

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal No. 1: Partial Amendments to the Articles of Incorporation

##### 1. Reasons for the proposal

###### (1) Addition and revision of Business Purposes (Article 2)

To expand the scope of business in line with the creation of new business opportunities and preparation for future business development, it is proposed to add and revise certain items in the business purposes.

In addition, the Company will adjust the related article numbers as well as make necessary amendments to clarify phrases and words in line with the additions and revisions.

###### (2) Amendments to enable the holding of virtual-only general meetings of shareholders (Article 14)

The enforcement of the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness (Act No. 70 of 2021) has allowed listed companies to hold general meetings of shareholders without a designated location (so-called “virtual-only” shareholder meetings) under certain conditions, provided that those companies have made provisions to that effect in their articles of incorporation.

In consideration of the interests of our shareholders, the Company believes it is important to respond to unforeseeable changes in social conditions, such as the spread of infectious diseases and natural disasters, as well as the advancement of digitalization throughout society. Accordingly, it is proposed that the Articles of Incorporation be amended to enable the holding of general meetings of shareholders without a designated location. Pursuant to the provisions of Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice, the Company has obtained confirmation from both the Minister of Economy, Trade and Industry and the Minister of Justice regarding the submission of this proposal.

###### (3) Reduction in the maximum number of Directors (Article 24)

To align with the current number of Directors and to enable prompt and appropriate decision-making in response to changes in the business environment, it is proposed to reduce the maximum number of Directors set forth in Article 24 of the current Articles of Incorporation from 20 to 15.

##### 2. Details of the amendments

Details of the amendments are as follows.

The amendments to the Articles of Incorporation pertaining to this Proposal will become effective upon the conclusion of this General Meeting of Shareholders.

(Underlined portions indicate amendments. The proposed amendment with an asterisk (\*) indicates a minor change in the Japanese wording that does not affect the English translation.)

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted) (Purpose) Article 2 The purpose of the Company shall be to engage in the following business activities: (1) – (2) (Omitted) (Newly established)  (3) (Omitted)	Article 1 (Unchanged) (Purpose) Article 2 The purpose of the Company shall be to engage in the following business activities: (1) – (2) (Unchanged) (3) <u>Planning, production, distribution,</u> <u>and sale of content via the internet</u> <u>and other platforms</u> (4) (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(4) Sale and rental of <u>satellite broadcasting receivers, equipment for fee-based broadcasting, and related facilities</u>	(5) Sale and rental of <u>broadcasting and information and communication equipment</u> , and related facilities
<p>(5) Development, guidance, and sale of <u>satellite broadcasting technologies</u></p> <p>(6) (Omitted)</p> <p>(7) Publication and sale of publications</p> <p>(8) Planning, production, sale, and maintenance of <u>computer software</u> and databases, and operation and management of data processing services</p> <p>(9) Planning, production, and presentation of films, music, art, sports, <u>and other events such as lectures and seminars; and planning, development, and implementation of lectures, seminars, and training programs related to corporate management</u></p> <p>(10) Sale of licenses for the use of copyrights, trademarks, and other rights, and sale of daily goods, sporting goods, clothing, household electrical appliances, watches, toys, and other products reproduced or manufactured utilizing such rights</p> <p>(11) Information provision services via <u>telecommunications</u> and other media, information processing services, and customer services including various marketing activities</p>	<p>(6) Development, guidance, and sale of <u>broadcasting and information and communication technologies</u></p> <p>(7) (Unchanged)</p> <p>(8) <u>Planning, production, publication, and sale of books, magazines, other printed materials, and electronic publications</u></p> <p>(9) Planning, production, sale, and maintenance of <u>computer software*</u> and databases, and operation and management of data processing services</p> <p>(10) Planning, production, and presentation of <u>various events including films, music, art, entertainment, theatrical performances, and sports</u></p> <p>(11) <u>Licensing of intellectual property rights including copyrights, trademarks, and other rights, and sale of daily goods, sporting goods, clothing, household electrical appliances, watches, toys, and other products reproduced or manufactured utilizing such rights</u></p> <p>(12) Information provision services via <u>the internet</u> and other media, information processing services, and customer services including various marketing activities</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	(13) <u>Import, export, manufacturing, sale, brokerage, rental, and leasing of clothing, daily goods, printed materials, office supplies, sporting goods, musical instruments, precious metal products, accessories, artworks, crafts, furniture, bedding, interior goods, glassware, ceramic ware, watches, optical instruments, household electrical appliances, information and communications equipment, audio equipment, visual equipment, cosmetics, cosmetic tools, supplements, health equipment, beauty equipment, toys, alcoholic beverages, luxury beverages, soft drinks, food products, and confectionery</u>
<p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(12) (Omitted)</p> <p>(13) (Omitted)</p> <p>(14) Mail-order business</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(15) – (17) (Omitted)</p> <p>(18) <u>Import, export, sale, and brokerage of alcoholic beverages, soft drinks, and luxury beverages</u></p>	<p>(14) <u>Businesses activities related to language education, beauty, healthcare, etc.</u></p> <p>(15) <u>Planning, development, production, operation, implementation, and consulting services for events, training programs, and seminars for corporations and individuals</u></p> <p>(16) <u>Operation and management of theaters, concert halls, recording and filming studios, sports training facilities, medical facilities, restaurants, lodging facilities, retail shops, entertainment venues, amusement facilities, and recreational establishments</u></p> <p>(17) (Unchanged)</p> <p>(18) (Unchanged)</p> <p>(19) <u>Mail-order business and operation and management of online shopping malls</u></p> <p>(20) <u>Development, management, and promotion of talents, artists, creators, and other related professionals</u></p> <p>(21) <u>Business activities related to lifelong learning</u></p> <p>(22) – (24) (Unchanged)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<u>(25) Leasing and management of real estate</u>
(Newly established)	<u>(26) Purchase and sale of secondhand goods and intermediation of goods auctions</u>
(Newly established)	<u>(27) Crowdfunding business</u>
<u>(19)</u> (Omitted)	<u>(28)</u> (Unchanged)
Articles 3 – 13 (Omitted)	Articles 3 – 13 (Unchanged)
(Venue of General Meeting of Shareholders)	(Venue of General Meeting of Shareholders)
Article 14 The General Meeting of Shareholders of the Company shall be held in any of the 23 wards of Tokyo.	Article 14 (Unchanged)
(Newly established)	<u>(ii) Notwithstanding the provision of the preceding paragraph, the Company may hold a General Meeting of Shareholders without a designated location.</u>
Articles 15 – 23 (Omitted)	Articles 15 – 23 (Unchanged)
(Number of Directors)	(Number of Directors)
Article 24 The number of Directors of the Company shall not exceed <u>20</u> .	Article 24 The number of Directors of the Company shall not exceed <u>15</u> .
(ii) (Omitted)	(ii) (Unchanged)
Articles 25 – 51 (Omitted)	Articles 25 – 51 (Unchanged)

**Proposal No. 2:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) in office will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

This Proposal was determined by the Board of Directors after obtaining advice and suggestions from the voluntary Nomination and Compensation Advisory Committee, of which the majority is comprised of Independent Outside Directors. In addition, Audit and Supervisory Committee also concluded that each candidate is appropriate for Director of the Company with respect to this Proposal.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.		Name	Current position and responsibilities within the Company	
1	[Reelection]	Akira Tanaka	Representative Director, Chairman	
2	[Reelection]	Hitoshi Yamamoto	Representative Director, President & CEO	
3	[Reelection]	Junichi Onoue	Board Director, Senior Managing Executive Officer, responsible for Corporate Management and Finance & Accounting	
4	[Reelection]	Tami Ihara	Board Director, Senior Managing Executive Officer, responsible for Membership Business Strategy	
5	[Reelection]	Jun Otomo	Board Director	Outside
6	[Reelection]	Kenji Shimizu	Board Director	Outside
7	[Reelection]	Kiyoshi Nagai	Board Director	Outside Independent
8	[Reelection]	Tatsuo Matsumoto	Board Director	Outside Independent

No. <b>1</b>	[Reelection] <b>Akira Tanaka</b> (September 12, 1954)
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Term of office as Director: Ten (10) years	Attendance at the Board of Directors meetings: 12 out of 12 (100%)	Number of the Company's shares owned: 97,855
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Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Jun. 2000 Director of Contents Business Department of Nippon Television Network Corporation (NTV; now: Nippon Television Holdings, Inc.)

Jun. 2003 Director of Programming Department of NTV

Dec. 2004 Deputy General Manager of Media Strategy Planning & Development Division of NTV

Jun. 2005 Managing Executive Officer of SKY Perfect Communications Inc. (now: SKY Perfect JSAT Corporation)

Oct. 2008 Senior Managing Executive Officer of SKY Perfect JSAT Corporation

Aug. 2010 President and Representative Director of SKY Perfect Entertainment Inc.

Jun. 2013 Board Director of SKY Perfect JSAT Holdings Inc. Senior Managing Executive Officer and Director, and Director of Multichannel Pay TV Business Group of SKY Perfect JSAT Corporation

Jun. 2015 Corporate Adviser of the Company  
President of the Company

Jun. 2020 Representative Director, President & CEO of the Company

Jun. 2023 President of Japan Wheelchair Basketball Federation (JWBF) (current position)

Apr. 2024 Representative Director, Chairman of the Company (current position)

[Significant concurrent position outside the Company]

President of Japan Wheelchair Basketball Federation (JWBF)

Reasons for nomination as a candidate for Director

Since assuming the position of President in 2015, Akira Tanaka has been involved in the Group's management, where he has used his wealth of experience in the broadcasting industry. The Company has once again nominated him as a candidate for Director because it believes he is the most suitable person who can contribute to the realization of the Company's growth strategy and the Group's strategy to improve the corporate value, and who can be expected to supervise the entire Group in an appropriate manner.

No. 2	[Reelection]	Hitoshi Yamamoto (November 16, 1964)
Term of office as Director: Six (6) years	Attendance at the Board of Directors meetings: 12 out of 12 (100%)	Number of the Company's shares owned: 52,556
Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company		
Oct. 1990	Joined the Company	
Jun. 2007	Director of Promotion Department of the Company	
Jul. 2012	Director of Digital Contents Office of the Company	
Jul. 2013	General Manager of Marketing Division of the Company	
Jul. 2016	General Manager of Programming Division of the Company	
Jun. 2018	General Manager of Human Resources and General Affairs Division of the Company	
Jul. 2018	Executive Officer and General Manager of Human Resources and General Affairs Division of the Company	
Jun. 2019	Board Director, responsible for Human Resources and General Affairs of the Company General Manager of Human Resources and General Affairs Division of the Company	
Jun. 2020	Board Director, Executive Officer, responsible for Human Resources and General Affairs of the Company General Manager of Human Resources and General Affairs Division of the Company	
Aug. 2020	Board Director, Executive Officer, responsible for Human Resources and General Affairs, and SDGs of the Company	
Apr. 2021	Board Director, Executive Officer, responsible for Strategy Integration, Risk Management and Compliance, and Group Management of the Company	
Apr. 2022	Board Director, Executive Officer, responsible for Corporate Strategy, New Business Development, Group Management, and Risk Management and Compliance of the Company	
Jun. 2022	Board Director, Managing Executive Officer, responsible for Corporate Strategy, New Business Development, and Risk Management of the Company	
Dec. 2022	Board Director, Managing Executive Officer, responsible for Corporate Strategy, New Business Development, Risk Management, and Advisor for Human Resources of the Company	
Apr. 2023	Board Director, Managing Executive Officer, responsible for Corporate Strategy of the Company	
Jun. 2023	Board Director, Executive Vice President, responsible for Corporate Strategy and Risk Management of the Company	
Apr. 2024	Representative Director, President & CEO of the Company (current position)	
Reasons for nomination as a candidate for Director		
Hitoshi Yamamoto has a track record as a corporate manager and has been involved in the Company's management as Representative Director, President & CEO since April 2024. In particular, he has earned strong praise for his skills in the field of corporate strategy and has endeavored to improve the corporate value of the Company. The Company has once again nominated him as a candidate for Director because of this track record.		

No. 3	[Reelection]	Junichi Onoue (September 7, 1965)
Term of office as Director: Six (6) years	Attendance at the Board of Directors meetings: 12 out of 12 (100%)	Number of the Company's shares owned: 28,999
Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company		
Jun. 1992	Joined the Company	
Jul. 2008	Director of Investor Relations, Finance & Accounting Department, Investor Relations, Finance & Accounting Division of the Company	
Jun. 2013	General Manager of Investor Relations, Finance & Accounting Division and Director of Investor Relations, Finance & Accounting Department of the Company	
Jul. 2015	General Manager of Investor Relations, Finance & Accounting Division of the Company	
Jul. 2018	Executive Officer and General Manager of Investor Relations, Finance & Accounting Division of the Company	
Jun. 2019	Board Director, responsible for Investor Relations, Finance & Accounting of the Company General Manager of Investor Relations, Finance & Accounting Division and General Manager of Office of the President of the Company	
Jul. 2019	Board Director, responsible for Investor Relations, Finance & Accounting and Strategy Integration of the Company General Manager of Investor Relations, Finance & Accounting and Strategy Integration Divisions of the Company	
Jun. 2020	Board Director, Executive Officer, responsible for Investor Relations, Finance & Accounting and Strategy Integration of the Company General Manager of Investor Relations, Finance & Accounting Division and Strategy Integration Divisions of the Company	
Aug. 2020	Board Director, Executive Officer, responsible for Finance & Accounting, Strategy Integration and Risk Management and Compliance of the Company	
Apr. 2021	Board Director, Executive Officer, responsible for Finance & Accounting, Human Resources and General Affairs, and SDGs of the Company	
Jun. 2022	Board Director, Managing Executive Officer, responsible for Finance & Accounting, Human Resources and General Affairs, and SDGs of the Company	
Apr. 2023	Board Director, Managing Executive Officer, responsible for Corporate Management of the Company	
Apr. 2024	Board Director, Senior Managing Executive Officer, responsible for Corporate Management and Finance & Accounting of the Company (current position)	
Reasons for nomination as a candidate for Director		
Junichi Onoue has a track record as a corporate manager and has been involved in the Company's management. In particular, he has earned strong praise for his wealth of experience and skills in Corporate Management division such as accounting, general affairs and investor relations, and also has endeavored to improve the corporate value of the Company. The Company has once again nominated him as a candidate for Director because of this track record.		



No. 4	[Reelection] <b>Tami Ihara</b> (July 25, 1966)
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Term of office as Director: Two (2) years	Attendance at the Board of Directors meetings: 12 out of 12 (100%)	Number of the Company's shares owned: 14,574
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Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Apr. 1989 Joined Daiko Advertising Inc.

Aug. 1992 Account Executive, Client Service of Leo Burnett-Kyodo K.K.

May 1999 Marketing Communication Manager of adidas Japan K.K.

May 2003 Senior Manager, Category Management of adidas Japan K.K.

Mar. 2008 Marketing Director, Television of The Walt Disney Company (Japan) Ltd.

May 2010 Marketing Director, Consumer Products and Franchise of The Walt Disney Company (Japan) Ltd.

Jan. 2012 Executive Marketing Director, Studio of The Walt Disney Company (Japan) Ltd.

Nov. 2017 Head and Executive Director, Media Distribution of The Walt Disney Company (Japan) Ltd.

Dec. 2018 Vice President and General Manager, Consumer Products and Disney Store of The Walt Disney Company (Japan) Ltd.

Jun. 2022 Vice President and General Manager, DTC (Direct To Consumer) Retail of The Walt Disney Company (Japan) Ltd.

Jun. 2023 Board Director, Senior Managing Executive Officer, responsible for Business & Entertainment Development of the Company

Apr. 2024 Board Director, Senior Managing Executive Officer, responsible for Business & Development & Strategy of the Company

Apr. 2025 Board Director, Senior Managing Executive Officer, responsible for Membership Business Strategy of the Company (current position)

Reasons for nomination as a candidate for Director

Tami Ihara has earned high praise for her knowledge and management experience gained from her time in the retail and entertainment industry, and for her wealth of experience and skills particularly in the field of marketing, and has endeavored to improve the corporate value of the Company. The Company has once again nominated her as a candidate for Director because of this track record.

No. <b>5</b>	[Reelection] <b>Jun Otomo</b> (April 15, 1965)	<b>Outside</b>
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Term of office as Outside Director: Five (5) years	Attendance at the Board of Directors meetings: 11 out of 12 (92%)	Number of the Company's shares owned: —
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Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Apr. 1988 Joined Tokyo Broadcasting System, Inc. (TBS; now: TBS HOLDINGS, INC.)

Jan. 2008 Bureau Chief of New York Bureau, News Bureau of TBS

Feb. 2012 General Manager in charge of Secretariat Department, President's Office of Tokyo Broadcasting System Television, Inc. (TBS TV)

Jul. 2015 Deputy General Manager of Responsible Division for President's Office of TBS TV

Apr. 2016 General Manager of Editing Department, TBS News of TBS TV

Jul. 2018 General Manager of Media Strategy and Planning Office of TBS TV

Jun. 2020 Board Director of the Company (current position)  
Board Director of TBS TV

Jun. 2023 President of Japan Association for the Management of Television Rights (current position)

Jun. 2024 Managing Director of TBS TV (current position)

Oct. 2024 Outside Director of BS-TBS, INC. (current position)

[Significant concurrent position outside the Company]

Managing Director of TBS TV

Outside Director of BS-TBS, INC.

Outside Corporate Auditor of SKY Perfect JSAT Holdings Inc.

President of Japan Association for the Management of Television Rights

Reasons for nomination as a candidate for Outside Director, and overview of expected role

The Company has once again nominated Jun Otomo as a candidate for Outside Director because it expects he can utilize his knowledge and management experience gained from other companies in the same industry for the benefit of the Company's management. In the event that he is elected, he is expected to be closely involved in advisory and supervisory functions from an objective and neutral standpoint, such as by leveraging the experience described above to contribute comments at meetings of the Board of Directors that help ensure the validity and appropriateness of the Company's decision-making.

No. <b>6</b>	[Reelection] <b>Kenji Shimizu</b> (January 3, 1961)	<b>Outside</b>
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Term of office as Outside Director: Four (4) years	Attendance at the Board of Directors meetings: 11 out of 12 (92%)	Number of the Company's shares owned: —
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Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Apr. 1983 Joined Fuji Television Network, Inc. (Fuji TV; now: Fuji Media Holdings, Inc.)

Jun. 2012 General Manager, Media Development Department of Fuji Television Network, Inc.

Jun. 2013 General Manager, Business Development & Enterprises Department of Fuji Television Network, Inc.

Jun. 2014 Executive Managing Officer and General Manager, Business Development & Enterprises Department of Fuji Television Network, Inc.

Jul. 2017 Senior Executive Managing Officer, in charge of Corporate Planning of Fuji Media Holdings, Inc.  
Senior Executive Managing Officer and General Manager, Corporate Planning Department of Fuji TV

Jun. 2018 Outside Director of Iwate Menkoi Television Co., Ltd

May 2019 Outside Director of Fujipacific Music Inc. (current position)

Jun. 2019 Executive Managing Director, in charge of Corporate Planning and Public & Investor Relations of Fuji Media Holdings, Inc.  
Executive Managing Director, in charge of Corporate Planning and General Manager, Corporate Planning Department of Fuji TV  
Outside Auditor of Pony Canyon Inc. (current position)  
Outside Director of San-in Chuo Television Broadcasting Co., Ltd.  
Outside Director of Kagoshima Television Station Co., Ltd.

Jun. 2020 Outside Director of Nihon Eiga Broadcasting Corp. (current position)

Jun. 2021 Board Director of the Company (current position)  
Senior Executive Managing Director, in charge of Corporate Planning and Public & Investor Relations of Fuji Media Holdings, Inc.  
Senior Executive Managing Director, in charge of Supervision of Corporate Planning of Fuji TV  
Outside Audit & Supervisory Board Member of Fuji Satellite Broadcasting, Inc. (current position)

Jun. 2022 Executive Vice President, in charge of Corporate Planning and Public & Investor Relations of Fuji Media Holdings, Inc. (current position)

Jun. 2023 Outside Director of Kumamoto Telecasting Co., Ltd. (current position)

Jun. 2024 Representative Director of ITOCHU Fuji Partners, Inc. (current position)

Jan. 2025 President and CEO of Fuji TV (current position)

[Significant concurrent position outside the Company]  
Executive Vice President of Fuji Media Holdings, Inc.; Outside Director of Fujipacific Music Inc.; President and CEO of Fuji TV; Outside Audit & Supervisory Board Member of Fuji Satellite Broadcasting, Inc.; Outside Auditor of Pony Canyon Inc.; Outside Director of Japan International Broadcasting Inc.; Outside Director of Nihon Eiga Broadcasting Corp.; Outside Director of Kumamoto Telecasting Co., Ltd.; Outside Director of SKY Perfect JSAT Holdings Inc.; Representative Director of ITOCHU Fuji Partners, Inc.

Reasons for nomination as a candidate for Outside Director, and overview of expected role

The Company has once again nominated Kenji Shimizu as a candidate for Outside Director because it expects he can utilize his knowledge and management experience gained from other companies in the same industry for the benefit of the Company's management. In the event that he is elected, he is expected to be closely involved in advisory and supervisory functions from an objective and neutral standpoint, such as by leveraging the experience described above to contribute comments at meetings of the Board of Directors that help ensure the validity and appropriateness of the Company's decision-making.

No. 7	[Reelection]	Kiyoshi Nagai (August 3, 1964)	Outside Independent
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Term of office as Outside Director: Three (3) years	Attendance at the Board of Directors meetings: 12 out of 12 (100%)	Number of the Company's shares owned: —
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Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Apr. 1987 Joined DENTSU INC.

Jan. 2005 General Manager of Spot 1 Department, TV Division of DENTSU INC.

May 2007 General Manager of Network 1 Department, TV Division of DENTSU INC.

Oct. 2011 Deputy General Manager of TV & Entertainment Division and General Manager of Business Promotion Department of DENTSU INC.

Apr. 2014 General Manager of Media Business Promotion Division of DENTSU INC.

Jan. 2016 General Manager of Radio & TV Division of DENTSU INC.

Jan. 2019 General Manager of Business Produce Division of DENTSU INC.

Jan. 2021 Executive Officer of DENTSU INC.

Jan. 2022 Executive Officer supervising Media & Contents of DENTSU INC.

Jun. 2022 Board Director of the Company (current position)

Jan. 2023 Managing Executive Officer supervising Media & Contents of DENTSU INC.

Jan. 2024 Representative Director, Executive Vice President of DENTSU INC. (current position)

Outside Director of Fuji Satellite Broadcasting, Inc. (current position)

[Significant concurrent position outside the Company]

Representative Director, Executive Vice President of DENTSU INC.

Outside Director of Fuji Satellite Broadcasting, Inc.

Reasons for nomination as a candidate for Outside Director, and overview of expected role

The Company has once again nominated Kiyoshi Nagai as a candidate for Outside Director because it expects he can utilize his specialized knowledge and experience in business execution gained from management roles in the advertising industry for the benefit of the Company's management. In the event that he is elected, in addition to contributing to ensure the validity and appropriateness of the Company's decision-making through comments at meetings of the Board of Directors leveraging the experience described above, as a member of the Nomination and Compensation Advisory Committee he is expected to be involved from an objective and neutral standpoint in the nomination of the Company's candidates for officer, and the determination of director remuneration.

No. 8	[Reelection]	Tatsuo Matsumoto (September 3, 1964)	Outside Independent
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Term of office as Outside Director: One (1) year  
Attendance at the Board of Directors meetings: 9 out of 10 (90%)  
Number of the Company's shares owned: —

Career summary, position, responsibilities within the Company, and significant concurrent position outside the Company

Apr. 1987 Joined Nippon Television Network Corporation (NTV; now: Nippon Television Holdings, Inc.)

Jun. 2012 Director of Sales Promotion & Development Department, Sales Division of NTV

Jun. 2014 Director of Health, Labor and Welfare Relations Department of Human Resources Administration Division of NTV  
(All businesses other than certain group operations management business were succeeded from the former Nippon Television Network Corporation, which changed its company name to Nippon Television Holdings, Inc. on October 1, 2012)

Jun. 2015 Director of Human Resources Department, Human Resources Administration Division of NTV

Jun. 2017 Deputy Manager and Director of Human Resources Department, Human Resources Administration Division of NTV

Jun. 2018 General Manager of Sports Division of NTV

Oct. 2020 General Manager of Sales Division of NTV

Jun. 2021 Executive Officer, General Manager of Sales Division of NTV

Jun. 2022 Board Director, Operating Officer in charge of Production (Scripted & Unscripted) and Sports of NTV  
Operating Officer in charge of Production (Scripted & Unscripted) and Sports of Nippon Television Holdings, Inc.

Jun. 2024 Operating Officer in charge of Production (Scripted & Unscripted), Sports, and Human Resources & Labor Relations of Nippon Television Holdings, Inc. (current position)

Board Director, Operating Officer in charge of Production (Scripted & Unscripted), Sports, and Human Resources & Labor Relations of NTV (current position)

Board Director of the Company (current position)

[Significant concurrent position outside the Company]

Operating Officer of Nippon Television Holdings, Inc.

Board Director, Operating Officer of NTV

Reasons for nomination as a candidate for Outside Director, and overview of expected role

The Company has once again nominated Tatsuo Matsumoto as a candidate for Outside Director because it expects he can utilize his knowledge and management experience gained from other companies in the same industry for the benefit of the Company's management. In the event that he is elected, he is expected to be closely involved in advisory and supervisory functions from an objective and neutral standpoint, such as by leveraging the experience described above to contribute comments at meetings of the Board of Directors that help ensure the validity and appropriateness of the Company's decision-making.

#### Notes:

1. The number of Board of Directors meetings held varies among candidates as their terms of office vary.
2. Tami Ihara's name as indicated in her family register is Tami Takahashi.
3. The candidates for Director, Jun Otomo, Kenji Shimizu, Kiyoshi Nagai and Tatsuo Matsumoto are candidates for Outside Director.
4. A candidate for Director, Akira Tanaka, concurrently serves as President of Japan Wheelchair Basketball Federation. The Company pays sponsorship fees, etc., to Japan Wheelchair Basketball Federation based on a partnership agreement.
5. A candidate for Outside Director, Jun Otomo, concurrently serves as Managing Director of TBS TV, which engages in the broadcasting business, and Outside Director of BS-TBS, INC., which engages in the broadcasting business. These companies are subsidiaries of TBS HOLDINGS, INC., which falls under other affiliated companies and is a major shareholder of the Company. In addition, he concurrently serves as Outside Corporate Auditor of SKY Perfect JSAT Holdings Inc. and President of Japan Association for the Management of Television Rights.  
The Company has a business relationship in video and broadcasting with TBS TV and BS-TBS, INC. and in fee-based satellite broadcasting and operations with SKY Perfect JSAT Corporation, which engages in the broadcasting business and is a subsidiary of SKY Perfect JSAT Holdings Inc.
6. A candidate for Outside Director, Kenji Shimizu, concurrently serves as Executive Vice President of Fuji Media Holdings, Inc., which falls under other affiliated companies and is a major shareholder of the Company. He is scheduled to assume the position of Representative Director, President and CEO of Fuji Media Holdings, Inc. on June 25, 2025, changing from his current position of Executive Vice President. He also concurrently serves as Outside Director of Fujipacific Music Inc.; as Outside Auditor of Pony Canyon Inc.; as President and CEO of Fuji TV, which engages in the broadcasting business; and as Outside Audit & Supervisory Board Member of Fuji Satellite Broadcasting, Inc., which engages in the broadcasting business, and all of these companies are subsidiaries of Fuji Media Holdings, Inc. In addition, he concurrently serves as Representative Director of ITOCHU Fuji Partners, Inc.; and as Outside Director of Nihon Eiga Broadcasting Corp., which engages in the broadcasting business, and these companies fall under equity-method affiliates of Fuji Media Holdings, Inc. Additionally, he concurrently serves as Outside Director of SKY Perfect JSAT Holdings

Inc.; as Outside Director of Japan International Broadcasting Inc., which engages in the broadcasting business; and as Outside Director of Kumamoto Telecasting Co., Ltd., which engages in the broadcasting business. He is scheduled to resign from his position as Outside Director of SKY Perfect JSAT Holdings Inc. as of June 20, 2025.

The Company has a business relationship in video and broadcasting with Fuji TV; in program production with Fujipacific Music Inc.; in broadcasting & online video distribution with Pony Canyon Inc.; and in video and broadcasting, etc. with other subsidiaries of Fuji Media Holdings, Inc. The Company also has a business relationship in sharing film business revenue with Nihon Eiga Broadcasting Corp.; and in fee-based satellite broadcasting and operations with SKY Perfect JSAT Corporation, which engages in the broadcasting business and is a subsidiary of SKY Perfect JSAT Holdings Inc.

7. A candidate for Director, Kiyoshi Nagai, concurrently serves as Representative Director and Executive Vice President of DENTSU INC. In addition, he concurrently serves as Outside Director of Fuji Satellite Broadcasting, Inc., which engages in the broadcasting business and is a subsidiary of Fuji Media Holdings, Inc., which falls under other affiliated companies and major shareholder of the Company.  
The Company has a business relationship in advertising consignment services with DENTSU INC. and other subsidiaries of Dentsu Group Inc.
8. A candidate for Director, Tatsuo Matsumoto, concurrently serves as Operating Officer of Nippon Television Holdings Inc. and as Board Director and Operating Officer of Nippon Television Network Corporation, which engages in the broadcasting business and is a subsidiary of Nippon Television Holdings Inc. He is scheduled to change positions on June 27, 2025, from Operating Officer in charge of Production (Scripted & Unscripted), Sports, and Human Resources & Labor Relations to Senior Operating Officer in charge of Production (Scripted & Unscripted) and Human Resources & Labor Relations at Nippon Television Holdings, Inc., and from Board Director, Operating Officer in charge of Production (Scripted & Unscripted), Sports, and Human Resources & Labor Relations to Board Director, Executive Operating Officer in charge of Production (Scripted & Unscripted) and Human Resources & Labor Relations at NTV.  
The Company has a business relationship in video and broadcasting, etc. with Nippon Television Network Corporation, STUDIO GHIBLI INC., which engages in the planning and production business of animation films and is a subsidiary of Nippon Television Network Corporation, and other subsidiaries of Nippon Television Holdings Inc.
9. Other than the above, there are no special interests between each of the candidates and the Company.
10. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Jun Otomo, Kenji Shimizu, Kiyoshi Nagai, and Tatsuo Matsumoto to limit liability for damages as prescribed in Article 423, Paragraph 1 of the same Act. The maximum amount of liability under said agreements is the maximum liability amount as provided under the laws and regulations. If the reelection of Jun Otomo, Kenji Shimizu, Kiyoshi Nagai, and Tatsuo Matsumoto is approved, the Company intends to continue said agreements.
11. The Company has entered into an officers, etc. liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, whereby the insured shall be compensated for losses related to legal damages and legal costs, etc. for which they are responsible.  
In the event that the election of the candidates is approved, they shall each be included in the insured under this contract. When this contract is next renewed, the Company intends to extend it on the same terms and conditions.
12. The Company has registered Kiyoshi Nagai and Tatsuo Matsumoto who are candidates for Outside Director as Independent Officers stipulated by the Tokyo Stock Exchange. In the event that the reelection of Kiyoshi Nagai and Tatsuo Matsumoto is approved, the Company intends to continue to register them as Independent Officers stipulated by the Tokyo Stock Exchange.
13. The number of the Company's shares owned by each candidate is as of March 31, 2025.

[Reference]

### Skill Matrix of Board of Directors (Plan)

The Company has introduced Executive Officer System. The skill matrix of the position (plan), knowledge, experience, capabilities, etc. of each Director in the event that Proposal is approved at this General Meeting of Shareholders is as follows.

Name	Position	Independence	Knowledge, experience, capabilities, etc. expected by the Company			
			Management		Industry (Entertainment)	Marketing
			Experience as a top management official	Corporate strategy/ Business strategy		
Akira Tanaka	Representative Director, Chairman		●	●	●	●
Hitoshi Yamamoto	Representative Director, President & CEO		●	●	●	●
Junichi Onoue	Board Director, Senior Managing Executive Officer			●		
Tami Ihara	Board Director, Senior Managing Executive Officer			●	●	●
Jun Otomo	Outside Director			●	●	●
Kenji Shimizu	Outside Director		●	●	●	●
Kiyoshi Nagai	Outside Director	●		●	●	●
Tatsuo Matsumoto	Outside Director	●		●	●	●
Kazuhiko Okuma	Board Director (Audit and Supervisory Committee Member)		●	●	●	
Mitsuru Murai	Outside Director (Audit and Supervisory Committee Member)	●	●	●	●	●
Makoto Okayama	Outside Director (Audit and Supervisory Committee Member)	●	●	●		●
Shinobu Fujisaki	Outside Director (Audit and Supervisory Committee Member)	●	●	●		●

		Knowledge, experience, capabilities, etc. expected by the Company				
Name	Position	DX/ICT/ Technology	Personnel and labor/ Human resources development/ Organizational personnel	Financial affairs/ Accounting/ Tax affairs	Risk management and Compliance	Sustainability (ESG/SDGs)
Akira Tanaka	Representative Director, Chairman		●		●	●
Hitoshi Yamamoto	Representative Director, President & CEO	●	●		●	●
Junichi Onoue	Board Director, Senior Managing Executive Officer		●	●	●	●
Tami Ihara	Board Director, Senior Managing Executive Officer				●	●
Jun Otomo	Outside Director				●	
Kenji Shimizu	Outside Director				●	●
Kiyoshi Nagai	Outside Director	●			●	
Tatsuo Matsumoto	Outside Director		●		●	
Kazuhiko Okuma	Board Director (Audit and Supervisory Committee Member)		●	●	●	●
Mitsuru Murai	Outside Director (Audit and Supervisory Committee Member)		●		●	●
Makoto Okayama	Outside Director (Audit and Supervisory Committee Member)			●	●	●
Shinobu Fujisaki	Outside Director (Audit and Supervisory Committee Member)				●	●

\* This list does not indicate all of the knowledge, experience, capabilities, etc. possessed by each Director and candidate for Director.



The skill matrix of the knowledge, experience, capabilities, etc. of each Executive Officer who is not concurrently serving as Director after this General Meeting of Shareholders is as follows.

Name	Position	Knowledge, experience, capabilities, etc. expected by the Company			
		Management		Industry (Entertainment)	Marketing
		Experience as a top management official	Corporate strategy/ Business strategy		
Hiroki Toyama	Managing Executive Officer			●	●
Toshihiko Okuno	Executive Officer		●	●	
Tetsu Kuchigochi	Executive Officer			●	●
Tadashi Suzuki	Executive Officer		●	●	●
Mioko Iwashima	Executive Officer			●	

Name	Position	Knowledge, experience, capabilities, etc. expected by the Company				
		DX/ICT/ Technology	Personnel and labor/ Human resources development/ Organizational personnel	Financial affairs/ Accounting/ Tax affairs	Risk management and Compliance	Sustainability (ESG/SDGs)
Hiroki Toyama	Managing Executive Officer					●
Toshihiko Okuno	Executive Officer	●	●		●	
Tetsu Kuchigochi	Executive Officer					
Tadashi Suzuki	Executive Officer	●			●	
Mioko Iwashima	Executive Officer		●			●

\* This list does not indicate all of the knowledge, experience, capabilities, etc. possessed by each Executive Officer who is not concurrently serving as Director.