representative Director of DoubleHeart Co.Ltd.	
Feb. 2024	Director, Junior Managing Executive Officer and Supervision of China Business Div. and Singapore Business Div.	
Mar. 2025	President and CEO (current position)	

**Notable Concurrent Positions**

None.

**Reasons for Nomination as Candidate for Director**

Mr. Ryo Yano has a proven track record of making significant contributions to the expansion of the Group's China business by overseeing the sales and marketing domain in the China Business Division and establishing a foundation for growth in the growing e-commerce market. After assuming the position of Division Manager of the China Business Division in January 2018, Mr. Yano has united Group companies not only in China but also in South Korea and neighboring countries, contributing greatly to strengthening the business foundation of the China Business Division. He also oversaw the Singapore Business Division as well as the China Business Division from March 2023 to March 2025. After assuming the position of President and CEO in March 2025, Mr. Yano has played a leading role in formulating the Ninth Medium-Term Business Plan, which aims to achieve sustainable growth for the Company. He has also established a flexible and robust management structure to ensure its successful implementation. He is demonstrating strong leadership in driving transformation across the entire Group, including simultaneously advancing the optimal allocation of management resources and strengthening governance. This experience and knowledge in corporate management will be needed in promoting the globalization of the Company, as well as in promoting the targets of the Ninth Medium-Term Business Plan and in other future business activities. Moreover, the Company deems that he has the talent necessary to lead efforts that enable the Company to maximize its corporate value as President and CEO, and therefore nominated him as a candidate to continue serving as Director.

Candidate

No.

2

**Tadashi Itakura**

(January 5, 1964)

Reappointment

**Career Summary, Position and Responsibility in the Company**

Apr. 1987	Joined the Company	
Jan. 2008	General Manager of Human Resources & General Affairs Dept., Administration Div.	Number of the Company's common shares held: 19,889 shares
Jan. 2009	Managing Officer and Division Manager of Human Resources & General Affairs Div.	(Number of shares scheduled to be delivered based on stock remuneration system: 9,269 shares)
Apr. 2012	Managing Officer of the Company and President of Thai Pigeon Co., Ltd.	Attendance at Board of Directors meetings: 7 out of 7 times
Jan. 2014	Managing Officer and Division Manager of Research & Development Div.	Attendance at Voluntary Remuneration Committee meetings: 7 out of 7 times
Apr. 2014	Director, Junior Managing Executive Officer and Division Manager of Research & Development Div.	Attendance at Voluntary Nominating Committee meetings: 7 out of 7 times
Jan. 2015	Director, Junior Managing Executive Officer and Supervision of Research & Development Div., Quality Control Div. and Customer Service Center	Attendance at Governance Committee meetings: 6 out of 6 times
Apr. 2016	Director, Junior Managing Executive Officer and Division Manager of Quality Control Div. and Supervision of Research & Development Div., Logistics Div. and Customer Service Center	
Mar. 2017	Director, Managing Executive Officer and Supervision of Customer Communication Div., Research & Development Div., Quality Control Div. and Logistics Div.	
Jan. 2019	Director, Managing Executive Officer and General Manager of Global Head Office	
Mar. 2020	Director, Senior Managing Executive Officer and General Manager of Global Head Office	
Dec. 2025	Director, Senior Managing Executive Officer and Chief Product & Supply Chain Officer (current position)	

**Notable Concurrent Positions**

None.

**Reasons for Nomination as Candidate for Director**

Mr. Tadashi Itakura has experience in the fields of accounting, human resources, and general affairs, and has also played a leadership role in management by acting as the representative director and president of overseas manufacturing company. As the Division Manager of the Research & Development Division, he has also promoted initiatives to strengthen development and quality control which constitute the Company's core competencies. From January 2019, as the General Manager of Global Head Office, he managed and promoted policies to strengthen group governance from the standpoints of the brand, ESG, and risk management. Since December 2025, as Chief Product & Supply Chain Officer, he has been leading the optimization of global development and production strategies, as well as the advancement of quality management. This experience and knowledge in corporate management are needed by the Company to pursue initiatives that involve promoting the targets of the Ninth Medium-Term Business Plan and other future business activities. Moreover, the Company deems that he has the talent necessary to contribute to efforts that enable the Company to enhance its corporate governance and maximize its corporate value and therefore nominated him as a candidate to continue serving as Director.

Candidate  
No.  
3

**Nobuo Takubo**  
(March 16, 1968)

New appointment

**Career Summary, Position and Responsibility in the Company**

Apr. 1990	Joined The Long-Term Credit Bank of Japan, Limited (currently known as SBI Shinsei Bank, Limited)	
May 1999	Joined Corporate Directions, Inc.	
Apr. 2007	Partner of Corporate Directions, Inc.	
Jan. 2020	Joined the Company Chief Manager assistant to Division Manager of Business Strategy Div.	Number of the Company's common shares held: 4,700 shares
Mar. 2020	Managing Officer and Division Manager of Business Strategy Div.	
Dec. 2024	Senior Managing Officer and Division Manager of Business Strategy Div.	
Mar. 2025	Director of Pigeon America Inc. (current position)	
Dec. 2025	Group Executive Officer and Chief Strategy Officer of the Company (current position)	

**Notable Concurrent Positions**

Director of Pigeon America Inc.

**Reasons for Nomination as Candidate for Director**

Mr. Nobuo Takubo has cultivated advanced expertise in developing management strategies and executing M&A across a wide range of industries through his practical experience at a financial institution and management strategy consulting firm. Since joining the Company, he has played a leading role within the Business Strategy Division in corporate planning for the entire Group. From March 2020, as Division Manager of the Business Strategy Division, he has broadly overseen corporate functions including strategy, investor relations, legal affairs, and information systems, contributing significantly to strengthening the management foundations. The Company has determined that he possesses both external expertise and a deep understanding of the Company's operations, and that he will contribute to the Company's sustainable growth and enhancement of its corporate value over the medium- to long-term through sound decision-making. He has therefore been nominated as a new candidate for Director.

Candidate

No.

4

**Rehito Hatoyama**

(January 12, 1974)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1997	Joined Mitsubishi Corporation	
May 2008	Joined Sanrio Company, Ltd.	
Jun. 2008	Earned an MBA from Harvard Business School	
Jun. 2010	Director of Sanrio Company, Ltd.	
Apr. 2013	Managing Director of Sanrio Company, Ltd.	
Jun. 2013	Outside Director of DeNA Co., Ltd.	Number of the Company's common shares held:
Jun. 2015	CEO of Sanrio Media & Pictures Entertainment, Inc.	5,300 shares
Mar. 2016	Outside Director of LINE Corporation	Attendance at Board of Directors meetings:
Apr. 2016	Director of Sanrio Company, Ltd.	7 out of 7 times
Apr. 2016	Outside Director of the Company	Attendance at Governance Committee meetings:
Jun. 2016	Outside Director of transcocosmos inc. (current position)	6 out of 6 times
Jul. 2016	Established Hatoyama Soken Corporation, Representative Director of Hatoyama Soken Corporation (current position)	
Jan. 2021	Director of Otsumo Co., Ltd. (currently known as HUMAN MADE Inc.) (current position)	
Mar. 2021	Outside Director and Audit and Supervisory Committee Member of Z Holdings Corporation	
Mar. 2023	Outside Director and Chairman of the Board of the Company (current position)	

**Notable Concurrent Positions**

Representative Director of Hatoyama Soken Corporation  
 Outside Director of transcocosmos inc.  
 Director of HUMAN MADE Inc.

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Mr. Rehito Hatoyama is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. He has abundant experience and a wealth of knowledge regarding management in terms of international business strategy and execution of such strategy in operating companies, corporate governance, etc. Moreover, he has been further enhancing the effectiveness of the Board of Directors in part by facilitating active discussions and managing the proceedings in serving as Chairman of the Board of the Company since March 2023. As an Outside Director, we expect him to use this knowledge to provide useful advice and recommendations on the Company's management strategies, and to assume a role that entails demonstrating leadership as Chairman of the Board. Because he is currently performing these roles as an Outside Director, he has been nominated as a candidate to continue serving as Outside Director.

Candidate

No.

5

**Chiaki Hayashi**

(August 8, 1971)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1994	Joined Kao Corporation	Number of the Company's common shares held: 4,700 shares
Feb. 2000	Established Loftwork Inc., Representative Director of Loftwork Inc.	Attendance at Board of Directors meetings: 7 out of 7 times
Feb. 2012	Assistant Director of MIT Media Lab	Attendance at Voluntary Remuneration Committee meetings: 7 out of 7 times
Apr. 2014	President and Representative Director, Hidakuma Co., Ltd	Attendance at Governance Committee meetings: 6 out of 6 times
May 2019	Chief Executive Officer of Hidakuma Co., Ltd (current position)	
Mar. 2020	Outside Director of the Company (current position)	
Feb. 2021	Chairperson, Loftwork Inc.	
Nov. 2021	Outside Director of JINS HOLDINGS Inc. (current position)	
Apr. 2022	Director, Loftwork Inc. (current position)	
Sep. 2022	Established Q0 Inc., President and CEO of Q0 Inc. (current position)	

**Notable Concurrent Positions**

President and CEO of Q0 Inc., Director of Loftwork Inc.

Chief Executive Officer of Hidakuma Co., Ltd, Outside Director of JINS HOLDINGS Inc.

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Ms. Chiaki Hayashi is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. She co-founded Loftwork Inc., which deals with various design projects, and has abundant project management experience (online, physical spaces, community, and business). She is also proactively involved in MTRL, a platform for creators and manufacturers that seeks new possibility for materials. She also has abundant experience in co-creation as the Assistant Director at the MIT Media Lab and has won various creative awards. While driving business as an entrepreneur, she serves as a member of various committees including METI's Industrial Structure Council. As an Outside Director, she is expected to use her wealth of insight and experience to provide useful advice and recommendations to the Company's business execution, including in the area of product development, in line with the Company's mission of being a Design Driven Company. Because she is currently performing these roles as an Outside Director, she has been nominated as a candidate to continue serving as Outside Director.

Candidate

No.

6

**Yumiko Miwa**

(October 12, 1965)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1988	Joined Nomura Securities Co., Ltd.	
Apr. 1996	Full-time Assistant, School of Commerce, Meiji University	Number of the Company's common shares held: 3,500 shares
Apr. 1997	Full-time Lecturer, School of Commerce, Meiji University	
Apr. 2000	Assistant Professor, School of Commerce, Meiji University	Attendance at Board of Directors meetings: 7 out of 7 times
Apr. 2002	Member, Fund Management Committee, Pension Fund Association for Local Government Officials	
Oct. 2005	Professor, School of Commerce, Meiji University (current position)	Attendance at Voluntary Remuneration Committee meetings: 7 out of 7 times
Apr. 2006	Visiting Professor, Stephen M. Ross School of Business, University of Michigan	
Apr. 2020	Member, Fund Management Committee, National Federation of Mutual Aid Associations for Municipal Personnel (current position)	Attendance at Voluntary Nominating Committee meetings: 7 out of 7 times
Jun. 2020	Outside Director of Eisai Co., Ltd.	
Apr. 2021	Member, Pension Asset Management Review Committee, The Mutual Aid Association of Prefectural Government Personnel (current position)	
Mar. 2022	Outside Director of the Company (current position)	
Aug. 2022	Representative Director of I-O Wealth Advisors, Inc. (current position)	
Jun. 2025	Outside Director of Okuma Corporation (current position)	

**Notable Concurrent Positions**

Professor, School of Commerce, Meiji University  
 Representative Director of I-O Wealth Advisors, Inc.  
 Member, Fund Management Committee, National Federation of Mutual Aid Associations for Municipal Personnel  
 Outside Director of Okuma Corporation  
 Member, Pension Asset Management Review Committee, The Mutual Aid Association of Prefectural Government Personnel

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Ms. Yumiko Miwa is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. She is an expert in ESG and corporate governance, having conducted research related to the development of institutional investors and corporate governance, engagement of institutional investors, and ESG investment. In addition, she has knowledge of finance and accounting, and as a manager of a company engaged in the asset management education business, she has a high level of insight into management and supervisory ability with a focus on finance and accounting. ESG and corporate governance initiatives are becoming more important today, and using her abundant insight and experience, as an Outside Director, she is expected to provide useful advice and recommendations on the Company's management strategy and on improved corporate governance, in line with the Company's mission of being a Design Driven Company. Because she is currently performing these roles as an Outside Director, she has been nominated as a candidate to continue serving as Outside Director.

Candidate  
No.  
7

## Hidenori Nagaoka

(August 11, 1972)

Reappointment

Outside

Independent

### Career Summary, Position and Responsibility in the Company

Apr. 1996	Joined Corporate Directions, Inc.	Number of the Company's common shares held: 6,000 shares
May 2000	Joined axiv.com, Inc. (currently known as CARTA HOLDINGS, INC.)	Attendance at Board of Directors meetings: 7 out of 7 times
Sep. 2000	Director of axiv.com, Inc. (currently known as CARTA HOLDINGS, INC.) (current position)	Attendance at Voluntary Remuneration Committee meetings: 7 out of 7 times
Mar. 2011	Established VOYAGE VENTURES, Inc. (currently known as CARTA VENTURES, Inc.), President & CEO of VOYAGE VENTURES, Inc. (currently known as CARTA VENTURES, Inc.) (current position)	Attendance at Voluntary Nominating Committee meetings: 7 out of 7 times
Dec. 2013	Director of Research Panel, Inc. (current position)	
Mar. 2024	Outside Director of the Company (current position)	
Jul. 2025	Director of CARTA ZERO Inc.	

### Notable Concurrent Positions

Director of CARTA HOLDINGS, INC.  
President & CEO of CARTA VENTURES, Inc.  
Director of Research Panel, Inc.

### Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role

Mr. Hidenori Nagaoka is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. He has a wealth of knowledge in corporate management nurtured through extensive experience from serving at a management consulting company to launching a venture enterprise and currently serving as Director CFO. As an Outside Director, we expect him to use his wealth of insight and experience to provide useful advice and recommendations on the Company's management strategies. Because he is currently performing these roles as an Outside Director, he has been nominated as a candidate to continue serving as Outside Director.

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Ryo Yano's attendance at Voluntary Remuneration Committee and Voluntary Nominating Committee meetings held after his appointment as a member of Voluntary Remuneration Committee and Voluntary Nominating Committee on March 27, 2025 is shown.
  3. The Company has no transactional relationship with Hatoyama Soken Corporation, transcocosmos inc., or HUMAN MADE Inc., at which Rehito Hatoyama has concurrent positions.
  4. The Company has no transactional relationship with Q0 Inc., Loftwork Inc., Hidakuma Co., Ltd, or JINS HOLDINGS Inc., at which Chiaki Hayashi has concurrent positions.
  5. There is no transactional relationship including donation between the Company and Meiji University, I-O Wealth Advisors, Inc., the National Federation of Mutual Aid Associations for Municipal Personnel, Okuma Corporation, or The Mutual Aid Association of Prefectural Government Personnel, at which Yumiko Miwa has concurrent positions.
  6. After getting married, Yumiko Miwa's surname changed to Shibata, but her maiden name Miwa is used for her work including as a university professor.
  7. The Company has no transactional relationship with CARTA HOLDINGS, INC., CARTA VENTURES, Inc. or Research Panel, Inc., at which Hidenori Nagaoka has concurrent positions.
  8. Rehito Hatoyama, Chiaki Hayashi, Yumiko Miwa, and Hidenori Nagaoka currently serve as Outside Directors of the Company. Their terms of office as of the conclusion of the Meeting are nine (9) years and eleven (11) months for Rehito Hatoyama, six (6) years for Chiaki Hayashi, four (4) years for Yumiko Miwa, and two (2) years for Hidenori Nagaoka.

9. Rehito Hatoyama, Chiaki Hayashi, Yumiko Miwa, and Hidenori Nagaoka have been designated as independent director/auditor as specified in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE) and the Company notified the TSE to that effect. If this proposal is approved and adopted, the Company plans to continue to designate each of them as an independent officer.
10. The Company has concluded limited liability contracts with Rehito Hatoyama, Chiaki Hayashi, Yumiko Miwa, and Hidenori Nagaoka which limit their liability for damages prescribed in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act and the Articles of Incorporation. If this proposal is approved and adopted, the Company plans to renew the limited liability contracts with each of them. The limit of liability for damages pursuant to the limited liability contract is the aggregate sum of the amounts prescribed in each item in Article 425, paragraph (1) of the Companies Act.
11. The Company has entered into an indemnification agreement with Ryo Yano, Tadashi Itakura, Rehito Hatoyama, Chiaki Hayashi, Yumiko Miwa, and Hidenori Nagaoka, pursuant to Article 430-2, paragraph (1) of the Companies Act, whereby the Company indemnifies (provided, however, that in the event that the indemnified person is found to have performed his/her duties for the purpose of gaining unjust enrichment for him/herself or a third party, or for the purpose of causing damage to the Company, or in the event that the indemnified person is found to have performed his/her duties with malice or gross negligence, the indemnified expenses, etc. shall be refunded.) the candidates for the expenses stipulated in item (i) of the same paragraph and the loss stipulated in item (ii) of the same paragraph to the extent provided for by law. If this proposal is approved and adopted, the Company plans to continue to enter into said agreement with each of them, and conclude a new indemnification agreement of the same content with Nobuo Takubo.
12. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act (provided, however, that certain exclusions apply, such as not covering damages resulting from acts committed by insured persons while being aware that such acts violate laws and regulations). If this proposal is approved and adopted, Ryo Yano, Tadashi Itakura, Rehito Hatoyama, Chiaki Hayashi, Yumiko Miwa, and Hidenori Nagaoka will continue to be insured persons in the liability insurance contract, and Nobuo Takubo will newly become an insured person in the liability insurance contract.

**(Reference) Skill Competency Matrix of the Board of Directors after the 69th Ordinary General Meeting of Shareholders and Composition of Committees**

Name/Position	Common qualities		Expertise demanded of the Board of Directors									
	Alignment with the Company Purpose	Contributions to social impact	Management and business strategies	Experience in the Company, industry	Global business	Design, R&D, product development	Supply chain management	Marketing, branding	Human resource development, corporate culture	Finance and accounting	Legal affairs, compliance, and risk management	
Director	Ryo Yano President and CEO	○	○	○	○	○			○		○	
	Tadashi Itakura Director, Senior Managing Executive Officer	○	○	○	○			○		○		○
	Nobuo Takubo Director, Junior Managing Executive Officer	○	○	○	○	○					○	○
	Rehito Hatoyama Outside Director and Chairman of the Board	○	○	○		○			○		○	○
	Chiaki Hayashi Outside Director	○	○	○				○		○		
	Yumiko Miwa Outside Director	○	○							○	○	○
	Hidenori Nagaoka Outside Director	○	○	○					○		○	○
Audit & Supervisory Board Member	Koji Ishigami Standing Audit & Supervisory Board Member	○	○	○	○					○		
	Kazuyuki Tajima Standing Audit & Supervisory Board Member	○	○	○	○			○				
	Koichi Otsu Outside Audit & Supervisory Board Member	○	○							○		○
	Atsuko Taishido Outside Audit & Supervisory Board Member	○	○	○						○		○

As advisory panels to the Board of Directors, the Committees are chaired by an independent Outside Director and the majority of members are Outside Directors and Audit & Supervisory Board Members.

- Voluntary Remuneration Committee  
Chairperson: Yumiko Miwa, Members: Ryo Yano, Tadashi Itakura, Chiaki Hayashi, Hidenori Nagaoka

- Voluntary Nominating Committee  
Chairperson: Yumiko Miwa, Members: Ryo Yano, Tadashi Itakura, Chiaki Hayashi, Hidenori Nagaoka
- Governance Committee  
Chairperson: Chiaki Hayashi, Members: Ryo Yano, Tadashi Itakura, Nobuo Takubo, Rehito Hatoyama, Koichi Otsu, Atsuko Taishido

### **Proposal 3: Partial Amendments to Performance-linked Stock Remuneration, etc. for Directors**

1. Reasons for the proposal and reasons for which such remuneration is justified

At the 62nd Ordinary General Meeting of Shareholders held on April 25, 2019 and the 66th Ordinary General Meeting of Shareholders held on March 30, 2023, the Company proposed the introduction and partial amendment of a performance-linked stock remuneration system (the "System") for eligible Directors of the Company (excluding Outside Directors; hereinafter the same shall apply in this proposal), which was approved and adopted by shareholders, and the System is still in effect today.

Having recently formulated the Ninth Medium-Term Business Plan (from the year ending December 31, 2026 through the year ending December 31, 2028), the Company will diligently execute the plan, and now would like to submit this proposal to this General Meeting of Shareholders for the partial amendment of the System to increase the proportion of stock-based remuneration in the remuneration of Directors covered by this System and to establish a remuneration structure with a higher degree of performance linkage, as it aims to further clarify the link between remuneration for Directors and the Company's performance as well as shareholder value, and to enhance the awareness of Directors toward contributing to the improvement of the Company's medium- to long-term performance and corporate value improvement.

The Company's Board of Directors, at its meeting held on February 13, 2026, determined a policy for determining the details of new individual Director remuneration, etc. The Company believes that details of this proposal are appropriate because they are in line with said policy, are necessary and reasonable for the payment of individual Director remuneration, and aim to further clarify the link between remuneration for Directors and the Company's performance as well as shareholder value, and to enhance the awareness of Directors toward contributing to the improvement of the Company's medium- to long-term performance and corporate value improvement.

In addition, the maximum number of the shares of the Company and money equivalent to the converted value of the shares of the Company (the "Company's Shares, etc.") per fiscal year in which the Company's Shares, etc. are to be delivered or paid (the "Grant") to Directors is 120,000 points (equivalent to 120,000 shares), which is approximately 0.10% of the total number of shares issued and outstanding (as of December 31, 2025; excluding treasury stock). If Proposal 2, "Election of Seven (7) Directors," is approved and adopted as proposed, the number of Directors who are eligible for the System will be three (3).

2. Amount and other details of the remuneration, etc. of the System

(1) Outline of the System

This is a stock remuneration system under which shares of the Company are acquired through a trust, using the remuneration amount for Directors contributed by the Company as funds, and then the Company's Shares, etc. are Granted to Directors. (See (2) and further for details, as stated below.)

1) Persons eligible for the Grant of the Company's Shares, etc. under the System	<ul style="list-style-type: none"> <li>• Directors of the Company (excluding Outside Directors)</li> </ul>
2) Impact of shares of the Company subject to the System on the total number of issued shares of the Company	
Maximum amount of money to be contributed by the Company (as stated in (2) below)	<ul style="list-style-type: none"> <li>• Amount obtained by multiplying ¥200 million by the number of years of the target period</li> <li>• The maximum amount for the three (3) fiscal years covered by the System after amendment is ¥600 million</li> </ul>
Maximum number of the Company's Shares, etc. to be acquired by Directors and the method of acquisition of shares of the Company (as described in (2) and (3) below)	<ul style="list-style-type: none"> <li>• Number of shares equivalent to the number of points obtained by multiplying 120,000 points (equivalent to 120,000 shares) by the number of years of the target period</li> <li>• The maximum number of points for the three (3) fiscal years covered by the System after amendment is 360,000 points (equivalent to 360,000 shares).</li> <li>• The ratio of the number of shares (120,000 shares) equivalent to the above number of points in a single fiscal year to the total number of shares issued by the Company (as of December 31, 2025; excluding treasury stock) shall be approximately 0.10%.</li> <li>• As shares of the Company will be acquired from the stock market, dilution will not occur in the System.</li> </ul>
3) Details of performance evaluation indicators (as described in (3) below)	<ul style="list-style-type: none"> <li>• Varies within a range from 0% to 200% according to the achievement level of the targets, including financial indicators in the Medium-term Business Plan (e.g., TSR, EPS growth rate, and ROIC) and indicators of Key Issues</li> </ul>
4) Timing of the Grant of the Company's Shares, etc. (as stated in (4) below)	<ul style="list-style-type: none"> <li>• Upon the retirement of Directors</li> </ul>

(2) Maximum amount of money to be contributed by the Company

The System will cover the three (3) consecutive fiscal years corresponding to the period of the Company's Medium-Term Business Plan (the "Target Period").

The Company shall contribute an amount of money at a maximum of ¥200 million multiplied by the number of years of the Target Period (¥600 million for the three (3) fiscal years that are the Target Period after amendment of the System) as remuneration for Directors of the Company for the acquisition of shares of the Company to be Granted to Directors, and shall establish a trust (the "Trust") with a trust period of three (3) years (including the extension of the trust period in the last paragraph of this item (2); hereinafter the same shall apply), which covers Directors who satisfy the beneficiary requirements as beneficiaries.

The Trust will acquire shares of the Company from the stock market, using the entrusted amount of money as funds, in accordance with the instructions of the trust administrators. The Company will provide points (as described in (3) below) to Directors during the trust period, and the Trust will Grant the Company's Shares, etc.

At the expiration of the trust period of the Trust, the Trust may be continued by making amendments to the trust agreement and additional entrustments, in lieu of establishment of a new Trust. In that event, the number of years corresponding to the Medium-term Business Plan at that time shall become the new Target Period, and the trust period of the

Trust shall be extended for the same period as the new Target Period. For each extended trust period, the Company shall make additional contributions within the amount of ¥200 million multiplied by the number of years of said new Target Period, and shall continue providing points to Directors during the extended trust period, while the Trust shall continue to Grant the Company's Shares, etc. during the extended trust period.

However, when such additional contributions are made, if there are shares of the Company (excluding shares of the Company equivalent to the points provided to Directors that have not been Granted) and money remaining in the trust assets on the final day of the trust period prior to the extension ("Residual Shares, etc."), the sum of the amount of Residual Shares, etc. and the money to be additionally contributed by the Company shall be within the range of ¥200 million multiplied by the number of years of said new Target Period. This extension of the trust period is not limited to a one-time extension, but may also be extended in the same manner thereafter.

If amendments to the trust agreement or additional entrustments are not made at the expiration of the trust period of the Trust, new points shall not subsequently be provided to Directors. However, if there are Directors in office at this time who may satisfy the beneficiary requirements, the trust period of the Trust may be extended for a maximum of ten (10) years, until the Directors retire from their office and the Grant of the Company's Shares, etc. to the Directors is complete.

(3) Method of calculating the number of shares of the Company to be Granted to Directors and the maximum number thereof

The number of shares of the Company to be Granted to Directors shall be calculated according to the number of points provided to the Directors each year. The calculation method for points is as follows.

On March 1 of each year during the Target Period, Directors will be provided with "basic performance points" corresponding to their position, and on March 1 immediately following the expiration of the Target Period, the "performance-linked points" will be calculated by multiplying the "basic performance points" accumulated during the Target Period by a performance-linked coefficient corresponding to the achievement level of the targets, including financial indicators in the Medium-Term Business Plan and indicators of Key Issues during the Target Period.

The Company's Shares, etc. shall be Granted to Directors at the time of their retirement, according to the accumulated number of "performance-linked points" (or basic performance points, if the retirement of the Director occurred before the calculation of performance-linked points) that the Directors have received.

(Basic performance points)

Basic stock remuneration amount ÷ Average acquisition unit price of the Company's shares <sup>\*1</sup>

(Performance-linked points)

Accumulated basic performance points x Performance-linked coefficient <sup>\*2</sup>

\*1 The average acquisition unit price of shares of the Company by the Trust. If the trust period of the Trust is extended by making amendments to the trust agreement and additional entrustments, it will be the average acquisition unit price of shares of the Company acquired by the Trust after the extension.

\*2 The "performance-linked coefficient" will vary within a range from 0% to 200%, according to the achievement level of the targets, including financial indicators in the Medium-Term Business Plan (e.g., TSR, EPS growth rate, and ROIC) and indicators of Key Issues.

One (1) point shall equal one (1) share of the Company. However, in the event that circumstances arise during the trust period whereby an adjustment to the points is deemed to be fair, such as a share split or consolidation of shares of the Company, the

number of shares of the Company per point shall be adjusted according to the ratio of the split or consolidation, etc.

The maximum number of points to be provided to Directors in a single fiscal year shall be 120,000 points. This maximum number has been determined by taking into consideration the maximum amount of money to be contributed by the Company in the above item (2), and with reference to historical share prices, etc.

The maximum number of shares of the Company to be acquired by the Trust during the Target Period of the System (three (3) fiscal years) ("Number of Shares to Be Acquired") shall be 360,000 shares, which is equivalent to the number of shares obtained by multiplying the maximum number of points per fiscal year by three (3), the number of years of the Target Period. In the event that the points are adjusted as described above, the maximum Number of Shares to Be Acquired shall also be adjusted accordingly.

(4) Timing and method of the Grant of the Company's Shares, etc. to Directors

The Grant of the Company's Shares, etc. shall be made to Directors at the time of their retirement. At this time, the Directors will receive the delivery of shares of the Company equivalent to 50% of the points provided to them until the time of their retirement (shares of less than one unit will be rounded up). The rest of the points will be translated by the Trust into money equivalent to the converted value of the Company's shares, and paid out to the Directors.

In the event that a Director dies during the trust period, his or her heir shall receive payment of money equivalent to the converted value of all shares of the Company corresponding to the points provided until that time, after conversion within the Trust.

In addition, if a Director becomes a resident of a foreign country during the trust period, he or she may receive payment of money equivalent to the converted value of all shares of the Company corresponding to the points provided until that time, after conversion within the Trust.

(5) Clawback provisions, etc.

Where the Board of Directors resolves to make subsequent revisions to the financial results due to material accounting mistakes or fraud, or, where the Board of Directors, etc. deems that a Director has violated the duty of due care or the duty of loyalty, or has otherwise committed a material breach of duty of other laws and regulations or contracts during their term, the Board of Directors may, based on deliberations by the Voluntary Remuneration Committee, decide not to Grant all or part of the Company's Shares, etc. to the Director in question, or demand that the Director return all or part of any Company's Shares, etc. already Granted, or otherwise all or part of the monetary amount equivalent thereto.

(6) Voting rights for shares of the Company

To ensure neutrality toward management, the voting rights for shares of the Company held within the Trust shall not be exercised during the trust period.

(7) Other details of the System

Other details of the System shall be determined by the Board of Directors when the Trust is established, and each time amendments to the trust agreement and additional contributions to the Trust are made.

For details of the System, please refer to the press release, "Notice Regarding Abolishment of the Retirement Benefits System for Directors and Introduction of a Performance-linked Stock Remuneration System," dated March 11, 2019, "Notice Regarding Continuance and

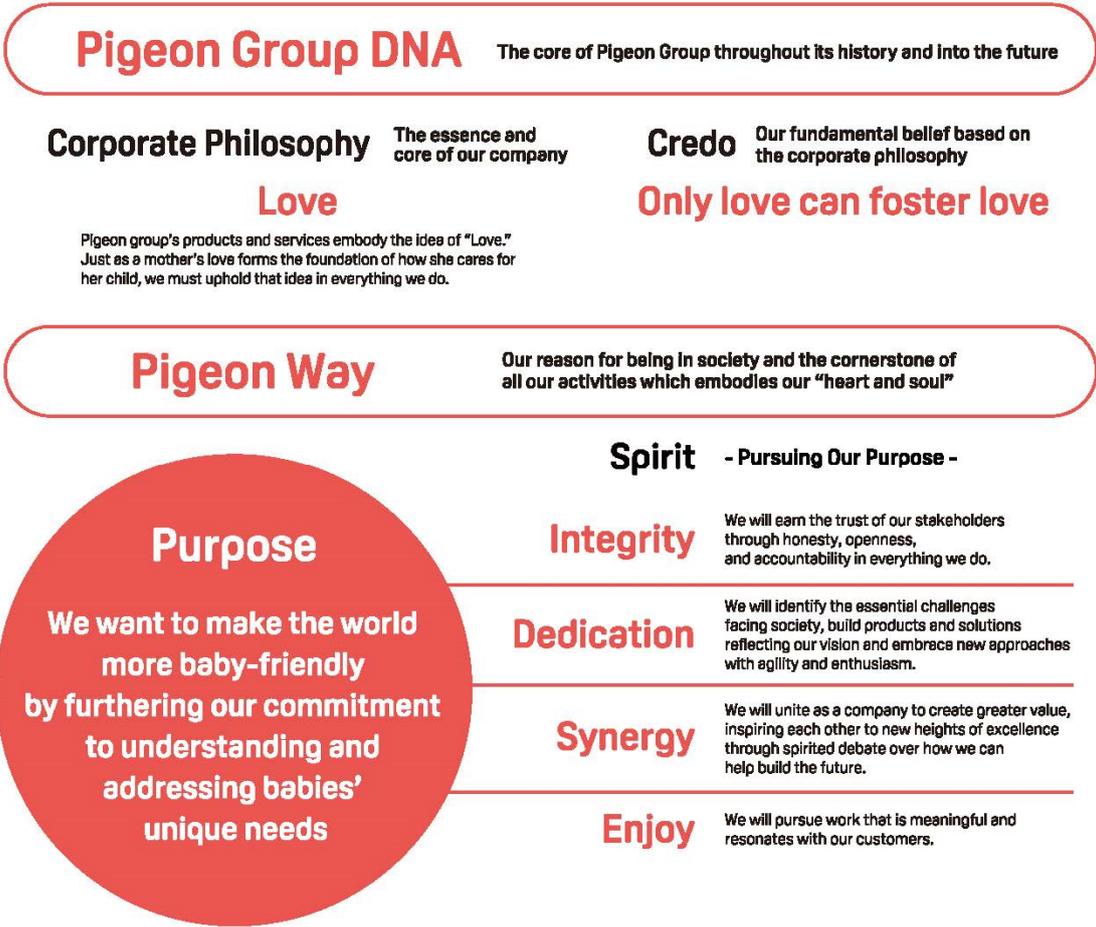
Partial Revision of Performance-linked Stock Remuneration Program for Directors," dated February 14, 2023, and "Notice Regarding Continuance and Partial Revision of Performance-linked Stock Remuneration Program for Directors," dated February 13, 2026.

**Reference: Pigeon’s Philosophy, Key Issues, and Basic Policy and System of Corporate Governance**

(1) Pigeon Group DNA and Pigeon Way

The Pigeon Group DNA consists of our Corporate Philosophy of “Love” and Credo of “Only love can foster love” and has constituted the core of the Pigeon Group throughout its history and will remain so into the future.

The Pigeon Way consists of our Purpose of “We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies’ unique needs,” along with our Spirit encompassing the notions of “Integrity,” “Dedication,” “Synergy,” and “Enjoy,” thereby constituting the meaning of our reason for being in society and the cornerstone of all our activities which embodies our “heart and soul.” We have positioned our Corporate Philosophy and Credo as the “Pigeon Group DNA,” which is a concept common to the Pigeon Group, and we have positioned our Purpose as the axis of the Pigeon Way to drive our business activities toward its realization. The Pigeon Group DNA and the Pigeon Way are defined as follows.



## (2) Establishment of Materiality (Key Issues)

The Pigeon Group's "Purpose" cannot be realized solely through the efforts of Pigeon Group employees, but can only be realized through collaboration with external stakeholders, including customers, business partners, shareholders, and local communities. We believe that by realizing our "Purpose," we can not only continue to exist and be recognized as an "indispensable presence in society," but also contribute to the realization of a sustainable society.

Therefore, the Pigeon Group has established the following five Key Issues to serve as priorities in its efforts to realize its "Purpose."



Enhancing Business  
Competitiveness and  
Resilience



Reducing Our  
Environmental  
Impact



Contributing to the  
Resolution of Social  
Issues



Managing Talent and  
Cultivating the Right  
Culture for Our  
Purpose



Establishing Solid  
Management  
Foundations

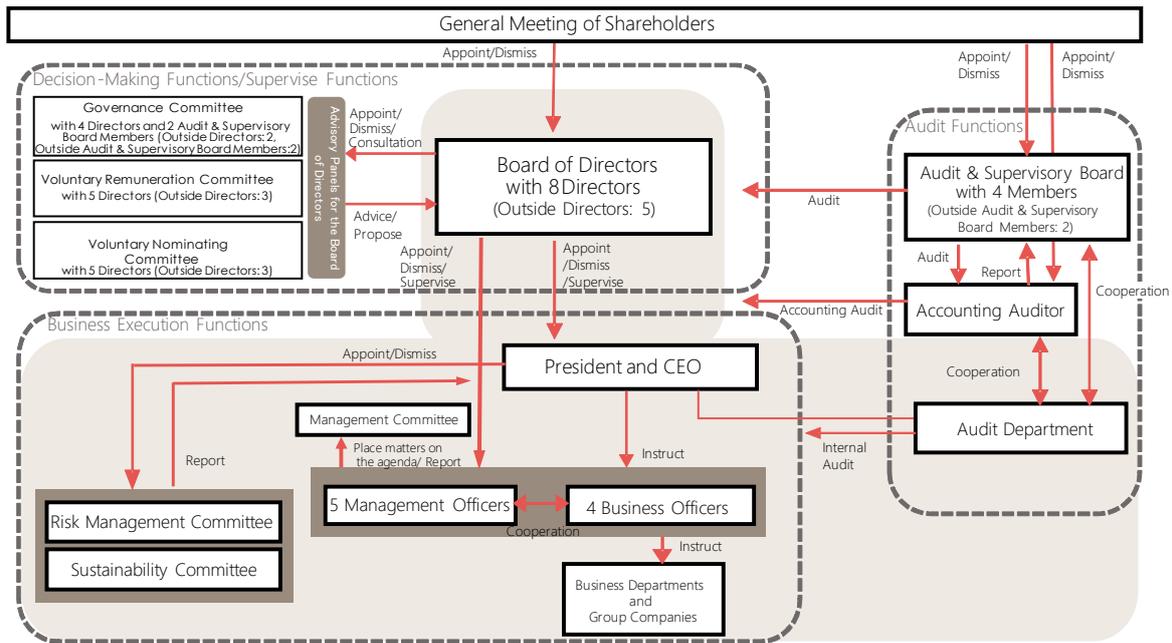
## (3) Pigeon's Basic Policy for Corporate Governance

Our corporate governance must be in line with the Pigeon Group DNA and the Pigeon Way, be directed toward solving and realizing Key Issues, contribute to the creation and realization of a sustainable society, and ultimately be directed toward realizing our "Purpose" of "We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies' unique needs."

Based on this Policy, we have defined corporate governance as follows: (1) Offensive governance—a mechanism for transparent, fair, prompt, and decisive decision-making to ensure the Pigeon Group's sustainable growth and medium- to long-term enhancement of corporate value (social value and economic value), the resolution and realization of Key Issues, and the realization of our "Purpose," and (2) Defensive governance—a mechanism for risk control through the timely collection and sharing of information and examination and verification, in order to prevent or promptly eliminate factors that may impede the Pigeon Group's sustainable growth, damage corporate value, or impede the resolution and realization of Key Issues or the realization of our "Purpose."

By continuously strengthening these mechanisms, the Company aims to further enhance corporate governance, increase corporate value, and ultimately contribute to the creation and realization of a sustainable society, as well as realize our "Purpose."

(4) Corporate Governance Structure (As of December 31, 2025)



(5) Board of Directors

The Board of Directors makes decisions on matters (management objectives and important business-execution strategies such as the management strategy) prescribed in laws and regulations, the Articles of Incorporation, and the “Board of Directors Rules” based on its authority to supervise the execution of duties of Directors and Managing Officers. The Board of Directors actively elicits the opinions of Outside Directors and Audit & Supervisory Board Members, and the supervisory function of the Board of Directors has been further strengthened by having an independent Outside Director serve as Chairman of the Board from March 2023. The Board of Directors holds “future strategy meetings” twice every year, which are separate from Board of Directors meetings, for the purpose of eliminating asymmetric information about the Group among the Directors and Audit & Supervisory Board Members and discussing the Group’s management issues and strategies from a medium- to long-term perspective. Furthermore, as this fiscal year was the year for formulating the next Medium-Term Business Plan, three meetings were held focusing on the next Medium-Term Business Plan and related topics.

In addition, the Board of Directors of the Company conducts an annual evaluation of the effectiveness of the Board of Directors and works to maintain and improve the effectiveness of the Board of Directors in order to increase corporate value and achieve sustainable growth over the medium- to long-term. Whereas the results of the evaluation of the effectiveness of the Board of Directors for the current fiscal year are as shown below, please refer to the Company’s corporate website below for further details.

[https://www.pigeon.com/sustainability/governance\\_top/governance/#headline-1635133669](https://www.pigeon.com/sustainability/governance_top/governance/#headline-1635133669)

Issues identified based on FY2024 assessment results	Measures taken in FY2025
Developing a medium- to long-term growth strategy and considering effective ways to communicate information to stakeholders	Discussions on medium- to long-term growth strategies centered on the next Medium-Term Business Plan at the future strategy meetings and other meetings
Demonstrating a more advanced supervisory function by the Board of Directors	Assessing the Group governance through an internal project led by the internal audit department and members of the Audit & Supervisory Board
Having fruitful discussions and achieving swift decision-making in board meetings	Changing the method and the frequency of pre-confirmation meetings, and conducting liaison meetings with outside officers

#### FY2025 assessment results

- > Overall assessment: Our Board of Directors and advisory bodies are performing their roles effectively.
- > Positive points
  - The Board of Directors has become more open and active in its discussions, leveraging diverse expertise, values, and perspectives of outside directors.
  - Through the measures outlined above taken in FY2025, the Board had more opportunities to discuss the overall strategy for issues identified in FY2024, and achieved improvements, including stronger collaboration with audit bodies.
- > Identified issues
  - Regarding the following issues identified in FY2024, while improvements have been made, it has been confirmed that they are in a phase requiring specific actions or further enhancement going forward.

Issues identified based on FY2025 assessment results	Policy for measures to be taken in the future (FY2026)
Encouraging more substantial discussions at the Board meetings	<ul style="list-style-type: none"> <li>✓ Improving the operation and other executions               <ul style="list-style-type: none"> <li>• Conducting proper time allocation and agenda setting with the aim of increasing strategic discussion time for future growth</li> </ul> </li> <li>✓ Considering the composition and size of the Board</li> </ul>

## (6) Status of audit system and audits

Audit & Supervisory Board Members, an internal audit department, and the Accounting Auditor regularly and irregularly share information and collaborate on joint investigations and verifications as necessary.

Audit & Supervisory Board Members attend meetings of both the Board of Directors and the Management Committee, where they deploy their experience in the field to swiftly resolve issues. In addition to enhancing the supervisory function through expression of opinions and the like, Audit & Supervisory Board Members listen to Directors, view important resolution documents, examine the current status of business and financial assets, and otherwise conduct meticulous supervision and oversight particularly in accordance with audit policy and segregation of duties. They also meet regularly with the President and CEO, receive reports on matters such as important company issues, and carry out frank exchanges of opinions.

Additionally, to serve as an internal audit department, we have established the Audit Department as an independent organization directly reporting to the President and CEO. The Audit Department conducts internal audits of all locations and departments within the Company and its domestic and overseas group companies. These audits cover all aspects of business operations and organizational management, with the objective of enhancing the Company and its group companies' ability to create, preserve, and maintain value.

1. Governance, risk management, and internal controls
2. Objectives, strategies, plans, and results of the business units, departments, and projects
3. Organizational culture, including corporate ethics

Audit results are compiled into a report and distributed to all inside and outside Directors and Audit & Supervisory Board Members. Additionally, a briefing session is held to provide a detailed oral explanation and enable discussion. Recommendations and advice from inside and outside Directors and Audit & Supervisory Board Members are communicated to the audited departments, which are then required to submit specific corrective measures. The Audit Department determines the necessity of follow-up to confirm the implementation of corrective actions and the status of issue resolution. When follow-up is deemed necessary, it determines the timing and method of implementation, verifies the status of corrective measures and their effectiveness, and continues the PDCA cycle.

## (7) Governance Committee

To further strengthen corporate governance in the Pigeon Group, we established the Governance Committee as an advisory panel to the Board of Directors, chaired by an Independent Outside Director and with a majority of its members being Outside Directors and Outside Audit & Supervisory Board Members. The Committee deliberates on various issues related to corporate governance within the Group that have been identified through the evaluation of the effectiveness of the Board of Directors, etc., from the perspective of promoting organic coordination and

integration and proactive implementation, and provides advice and recommendations to the Board of Directors. During the current fiscal year, we conducted reviews of future strategy meeting themes, examined the operation of the Board of Directors, implemented and reviewed group governance evaluations, updated the long list of governance-related issues, and conducted an assessment of the effectiveness of the Board of Directors.

#### (8) Voluntary Remuneration Committee and Executive Remuneration Policy

In order to increase the independence, objectivity, and transparency of the executive remuneration system, the Company has established a Voluntary Remuneration Committee as an advisory panel to the Board of Directors. The chairman and the majority of members of the committee are Independent Outside Directors. The Voluntary Remuneration Committee provides advice and proposals to the Board of Directors upon having deliberated on matters that include: governance of executive remuneration; whether it is necessary to revise the executive remuneration policy; remuneration levels of individual executives (base amount by position); performance targets and evaluation table for bonuses and stock remuneration; performance evaluations and individual payment amounts for bonuses and stock remuneration in the previous fiscal year; status of initiatives of the Medium-Term Business Plan and the Key Issues; factors such as level, composition and indicators of executive remuneration using external data and other research; the necessity of response to executive remuneration due to changes in the external environment and business environment; and improving the effectiveness of the Voluntary Remuneration Committee. During the fiscal year under review, the Committee examined revisions to the executive remuneration policy based on the next Medium-Term Business Plan; confirmed performance targets and evaluation table for bonuses and stock remuneration; confirmed matters such as performance evaluations and individual payment amounts for bonuses, and stock remuneration in the previous fiscal year; confirmed progress associated with indicators of Key Issues for bonuses and stock remuneration; confirmed factors such as level, composition and indicators of executive remuneration using external data and other research; and examined improvements of the effectiveness of the Voluntary Remuneration Committee.

In addition, the Voluntary Remuneration Committee deliberates on draft proposals, and upon resolution by the Board of Directors, the Company formulates its Executive Remuneration Policy. The basic policy, remuneration structure, and payment details regarding executive remuneration have been established in the Executive Remuneration Policy. For details, please refer to the Company's corporate website below.

[https://www.pigeon.com/sustainability/governance\\_top/governance/#headline-1598850467](https://www.pigeon.com/sustainability/governance_top/governance/#headline-1598850467)

#### (9) Voluntary Nominating Committee and Executive Nomination Policy

The Company has established a Voluntary Nominating Committee as an advisory panel to the Board of Directors to enhance the independence, objectivity, and transparency of the appointment/dismissal and nomination processes for Directors. The chairman and the majority of members of the committee are Independent Outside Directors. The Voluntary Nominating Committee deliberates on the appointment/dismissal criteria for Directors and the successor plan for Chief Executive Officer (CEO), etc., and provides advice and proposals to the Board of Directors. During the fiscal year under review, the Committee examined revisions to the Executive Nomination Policy; verified and implemented the CEO successor plan; examined candidates for Directors; reviewed the term of office and tenure of Directors; reviewed revisions to the skill matrix; examined the formulation of a successor plan for Outside Directors; strengthened information coordination between the Board of Directors and the Governance Committee; and examined improvements of the effectiveness of the Voluntary Nominating Committee.

In addition, the Voluntary Nominating Committee deliberates on draft proposals, and upon resolution by the Board of Directors, the Company formulates its Executive Nomination Policy. The personnel requirements for the CEO and the appointment/dismissal criteria for Directors and the CEO have been established in the Executive Nomination Policy. The ideal human qualities necessary for the role of CEO of the Company are "Human qualities that can enhance resourcefulness and continuously increase the Company's corporate value (social and economic value), based on the values of the Pigeon Group DNA and Pigeon Way." In addition, the detailed human resource requirements are determined in terms of responsibility and authority, main duties and expected results, and required competencies (behavioral characteristics, personality characteristics, experience and achievements, knowledge and skills). Furthermore, the dismissal criteria for Directors and the CEO are provided below.

- 1) Where corrupt, unjust, or disloyal actions are suspected
- 2) Where a lack of qualifications is recognized, such as a legal violation

- 3) Where the process or results of the execution of duties is insufficient, or where it is deemed inappropriate to have the individual continue to perform duties
- 4) Where ROE has fallen below 5% for three (3) consecutive fiscal years (only for the CEO)

For details of the Executive Nomination Policy, please refer to the Company's corporate website below.  
[https://www.pigeon.com/sustainability/governance\\_top/governance/#headline-1598850579](https://www.pigeon.com/sustainability/governance_top/governance/#headline-1598850579)