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Securities Code: 7388

February 13, 2025

(Start of Electronic Provision Measures: February 6, 2025)

To our shareholders:

5F Koraku International Building,
1-5-3, Koraku, Bunkyo-ku, Tokyo
FP Partner Inc.

Tsutomu Kuroki, Representative Director and President

Notice of Convocation of 15th Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you for your support.

We are pleased to announce the 15th Ordinary General Meeting of Shareholders of FP Partner Inc., which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures providing information in an electronic format and posts such information as “Notice of Convocation of 15th Ordinary General Meeting of Shareholders” online on the website below.

Company website: <https://fpp.jp/ir/en/>



In addition to this, the information is also posted online on the website below.

Tokyo Stock Exchange website

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

*Please access the TSE website (Listed Company Search), enter the company name (FP Partner) or securities code (7388), click “Search,” and then click “Basic Information” and select “Documents for public inspection/PR information.”



If you do not attend the meeting in person, you may exercise your voting rights via the Internet or in writing. After examining the Reference Documents for the General Meeting of Shareholders posted in the matters for electronic provision, please exercise your voting rights no later than 6:00 p.m. (JST) on Thursday, February 27, 2025.

1. Date and time: Friday, February 28, 2025 at 10:00 a.m.
(JST; reception starts at 9:30 a.m.)
2. Venue: Main Hall, B1F, Bellesalle Iidabashi First, Sumitomo Fudosan Iidabashi First Tower, 2-6-1, Koraku, Bunkyo-ku, Tokyo
*The venue differs from the venue for last year's Ordinary General Meeting of Shareholders. Therefore, please check the "15th Ordinary General Meeting of Shareholders Venue Guide" in the back to ensure no mistakes when attending (available in Japanese only).
3. Purpose of the meeting
Matters to be reported The Business Report and Financial Statements for the 15th fiscal term (December 1, 2023 to November 30, 2024)
Matters to be resolved
Proposal No. 1: Election of Ten (10) Directors
Proposal No. 2: Election of Three (3) Audit & Supervisory Board Members
Proposal No. 3: Approval of Absorption-type Merger Agreement

End

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- ◎ Shareholders attending this meeting in person are kindly requested to submit the voting form to the reception desk at this meeting.
 - ◎ We apologize for the inconvenience, but there will be no live streaming of the General Meeting of Shareholders this year.
 - ◎ If revisions to the matters subject to electronic provision measures arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.
 - ◎ Pursuant to the laws and regulations and Article 15 of the Company's Articles of Incorporation, of the matters subject to electronic provision measures, the following are not included in written documents provided because they are published online on the Company website and the TSE website.
 - (1) "4. Details of Financial Statements, etc. Pertaining to the Final Fiscal Year of Surprise Japan Company, Ltd." in Proposal No. 3: Approval of Absorption-type Merger Agreement
 - (2) "System to ensure proper business operations" and "Overview of operational status of system to ensure proper business operations" in the Business Report
 - (3) "Statement of changes in equity" and "Notes to non-consolidated financial statements" in the Financial StatementsTherefore, the information in the matters subject to electronic provision measures are part of the Business Report and Financial Statements audited upon Audit & Supervisory Board Members preparing the audit reports and Financial Statements audited upon Corporate Auditors preparing the accounting audit reports.

<Information on Accepting Questions in Advance>

We will accept questions about the agenda items for this General Meeting of Shareholders in advance via the following website.

- Period for accepting questions From Thursday, February 13, 2025
until 6 p.m. on Friday, February 21, 2025
- Website for accepting questions <https://q.srdb.jp/7388/>



* We will respond to any questions related to the agenda items that we believe will be of interest to our shareholders at this General Meeting of Shareholders, and we will also post the responses on the Company's website at a later date.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Materials

Proposal No. 1: Election of Ten (10) Directors

Pursuant to the provisions of the Articles of Incorporation, the terms of office of all ten (10) Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of ten (10) Directors.

The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
1	<p style="text-align: center;">Tsutomu Kuroki</p> <p style="text-align: center;">Reelection</p> <ul style="list-style-type: none"> ● Date of birth November 29, 1967 ● Term as Director 7 years, 1 month ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 4,075,688 shares 	<p>Apr. 1992 Joined Asahi Shinkin Bank</p> <p>Jan. 1999 Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Mar. 2005 Representative Director, FP Consulting Co., Ltd.</p> <p>Dec. 2017 Established Joint Company FP Consulting Co., Ltd., Representative (current)</p> <p>Jan. 2018 Representative Director and President of the Company (current)</p>
<p>■ Reasons for nomination as Director</p> <p>Since the founding of the Company, Mr. Kuroki has helmed it with bold vision and strong leadership. By protecting the lives of customers and their families through insurance and pursuing “the insurance business as it should be,” a relationship that shares a life filled with comfort with customers, he has cemented the position of this Company in the insurance industry. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and deep knowledge in the further expansion of the business and company value creation.</p>		

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
2	<p style="text-align: center;">Katsuyuki Tanaka</p> <p>Reelection</p> <ul style="list-style-type: none"> ● Date of birth September 5, 1966 ● Term as Director 9 years, 3 months ● Status of attendance of Board of Directors meetings 24 (of 25 meetings) ● Number of Company shares held 30,487 shares 	<p>Apr. 1990 Joined Tokyo Life Insurance (currently T&D Financial Life Insurance Company)</p> <p>Jan. 2000 Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>July 2013 Joined Hoken No Madoguchi Group Inc.</p> <p>May 2014 Joined the Company</p> <p>Nov. 2015 Director</p> <p>Jan. 2018 Senior Managing Director and General Manager of Corporate Planning Department</p> <p>Nov. 2022 Senior Managing Director, General Manager of Corporate Planning Department, and General Manager of Risk Management Department</p> <p>Feb. 2023 Senior Managing Director and General Manager of Corporate Planning Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Tanaka has contributed to the expansion of the business scope and improvement of operational efficiency by leading the development of a management plan and management strategy as well as development/administration of the annual forecasts. He has also promoted proactive investor relations and brand strategy in order to achieve a stable stock price. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>	
3	<p style="text-align: center;">Kenji Adachi</p> <p>Reelection</p> <ul style="list-style-type: none"> ● Date of birth July 31, 1972 ● Term as Director 7 years, 1 month ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 8,450 shares 	<p>Apr. 1995 Joined Tokyo Life Insurance (currently T&D Financial Life Insurance Company)</p> <p>Jan. 2000 Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Sept. 2004 Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Apr. 2014 Joined FP Consulting Co., Ltd.</p> <p>Nov. 2015 Director</p> <p>Jan. 2018 Director of the Company</p> <p>Oct. 2020 Part-time Director, au Financial Partner Corporation (current)</p> <p>May 2022 Director and General Manager of Non-life Insurance Sales Department of the Company</p> <p>Apr. 2023 Director (current)</p> <p>Jan. 2024 Representative Director of Surprise Japan Company, Ltd. (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Along with targeting expansion of the non-life insurance agency business, Mr. Adachi has promoted the expansion of partners and diversification of models to attract customers. By tapping into insurance consultation projects that utilize call centers, he is contributing to the significant increase in the number of customers. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>	

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
4	<p style="text-align: center;">Takashi Kuwabara</p> <p style="text-align: center;">Reelection</p> <ul style="list-style-type: none"> ● Date of birth August 23, 1970 ● Term as Director 5 years ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 4,195 shares 	<p>Apr. 1994 Joined Tokyo Life Insurance (currently T&D Financial Life Insurance Company)</p> <p>Apr. 2001 Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Dec. 2008 Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Oct. 2018 Joined the Company</p> <p>Aug. 2019 General Manager of New Business Development Department</p> <p>Feb. 2020 Director and General Manager of New Business Development Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Kuwabara has taken efforts to expand new businesses such as the IFA business and home loan business in order to generate demand outside of the insurance agency business. He is contributing to the diversification and stabilization of the revenue foundation, as well as improvement of company value. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge to promote priority measures for the Company.</p>	
5	<p style="text-align: center;">Takumi Saito</p> <p style="text-align: center;">Reelection</p> <ul style="list-style-type: none"> ● Date of birth December 28, 1974 ● Term as Director 12 years, 4 months ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 6,828 shares 	<p>Apr. 1997 Joined Yasuda Life Insurance Company (currently Meiji Yasuda Life Insurance Company)</p> <p>July. 2003 Joined American Life Insurance Company (currently MetLife, Inc.)</p> <p>Mar. 2010 Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Oct. 2012 Representative Director of the Company</p> <p>Jan. 2018 Director and General Manager of Administrative Department</p> <p>May 2022 Director and General Manager of Human Resource Department</p> <p>Oct. 2022 Director</p> <p>Jan. 2024 Director and General Manager of Risk Management Department (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Saito has worked tirelessly to construct the Administrative Department from the founding of the Company and possesses rich experience and knowledge of the Administrative Department in general. As he also has experience serving as representative of Anshin FP Partner Inc., the Company's predecessor, he is contributing to the construction of the Company's management foundation, including risk management, etc. in company management. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>	

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
6	<p style="text-align: center;">Yoshihiro Fujii</p> <p>Reelection</p> <ul style="list-style-type: none"> ● Date of birth March 1, 1972 ● Term as Director 2 years ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 11,668 shares 	<p>Apr. 1994 Joined Tokyo Life Insurance (currently T&D Financial Life Insurance Company)</p> <p>Feb. 2006 Joined Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>Mar. 2017 Joined the Company, General Manager of West Japan Area Department</p> <p>Feb. 2023 Director and General Manager of West Japan Area Department</p> <p>Mar. 2023 Director and General Manager of Sales Headquarters (current)</p>
	<p>■ Reasons for nomination as Director</p> <p>Mr. Fujii is responsible for core elements of the Company's business model, including managing nation-wide sales hubs, recruiting of sales employees and working on location opening strategies. He is also taking efforts to expand the policy transfer business and contributing to the diversification and stabilization of the revenue foundation. Therefore, the Company nominates him as a candidate for Director so that he may continue to utilize his wealth of experience and knowledge in the further expansion of the business and company value creation.</p>	
7	<p style="text-align: center;">Yoshihiro Isaka</p> <p>Reelection Outside</p> <p>Independent</p> <ul style="list-style-type: none"> ● Date of birth July 6, 1955 ● Term as Director 2 year, 7 months ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 8,253 shares 	<p>Apr. 1979 Joined the Ministry of Finance</p> <p>June 2004 Minister of Embassy of Japan in the UK for the Ministry of Foreign Affairs</p> <p>July 2007 Deputy Commissioner (International Affairs), Commissioner's Secretariat, National Tax Agency</p> <p>July 2009 Head of Nagoya Regional Taxation Bureau</p> <p>Aug. 2010 Deputy Director-General (European Affairs Bureau), Ministry of Foreign Affairs</p> <p>July 2012 Deputy Director-General, National Tax Tribunal</p> <p>June 2013 Executive Officer, Tokyo Stock Exchange, Inc.</p> <p>Apr. 2017 Senior Executive Officer, Japan Exchange Group, Inc. Senior Executive Officer, Tokyo Stock Exchange, Inc. Senior Executive Officer, Osaka Exchange, Inc.</p> <p>Apr. 2022 Advisor, Japan Exchange Group, Inc.</p> <p>July 2022 Outside Director of the Company (current)</p>
	<p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Mr. Isaka has served in key positions in government agencies, etc. and possesses wide-ranging knowledge on overall finance and corporate governance. In the Board of Directors, he offers appropriate and beneficial comments about Company's management from a perspective of expertise in financial administration. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>	

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
8	<p style="text-align: center;">Masaki Suzuki</p> <p style="text-align: center;"> Reelection Outside </p> <p style="text-align: center;"> Independent </p> <ul style="list-style-type: none"> ● Date of birth April 18, 1955 ● Term as Director 1 year, 8 months ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Number of Company shares held 488 shares 	<p>Apr. 1978 Joined the Ministry of Finance</p> <p>July 2002 Chief of Banking Business Division I, Supervision Bureau, Financial Services Agency</p> <p>July 2005 Deputy Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 2007 Deputy Vice Minister for Policy Planning and Co-ordination, Minister's Secretariat, Ministry of Finance</p> <p>July 2008 Deputy Director-General, Ministry of the Environment</p> <p>Sept. 2012 Director General, Ministry of the Environment</p> <p>July 2014 Administrative Vice-Minister, Ministry of the Environment</p> <p>Oct. 2015 Representative Director and Chairman, AEON Bank, Ltd.</p> <p>June 2016 Representative Director and Chairman, AEON Financial Service Co., Ltd.</p> <p>Mar. 2017 Executive Director in charge of Comprehensive Finance Business, AEON Co., Ltd.</p> <p>June 2023 Outside Director of the Company (current)</p> <p>Mar. 2024 Outside Director of Canon Inc. (current)</p> <p>Aug. 2024 Outside Director of OHBA CO., LTD. (current)</p> <p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Mr. Suzuki has served in important positions in the Ministry of Finance and Financial Services Agency, so he has deep insights into financial administration as well as a wealth of management experience in business companies. In the Board of Director's meeting, he offers appropriate and beneficial comments about the Company's management from a perspective of expertise in financial administration, utilizing his experience in overall company management. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions
9	<p style="text-align: center;">Makiko Nakagawa</p> <p>Reelection <input type="checkbox"/> Outside <input type="checkbox"/></p> <p>Independent <input type="checkbox"/></p> <ul style="list-style-type: none"> • Date of birth May 22, 1973 • Term as Director 2 years • Status of attendance of Board of Directors meetings 25 (of 25 meetings) • Number of Company shares held 3,000 shares 	<p>Oct. 2001 Joined Chuo Aoyama Audit Corporation</p> <p>Aug. 2007 Joined ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC.)</p> <p>Sept. 2019 Opened Nakagawa C.P.A. Office, Representative (current)</p> <p>July 2020 Established ES Next Audit Corporation (currently ES Next LLC), Managing Partner (current)</p> <p>Sept. 2020 Outside Audit & Supervisory Board Member, TAUNS Laboratories, Inc. (current)</p> <p>Feb. 2022 Outside Audit & Supervisory Board Member of the Company</p> <p>Feb. 2023 Outside Director (current)</p>
	<p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Ms. Nakagawa possesses a wealth of knowledge related to company audit and financial accounting through her on-the-ground experience in major audit corporations and having established audit corporations herself. In the Board of Directors, she offers appropriate and beneficial comments about the Company's management from an expert perspective. Therefore, the Company nominates her as a candidate for Outside Director with the expectation that she will contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company from an independent perspective in order to enhance corporate value.</p>	
10	<p style="text-align: center;">Naoyuki Tanaka</p> <p>New <input type="checkbox"/> Outside <input type="checkbox"/></p> <p>Independent <input type="checkbox"/></p> <ul style="list-style-type: none"> • Date of birth September 29, 1980 • Number of Company shares held - 	<p>Dec. 2009 Registered as attorney Joined Yamakawa Manjiro Law Office (currently Yamakawa Fujiwara Law Office)</p> <p>May 2011 Joined Tsuyuki & Akazawa Law Office</p> <p>Apr. 2021 Opened Top Runner Law Office, Representative (current)</p>
	<p>■ Overview of reasons for nomination as Outside Director and expected roles</p> <p>Mr. Tanaka has opened a law office and has extensive knowledge in general law, particularly in labor and risk management. Therefore, the Company nominates him as a candidate for Outside Director with the expectation that he will utilize his expert knowledge as an attorney and contribute to the effective strengthening of decision-making functions and monitoring functions of the Board of Directors of the Company. Although he has never been involved in corporate management in any way other than as an Outside Director, we have determined that he will be able to perform his duties as Outside Director appropriately for the reasons stated above.</p>	

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Director candidate Tsutomu Kuroki is the parent company, etc., as established in Article 2, item (iv)-2 of the Companies Act.
 3. Mr. Yoshihiro Isaka, Mr. Masaki Suzuki, Ms. Makiko Nakagawa and Mr. Naoyuki Tanaka are candidates for Outside Director, as established by Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act.
 4. The Company has registered candidates for Director Mr. Yoshihiro Isaka, Mr. Masaki Suzuki and Ms. Makiko Nakagawa as independent officers with the Tokyo Stock Exchange. If elected, they will continue to serve as independent officers. In addition, if Mr. Naoyuki Tanaka, a candidate for Director, is appointed as an Outside Director, he will also be registered as an independent officer.
 5. The Company has entered into an agreement with Directors, Mr. Yoshihiro Isaka, Mr. Masaki Suzuki and Ms. Makiko Nakagawa, limiting their liability for damages in Article 423, paragraph (1) of the Companies Act to the amount established by laws and regulations. If elected, the Company will renew this limited liability agreement with each Director. If Mr. Naoyuki Tanaka is elected, the Company will enter into this limited liability agreement with Mr. Naoyuki Tanaka.
 6. The Company has entered an agreement for directors and officers liability insurance with an insurance company, stating the Directors of the Company as the insured parties. This insurance covers any losses incurred by insured parties in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability. If all candidates for Director are elected, the Company plans to include all of them as the insured parties in the directors and officers liability insurance. The Company plans to renew the same policy under the same conditions in March 2025.
 7. Pursuant to Article 430-2, paragraph (1) of the Companies Act, the Company has entered an agreement for compensation with each Director of the Company to compensate them for expenses or losses incurred during the performance of duties. If all candidates for Director are elected, the Company plans to enter into or renew their agreements for compensation.
 8. The number of shares of Company stock owned by each candidate includes not only the amount held under the name of the Director candidate, but also the amount de facto owned through the officer stock ownership association.
 9. The Company had entered into a legal advisor agreement with Mr. Naoyuki Tanaka, a candidate for Director, but terminated this agreement on January 31, 2025. Furthermore, the amount of the legal advisor fee under the legal advisor agreement is minimal, and we have determined that it meets the standards for the independence of outside officers of the Company and the Tokyo Stock Exchange, and that there is no risk of a conflict of interest with general shareholders.

Proposal No. 2: Election of Three (3) Audit & Supervisory Board Members

Pursuant to the provisions of the Articles of Incorporation, the terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three (3) Audit & Supervisory Board Members.

This proposal has the consent of the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows.

Candidate No.	Name (Date of birth)	Background, position, and important concurrent positions
1	<p style="text-align: center;">Tetsuya Watanabe</p> <div style="border: 1px solid black; display: inline-block; padding: 2px;">New</div> <ul style="list-style-type: none"> • Date of birth January 30, 1962 • Number of Company shares held 100 shares 	<p>Apr. 1984 Joined Mitsui Trust Bank, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>Oct. 2007 General Manager of Private Banking</p> <p>Nov. 2010 Operating Officer, General Manager of Operations and General Manager of Administrative Department, Chuo Mitsui Capital Company Limited (currently Trust Capital Co., Ltd.)</p> <p>Jun. 2016 Outside Standing Audit & Supervisory Board Member of JA Mitsui Leasing, Ltd.</p> <p>Jun. 2020 General Manager of Building Management Department, Shinnihon Kanzai Corporation</p> <p>Apr. 2023 General Manager of Corporate Management Group, Realize Securities Inc.</p> <p>June 2024 Joined the Company General Manager of Internal Audit Department (current)</p> <p>■ Reasons for nomination as Audit & Supervisory Board Member Mr. Watanabe has held important positions such as Audit & Supervisory Board Member at financial institutions, and has extensive knowledge and experience in the field of finance. He is currently the General Manager of the Company's Internal Audit Department, where he is appropriately carrying out internal audits. Therefore, the Company nominates him as a candidate for Audit & Supervisory Board Member with the expectation that he will contribute to strengthening the Company's auditing system based on this experience.</p>

Candidate No.	Name (Date of birth)	Background, position, and important concurrent positions
2	<p style="text-align: center;">Asami Kuwabara</p> <p style="text-align: center;"> Reelection Outside </p> <p style="text-align: center;"> Independent </p> <ul style="list-style-type: none"> ● Date of birth February 13, 1987 ● Term as Audit & Supervisory Board Member 2 years ● Status of attendance of Board of Directors meetings 25 (of 25 meetings) ● Status of attendance of Audit & Supervisory Board meetings 17 (of 17 meetings) ● Number of Company shares held 252 shares 	<p>Apr. 2009 Joined KPMG AZSA LLC</p> <p>Sept. 2014 Opened Kuwabara C.P.A. Office, Director (current)</p> <p>Dec. 2022 Audit & Supervisory Board Member of Legaseed, Inc. (current)</p> <p>Feb. 2023 Outside Audit & Supervisory Board Member of the Company (current)</p> <p>■ Reasons for nomination as Outside Audit & Supervisory Board Member Ms. Kuwabara has extensive knowledge as a certified public accountant in the areas of corporate auditing and financial accounting, and she is appropriately fulfilling her duties as an Outside Audit & Supervisory Board Member in meetings of the Board of Directors and the Audit & Supervisory Board. Therefore, the Company nominates her as a candidate for Outside Audit & Supervisory Board Member with the expectation that she will contribute to strengthening the Company's auditing system based on the specialized knowledge she has cultivated as a certified public accountant and her experience as an external officer at multiple companies.</p>

Candidate No.	Name (Date of birth)	Background, position, and important concurrent positions
3	<p style="text-align: center;">Ayako Kino</p> <div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">New</div> <div style="border: 1px solid black; padding: 2px;">Outside</div> </div> <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">Independent</div> <ul style="list-style-type: none"> ● Date of birth September 6, 1971 ● Number of Company shares held - 	<p>Apr. 1997 Appointed as an assistant judge at the Tokyo District Court Apr. 2007 Judge, Toyohashi Branch of the Nagoya District Court Apr. 2008 Judge, Chiba District Court Apr. 2010 Registered as attorney Joined Iino Yashiro Horiguchi Law Office Apr. 2016 Kinorr Tokyo Law Office Apr. 2024 Vice-President, Dai-Ichi Tokyo Bar Association (current) Executive Governor, Japan Federation of Bar Associations (current) June 2024 Outside Audit & Supervisory Board Member of TEKKEN CORPORATION (current) Outside Director of Sango Co., Ltd. (current)</p>
	<p>■ Reasons for nomination as Outside Audit & Supervisory Board Member</p> <p>Ms. Kino has extensive experience and expertise as attorney, and the Company has determined that she will fulfill appropriately her duties as an Outside Audit & Supervisory Board Member in meetings of the Board of Directors and the Audit & Supervisory Board. Therefore, the Company nominates her as a candidate for Outside Audit & Supervisory Board Member with the expectation that she will contribute to strengthening the Company's auditing system based on her professional experience as an external officer at other companies including listed companies.</p>	

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Ms. Asami Kuwabara and Ms. Ayako Kino are candidates for Outside Audit & Supervisory Board Member, as established by Article 2, paragraph (3), item (viii) of the Regulations for Enforcement of the Companies Act.
 3. The Company has registered candidate for Audit & Supervisory Board Member Ms. Asami Kuwabara as an independent officer with the Tokyo Stock Exchange. If elected, she will continue to serve as an independent officer. In addition, if Ms. Ayako Kino, a candidate for Audit & Supervisory Board Member, is appointed as an Outside Audit & Supervisory Board Member, she will also be registered as an independent officer.
 4. The Company has entered into an agreement with Audit & Supervisory Board Members, limiting their liability for damages in Article 423, paragraph (1) of the Companies Act to the amount established by laws and regulations. If the candidates for Audit & Supervisory Board Member are elected, the Company plans to enter into or renew the agreements limiting their liability.
 5. The Company has entered an agreement for directors and officers liability insurance with an insurance company, stating the Audit & Supervisory Board Members of the Company as the insured parties. This insurance covers any losses incurred by insured parties in cases where they assume liability pertaining to their performance of duties or receive claims pertaining to the pursuit of such liability. If all candidates for Audit & Supervisory Board Member are elected, the Company plans to include all of them as the insured parties in the directors and officers liability insurance.
 6. Pursuant to Article 430-2, paragraph (1) of the Companies Act, the Company has entered into an agreement for compensation with each Audit & Supervisory Board Member of the Company to compensate them for expenses or losses incurred during the performance of duties. If the candidates for Audit & Supervisory Board Member are elected, the Company plans to enter into or renew their agreements for compensation.
 7. The number of shares of Company stock owned by each candidate includes not only the amount held under the name of the Audit & Supervisory Board Member candidate, but also the amount de facto owned through the officer stock ownership association.

(Reference) Skill matrix of Directors and Audit & Supervisory Board Members

(Notes)

1. The following is the skill matrix if Proposal No. 1 and Proposal No. 2 are approved as proposed.
2. Positions listed are those that will be assumed following the conclusion of this General Meeting of Shareholders if the proposals are approved as proposed.
3. The listed experience and skills are only those expected to be utilized based on each person's position. This does not represent all of the knowledge and experience of each Director candidate.

Name	Position	Expected skills and experience								
		Company management	Sales/marketing	Legal affairs/compliance	Risk management	Finance/accounting	Human resources/labor affairs	IT/Digital innovation	Sustainability	Finance industry/financial administration
Ayako Kino	Outside Audit & Supervisory Board Member				○		○			
Asami Kuwabara	Outside Audit & Supervisory Board Member					○			○	
Tetsuya Watanabe	Audit & Supervisory Board Member				○	○	○		○	
Naoyuki Tanaka	Outside Director				○		○			
Makiko Nakagawa	Outside Director					○			○	
Masaki Suzuki	Outside Director	○				○		○	○	
Yoshihiro Isaka	Outside Director				○	○		○	○	
Yoshihiro Fujii	Director		○							○
Takumi Saito	Director	○			○	○		○		○
Takashi Kuwabara	Director		○						○	○
Kenji Adachi	Director		○						○	○
Katsuyuki Tanaka	Senior Managing Director		○		○			○		○
Tsutomu Kuroki	Representative Director and President	○	○		○	○			○	○

Proposal No. 3: Approval of Absorption-type Merger Agreement

At the meeting of the Board of Directors held on January 30, 2025, the Company decided to conduct an absorption-type merger (below, “this absorption merger”) of Surprise Japan Company, Ltd. (below, “Surprise Japan”), which is a wholly-owned subsidiary of the Company.

As the Company is expected to incur a merger loss as a result of this absorption merger, we are requesting approval of the absorption-type merger agreement in this proposal, pursuant to the provisions of Article 796, paragraph (2) proviso, and Article 795, paragraph (2), item (i) of the Companies Act.

1. Reasons for the Merger

In January 2024, the Company acquired all shares of Surprise Japan, which has been certified as having the highest service quality level from a major non-life insurance company, for the purpose of improving our business synergy. Surprise Japan then became a wholly-owned subsidiary.

In a meeting of the Board of Directors held on January 30, 2025, the Company resolved to implement this absorption merger with the Company as the surviving company and Surprise Japan as the absorbed company, and entered into an absorption-type merger agreement on the same day for the purpose of integrating Surprise Japan, whose strength lies in the area of non-life insurance, into the organization of our Company, whose strength lies in the area of life insurance from among the business areas of life insurance, non-life insurance, securities, and bank agency services, and providing us with greater business synergy and improving customer convenience.

2. Overview of the Merger Agreement

The content of the absorption-type merger agreement entered into between the Company and Surprise Japan on January 30, 2025 is as follows.

Merger Agreement (Copy)

FP Partner Inc. (head office: Koraku International Building 5F, 1-5-3 Koraku, Bunkyo-ku, Tokyo; hereinafter referred to as “FP Partner”) and Surprise Japan Company, Ltd. (head office: 5149-4, Goi, Ichihara City, Chiba Prefecture; hereinafter referred to as “Surprise Japan”) have entered

into the following absorption-type merger agreement (hereinafter referred to as “the Agreement”).

Article 1 (Method of Merger)

In accordance with the provisions of the Agreement, FP Partner and Surprise Japan will merge, with FP Partner as the surviving company and Surprise Japan as the absorbed company (hereinafter referred to as the “Merger”).

Article 2 (Trade Names and Addresses)

The trade names and addresses of FP Partner and Surprise Japan are as stated in the following items.

(1) FP Partner: Company surviving the absorption-type merger

Trade name: FP Partner Inc.

Address: 5F Koraku International Building, 1-5-3, Koraku, Bunkyo-ku, Tokyo

(2) Surprise Japan: Company absorbed in the absorption-type merger

Trade name: Surprise Japan Company, Ltd.

Address: 5149-4, Goi, Ichihara City, Chiba Prefecture

Article 3 (Delivery and Allocation of Consideration for Merger)

In the Merger, no consideration such as money will be provided to Surprise Japan’s shareholders in exchange for their shares because FP Partner owns all of Surprise Japan’s shares.

Article 4 (Amount of Share Capital and Reserves to be Increased, etc.)

The amount of share capital and reserves will not be increased in the Merger.

Article 5 (General Meeting of Shareholders)

1. FP Partner will hold a General Meeting of Shareholders to approve the Agreement pursuant to the provisions of Article 795, paragraph (1) of the Companies Act by the day before the effective date of the Merger (hereinafter referred to as the “Effective Date”).

2. Surprise Japan will conduct the Merger of the Agreement without obtaining approval at a General Meeting of Shareholders pursuant to the short-form merger provisions stipulated in Article 784, paragraph (1) of the Companies Act.

Article 6 (Effective Date)

The Effective Date shall be August 1, 2025. However, this may be changed upon consultation between the two parties due to the necessity of the merger procedure or other reasons.

Article 7 (Succession to All Rights and Obligations)

On the Effective Date, FP Partner shall succeed to all of the Surprise Japan's employees, assets, liabilities, and all other rights and obligations.

Article 8 (Duty of Care of a Good Manager for Company Property)

After entering into the Agreement until the Effective Date, FP Partner and Surprise Japan shall each execute their respective duties and manage and operate their respective property with the care of a good manager, and in the event that either party intends to take any action that would have a significant impact on its property or rights and obligations, it shall do so only after consultation and agreement between the parties.

Article 9 (Change of Merger Terms and Termination of Merger Agreement)

If, during the period after entering into the Agreement until the Effective Date, there is a significant change in the financial condition or business performance of either party due to a natural disaster or other cause, or if a situation arises that would significantly hinder the execution of the Merger, the parties may, upon consultation and agreement, change the terms of the Merger or terminate the Agreement.

Article 10 (Termination Conditions)

The Agreement will not take effect if the approval of the relevant government agencies, etc., as stipulated by law, is not obtained.

Article 11 (Matters Not Stipulated in the Agreement)

In addition to the matters stipulated in the Agreement, any matters necessary for the merger shall be determined through consultation between the parties in accordance with the purpose of the Agreement.

In witness whereof, the parties have executed the Agreement, by which the parties have affixed their names and seals, and the original shall be retained by FP Partner and a copy shall be retained by Surprise Japan.

January 30, 2025

FP Partner
5F Koraku International Building, 1-5-3, Koraku, Bunkyo-ku, Tokyo
FP Partner Inc.
Tutomu Kuroki, Representative Director and President (Seal)
Surprise Japan
5149-4, Goi, Ichihara City, Chiba Prefecture
Surprise Japan Company, Ltd.
Kenji Adachi, Representative Director (Seal)

3. Overview of the Content of the Matters Prescribed in Article 191 of the Regulations for Enforcement of the Companies Act

The content of the absorption-type merger agreement entered into between the Company and Surprise Japan on January 30, 2025 is as follows.

(1) Matters concerning the reasonableness of the absence of provisions for the matters listed in Article 749, paragraph (1), items (ii) and (iii) of the Companies Act

No shares or other consideration will be issued as a result of this absorption merger because the Company owns all of the issued shares of Surprise Japan, which is the company that is absorbed in the merger. Furthermore, there is no total amount of share capital or legal capital surplus for the Company due to this absorption merger.

(2) Matters concerning the reasonableness of the provisions for the matters listed in Article 749, paragraph (1), items (iv) and (v) of the Companies Act

Not applicable.

(3) Details of financial statements, etc. pertaining to the final fiscal year of Surprise Japan
The financial statements, etc. pertaining to the final fiscal year of Surprise Japan Company, Ltd., which is the company that is absorbed in the merger are as stated in 4. below. This has been omitted in the documents sent to shareholders pursuant to laws, regulations and the Articles of Incorporation.

(4) Disposal of significant assets, assumption of significant liabilities, and other matters that have a significant impact on the status of the company's assets that have occurred after the end of the final fiscal year of Surprise Japan
Not applicable.

(5) Disposal of significant assets, assumption of significant liabilities, and other matters that have a significant impact on the status of the company's assets that have occurred after the end of the final fiscal year of the Company
Not applicable.

End