

# Prior Disclosure Documents Related to Share Transfer

(Disclosure documents as provided in Article 803-1(3) of the Companies Act  
and Article 206 of the Ordinance for Enforcement of the Companies Act)

June 14, 2021

Nippon Express Co, Ltd.

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(Disclosure documents as provided in Article 803-1(3) of the Companies Act and Article 206 of the Ordinance for Enforcement of the Companies Act)

Nippon Express Co., Ltd.  
9-3, Higashi-Shinbashi 1-  
chome, Minato-ku, Tokyo  
Mitsuru Saito, President and CEO

Based on the share transfer plan prepared on April 28, 2021, Nippon Express Co., Ltd. Has decided to conduct a share transfer using January 4, 2022, as the scheduled effective date. On the referenced date, Nippon Express Co., Ltd. will become a wholly owned subsidiary of Nippon Express Holdings, Inc. via share transfer and Nippon Express Holdings, Inc. will become a wholly owning parent company of Nippon Express Co., Ltd. Via share transfer ("Share Transfer").

The following are matters to be disclosed upon Share Transfer as provided by Article 803-1(3) of the Companies Act and Article 206 of the Ordinance for Enforcement of the Companies Act.

1. Details of Share Transfer Plan (Article 803-1(3) of the Companies Act)  
As provided in Attachment.
2. Matters concerning the reasonableness of stipulations related to matters provided under Article 773-1(5)-(6) of the Companies Act (Article 206(1) of the Ordinance for Enforcement of the Companies Act)
  - (1) Matters concerning the reasonableness of the number of shares to be delivered  
This share transfer will establish one sole parent company of a wholly owned subsidiary via share transfer solely by Nippon Express Co., Ltd. There will be no change in shareholder composition for Nippon Express Co., Ltd. or the holding company immediately after the share transfer. Therefore, placing the highest priority on avoiding any disadvantage or confusion to shareholders, the decision has been made to allocate to each shareholder of Nippon Express Co., Ltd. one share of common stock in the newly established holding company for every share of common stock owned in Nippon Express Co., Ltd. Given the aforementioned reasons, no calculations have been conducted by a third party institution.

- (2) Matters concerning the appropriateness of the amount of capital and reserves of the parent company to be established via Share Transfer

The amount of capital and reserves of the holding company to be established via Share Transfer is as follows.

1.	Capital	70,175 million yen
2.	Capital reserves	26,908 million yen
3.	Legal reserves	0 yen

The amount of capital and reserves of the holding company have been determined within the scope of laws and regulations. These amounts are considered to be reasonable in light of the purpose, size and capital policy of the holding company.

3. Matters concerning the reasonableness of stipulations related to matters provided under Article 773-1(7)-(8) of the Companies Act (Article 206(1) of the Enforcement Regulations of the Companies Act)

No applicable matters to report.

4. Matters concerning the reasonableness of stipulations related to matters provided under Article 773-1(9)-(10) of the Companies Act (Article 206(1) of the Enforcement Regulations of the Companies Act)

No applicable matters to report.

5. Matters Concerning Other Wholly Owned Subsidiaries Related to Share Transfer (Article 206(3) of the Ordinance for Enforcement of the Companies Act)

No applicable matters to report.

6. Matters Concerning Wholly Owned Subsidiaries Related to Share Transfer (Article 206(4) of the Ordinance for Enforcement of the Companies Act)

As of the present time, no events have occurred since the last day of the most recent fiscal year that have a significant impact on the status of Nippon Express Co., Ltd. assets, such as the disposal of important assets or the assumption of significant liabilities.

7. Matters Concerning the Prospect of the Fulfillment of Obligations of the Wholly Owning Parent Company to be Established Via Share Transfer (Article 206(5) of the Enforcement Regulations of the Companies Act)

No applicable matters to report.

End

## Share Transfer Plan(Copy)

Nippon Express Co., Ltd. has drafted the following stock transfer plan ("Plan") with respect to the transfer of stock ("Share Transfer") to establish a wholly owning parent company ("Holding Company") with Nippon Express Co., Ltd. as the wholly owned subsidiary.

### Article 1 (Share Transfer)

Pursuant to the provisions of the Plan, Nippon Express Co., Ltd. will conduct a share transfer in which all shares of Nippon Express Co., Ltd. issued and outstanding will be acquired by the Holding Company on the date of incorporation of the Holding Company (defined under Article 6) by way of sole-share transfer.

### Article 2 (Purpose, Trade Name, Head Office Location, Total Number of Authorized Shares, and Other Matters Specified in the Holding Company Articles of Incorporation)

1. The purpose, trade name, head office location, and total number of authorized shares of the Holding Company shall be as follows:
  - (1) Purpose  
The purpose of the Holding Company shall be as described in Article 2 of the Articles of Incorporation attached hereto.
  - (2) Trade Name  
The trade name of the holding company shall be NIPPON EXPRESS Horudingusu Kabushiki Kaisha, in English, NIPPON EXPRESS HOLDINGS, INC.
  - (3) Head Office Location  
The head office of the Holding Company shall be in Chiyoda-ku, Tokyo, located in Kanda-Izumicho, Chiyoda-ku, Tokyo.
  - (4) Total Number of Authorized Shares  
The total number of shares authorized to be issued by the Holding Company shall be 340 million shares.
2. In addition to the preceding paragraphs, matters shall be as determined by the Holding Company's Articles of Incorporation.

### Article 3 (Names of the Directors and Members of the Audit & Supervisory Board of the Holding Company at the Time of Incorporation and Name of the Independent Auditor)

1. The names of the directors and members of the Audit & Supervisory Board of the Holding Company at the time of incorporation shall be as follows:

Directors	Kenji Watanabe
Directors	Mitsuru Saito
Directors	Satoshi Horikiri
Directors	Tatsuya Suzuki
Directors	Takashi Masuda
Directors	Tatsuya Akama
Directors	Shigeo Nakayama
Directors	Sadako Yasuoka
Directors	Yojiro Shiba
2. The names of members of the Audit & Supervisory Board of the Holding Company at the time of incorporation shall be as follows:

Audit & Supervisory Board Members	Shigeki Arima
Audit & Supervisory Board Members	Koji Mizota
Audit & Supervisory Board Members	Toshiaki Nojiri
Audit & Supervisory Board Members	Yoshio Aoki
Audit & Supervisory Board Members	Nobuko Sanui
3. The name of the independent auditor of the Holding Company at the time of incorporation shall be as follows:

Independent Auditor	Deloitte Touche Tohmatsu LLC
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Article 4 (Shares to be Delivered upon the Share Transfer and Allotment Thereof)

1. Upon execution of the Share Transfer, the Holding Company will deliver shares of common stock of the Holding Company to the shareholders of Nippon Express Co., Ltd. who are registered or recorded in the shareholder registry of Nippon Express Co., Ltd. as of the time immediately prior to the time when the Holding Company acquires all of the issued shares of the Company through the Share Transfer ("Base Time"), in exchange for the shares of common stock of Nippon Express Co., Ltd. held by such shareholders.
2. With respect to the allotment of Holding Company shares exchanged in accordance with the previous paragraph, the Holding Company will allot shares of Holding Company common stock at a ratio of one share for each share of Nippon Express Co., Ltd. held by Nippon Express Co., Ltd. shareholders as of the Base Time.

Article 5 (Matters Concerning Capital and Reserves of the Holding Company)

The amount of capital and reserves as of the date of incorporation of the Holding Company shall be as follows:

- (1) Capital  
70,175 million yen
- (2) Capital Reserves  
26,908 million yen
- (3) Legal Reserves  
0 yen

Article 6 (Date of Holding Company Incorporation)

The date of incorporation of the Holding Company (the "Date of Incorporation of the Holding Company") shall be January 4, 2022; provided, however, that such date may be changed if necessary related to the progress of the procedures of the Share Transfer or for any other reason.

Article 7 (General Meeting of Shareholders to Approve Plan)

Nippon Express Co., Ltd. shall seek a resolution of the general meeting of shareholders (including cases in which a resolution of the general meeting of shareholders is deemed to have been passed pursuant to the provisions of Article 319-1 of the Companies Act) regarding matters necessary for the approval of Plan and Share Transfer prior to the day before the incorporation of the Holding Company.

Article 8 (Shareholder Register Administrator)

The administrator of the Holding Company shareholder registry shall be Mitsubishi UFJ Trust and Banking Corporation.

Article 9 (Change in Conditions of the Share Transfer or Cancellation of the Share Transfer)

During the period from the date of formulation of the Plan to the date of incorporation of the Holding Company, in the event of a material change in the financial condition or business performance of Nippon Express Co., Ltd. the Company due to a natural disaster or other event, or in the event of a situation that could hinder the execution of the Share Transfer materially, the conditions or other details of the Share Transfer Plan may be changed or the Share Transfer may be canceled per resolution of the Nippon Express Co., Ltd. board of directors.

Article 10 (Plan Effectiveness)

This Plan shall cease to be effective in the event of any of the following events:

- (1) If the Plan is not approved at a general meeting of shareholders of Nippon Express Co., Ltd. the Company by the day before the date of incorporation of the Holding Company
- (2) In the event that the approval of the relevant government agencies as provided for in domestic and foreign laws and regulations is not obtained by the date of incorporation of the Holding

Company, or in the event that such approval is subject to conditions or restrictions that hinder the execution of the Share Transfer materially

April 28, 2021

9-3, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo  
Nippon Express Co., Ltd.  
Mitsuru Saito, President and Chief Executive Officer

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# NIPPON EXPRESS HOLDINGS, INC.

## Articles of Incorporation

### Section I General Provisions

#### (Trade Name)

Article 1 The name of the company shall be NIPPON EXPRESS Horudingusu Kabushiki Kaisha in Japanese, in English, NIPPON EXPRESS HOLDINGS, INC. (hereinafter, the “Company”).

#### (Purposes)

Article 2 The purpose of the Company shall be to control and manage the business activities of companies (including overseas companies), partnerships (including the equivalent to partnerships overseas), and other equivalent business entities engaged in the following businesses through the ownership of shares or equity interests in said companies.

- (1) Railroad freight forwarding business
- (2) Truck transportation business
- (3) Truck freight forwarding business
- (4) Marine transportation business
- (5) Coastal shipping business
- (6) Harbor Transportation Business
- (7) NVOCC marine transportation services
- (8) Air freight forwarding business and air freight forwarding agency services
- (9) Transportation business and freight forwarding other than as listed above
- (10) Warehousing business
- (11) Customs-clearance business
- (12) Construction business
- (13) Transportation, construction and installation of heavy goods and any incidental business thereto
- (14) Security services business
- (15) Waste disposal and waste collection and transportation businesses
- (16) Specified correspondence delivery services business
- (17) Sale of goods, import and export business, brokerage business, and related agency business
- (18) Production, assembly, repair and processing related to the above
- (19) Non-life insurance agency business and life insurance solicitation business
- (20) Manufacture and sales of petroleum, oils and fats, and liquefied petroleum gas
- (21) Packing business and other related businesses
- (22) Sales, leasing, brokerage and appraisal of real estate

- (23) Design, management, and consulting related to civil engineering and construction
- (24) Comprehensive building management
- (25) Business related to power generation and sales
- (26) Acquisition, planning, development, and sales of intangible property rights, including industrial property right, copyrights, expert knowledge, systems engineering, and other software
- (27) Information asset management business
- (28) Temporary staffing and placement business
- (29) Business contracting
- (30) Investment in and financing of the businesses listed in the above items
- (31) All businesses incidental and related to the above items

2 The Company may engage in each of the business described in the preceding paragraph and all businesses incidental or related thereto.

(Head Office Location)

Article 3 The head office of the Company shall be located in Chiyoda-ku, Tokyo.

(Method of Public Notice)

Article 4 The method of public notice of the Company shall be via electronic public notice. Provided, however, in the event that electronic public notice cannot be given due to an accident or other unavoidable reason, public notices shall be made in the Tokyo edition of the Nihon Keizai Shimbun.

## Section II Shares

(Total Number of Authorized Shares)

Article 5 The total number of authorized shares of the Company shall be 340 million shares.

(Number of Shares per Trading Unit)

Article 6 The number of shares per trading unit of the Company shall be 100 shares.

(Rights to Shares of Less Than One Trading Unit)

Article 7 Shareholders of the Company may not exercise rights with respect to shares owned of less than one trading unit other than as described below.

- (1) Rights enumerated under each item of Article 189-2 of the Companies Act
- (2) Rights to make a request pursuant to the provisions of Article 166-1 of the Companies Act
- (3) Rights to receive an allotment of shares for subscription and allotment of share options for subscription in proportion to the number of shares held by the shareholder
- (4) Rights to make a request pursuant to the following articles

(Additional Purchase of Shares of Less Than One Trading Unit)

Article 8 Any shareholder of the Company may, pursuant to Share Handling Regulations, request that the Company sell to him/her the number of shares that, together with the number of shares constituting less than one trading unit held by him/her, will constitute one trading unit of shares.

(Administrator of Shareholder Registry)



Article 9 The Company shall appoint a shareholder registry administrator.

2 The administrator of the shareholder registry and the place of handling the affairs thereof shall be specified by a resolution of the board of directors and published via public notice.

3 Preparation and keeping of the Company's shareholder registry and/or registry of stock acquisition rights, as well as other administrative tasks related to the shareholder registry and register of stock acquisition rights shall be entrusted to the administrator of the shareholder registry and shall not be performed by the Company.

(Share Handling Regulations)

Article 10 Handling, etc., and fees concerning shares of the Company shall be governed by the Share Handling Regulations established by the Board of Directors, in addition to the provisions of laws and regulations or these Articles of Incorporation.

### Section III General Meeting of Shareholders

(Convocation)

Article 11 The ordinary general meeting of shareholders of the company shall be convened within three months from the day following the conclusion of each business year, and any extraordinary general meetings of shareholders shall be called as necessary.

(Record Date of Ordinary General Meeting of Shareholders)

Article 12 The record date for voting rights at the Company's ordinary general meeting of shareholders shall be December 31 of each year.

(Convener and Chairperson)

Article 13 Except as otherwise provided for in laws and regulations, general meetings of shareholders shall be convened by the president of the Company per resolution of the board of directors. In the event that the president is unable to attend to his/her duties, other directors, in the order appointed by the board of directors in advance, shall convene the general meeting of shareholders.

2 The president of the Company shall serve as chair the general meeting of shareholders. In the event that the president is unable to attend to his/her duties, other directors, in the order appointed by the board of directors in advance, shall chair the general meeting of shareholders.

(Provision Through Electronic Means)

Article 14 The Company shall take measures for electronic provision as provided in Article 325-2 of the Companies Act.

2. The Company shall not be required to include in the document delivered pursuant to the provisions of Article 325-5.2 of the Companies Act all or part of the matters specified by the applicable Ordinance of the Ministry of Justice among the matters to be provided electronically as provided in Article 325-5.1 of the same act.

(Internet Disclosure as Deemed Provision of Reference Documents for General Meetings of

Shareholders)

Article 14-2 The Company may, when convening a general meeting of shareholders, deem that it has provided information pertaining to matters to be stated or indicated in the reference documents for general meetings of shareholders, business reports, financial statements and consolidated financial statements to shareholders by disclosing such information by means of the internet in accordance with the applicable Ordinance of the Ministry of Justice.

(Exercise of Voting Rights by Proxy)

Article 15 Shareholders may exercise voting rights on behalf of one other shareholder who holds voting rights of the company.

2 In the case of the preceding paragraph, the shareholder or proxy shall submit to the Company a document evidencing the authority of proxy at each general meeting of shareholders.

(Method of Resolution)

Article 16 Excluding when otherwise provided for by laws, regulations and these Articles of Incorporation, the resolutions of a shareholders meeting shall be passed by a majority of the voting rights of shareholders able to exercise voting rights in attendance.

2 Except as otherwise provided in these Articles of Incorporation, resolutions of the general meeting of shareholders as provided for in Article 309-2 of the Companies Act shall be adopted by a resolution of the general meeting of shareholders at which shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present and by a vote representing two-thirds or more of the voting rights of the shareholders present.

#### Section IV Directors and Board of Directors

(Establishment of Board of Directors)

Article 17 The Company shall establish a board of directors.

(Number of Directors)

Article 18 The number of directors on the Company's board of directors shall not exceed 15.

(Election of Directors)

Article 19 Directors shall be elected by resolution of the general meeting of shareholders.

2 The election of company directors shall be undertaken by one-third or more of the voting rights of shareholders able to exercise voting rights in attendance and by a majority of the voting rights of shareholders in attendance.

3 Resolutions regarding the election of directors shall not be made by cumulative voting.

(Director Term of Office)

Article 20 The term of office for directors shall expire on the conclusion of the ordinary general meeting of shareholders related to the last fiscal year ending within one year of the election of the director in question.

(Representative Directors and Executive Directors)

Article 21 The Company's board of directors shall appoint representative directors by board resolution.

2 Each representative director shall represent the Company.

3 The board of directors may, by resolution, select one president, and, if necessary, one chairman and several executive vice presidents, senior managing directors, and managing directors.

(Convener and Chairperson of Board of Director Meetings)

Article 22 Except as otherwise provided by laws and regulations, meetings of the board of directors shall be convened and chaired by a director previously determined by the board of directors. In the event that the director in question is unable to attend to his/her duties, another director, in the order appointed by the board of directors in advance, shall chair the board of directors meeting.

(Notice of Convocation of Board of Director Meetings)

Article 23 A notice of the convening of a meeting of the board of directors shall be sent to each director and member of the Audit & Supervisory Board no later than three days prior to the date of the meeting. Provided, however, that such period may be shortened in case of an emergency.

2 A board of directors meeting may be held without convocation procedures with the consent of all directors and members of the Audit & Supervisory Board.

(Board of Director Regulations)

Article 24 Matters related to the board of directors shall be determined according to laws and regulations, these Articles of Incorporation, and regulations as determined by the board of directors.

(Method of Resolutions by the Board of Directors)

Article 25 Resolutions at meetings of the board of directors shall be adopted by a majority of the directors present and voting.

(Omission of Resolutions of Board of Director Meetings)

Article 26 In the event that the requirements of Article 370 of the Companies Act are satisfied, the Company shall be deemed to have passed a resolution of the board of directors.

(Director Exemption From Liability)

Article 27 The Company may, by a resolution of the board of directors, exempt any director (including persons who were directors) from the liability for damages arising from a neglect of duty as provided for in Article 426-1 of the Companies Act and to the extent permitted by laws and regulations.

2 The Company may enter into an agreement with directors (excluding persons who are executive directors, etc.) to limit their liability for damages arising from a neglect of duty as provided for in Article start 427-1 of the Companies Act. Provided, however, that the maximum amount of liability based on said agreements shall be the amount stipulated by laws and regulations.

## Section V Members of the Audit & Supervisory Board and the Audit & Supervisory Board

(Establishment of Members of the Audit & Supervisory Board and the Audit & Supervisory Board)

Article 28 The Company shall establish members of the Audit & Supervisory Board and an Audit & Supervisory Board.

(Number of Members of the Audit & Supervisory Board)

Article 29 The number of members on the Company's Audit & Supervisory Board shall not exceed five.

(Election of Members of the Audit & Supervisory Board)

Article 30 Members of the Audit & Supervisory Board shall be elected by resolution of the general meeting of shareholders.

2 The election of Company members of the Audit & Supervisory Board shall be undertaken by one-third or more of the voting rights of shareholders able to exercise voting rights in attendance and by a majority of the voting rights of shareholders in attendance.

(Audit & Supervisory Board Member Term of Office)

Article 31 The term of office for members of the Audit & Supervisory Board shall expire on the conclusion of the ordinary general meeting of shareholders related to the last fiscal year ending within four years of the election of the member in question.

2 The term of office of a member of the Audit & Supervisory Board elected to fill a vacancy of a member of the Audit & Supervisory Board who retires before the expiration of his/her term of office shall expire at the time of the expiration of the term of office of the retired director who served as a member of the Audit & Supervisory Board.

(Full-Time Members of the Audit & Supervisory Board)

Article 32 The Audit & Supervisory Board shall select members from among the Audit & Supervisory Board to serve as full-time members.

(Notice of Convocation of Audit & Supervisory Board Meetings)

Article 33 A notice of the convening of a meeting of the Audit & Supervisory Board shall be sent to each member of the Audit & Supervisory Board no later than three days prior to the date of the meeting. Provided, however, that such period may be shortened in case of an emergency.

2 An Audit & Supervisory Board meeting may be held without convocation procedures with the consent of all members of the Audit & Supervisory Board.

(Audit & Supervisory Board Regulations)

Article 34 Matters related to the Audit & Supervisory Board shall be determined according to laws and regulations, these Articles of Incorporation, and such regulations as determined by the Audit & Supervisory Board.

(Method of Resolutions by the Audit & Supervisory Board)

Article 35 Excluding where otherwise provided by laws and regulations, the resolutions of the Audit & Supervisory Board shall be passed by a majority of members of the Audit & Supervisory Board.

(Audit & Supervisory Board Member Exemption From Liability)

Article 36 The Company may, by a resolution of the board of directors, exempt any member of the Audit & Supervisory Board (including persons who were members of the Audit & Supervisory Board) from the liability for damages provided for in Article 426-1 of the Companies Act to the

extent permitted by laws and regulations.

- 2 The Company may enter into an agreement with members of the Audit & Supervisory Board to limit their liability for damages arising from a neglect of duties as provided for in Article 427-1 of the Companies Act, if such agreement meets the requirements stipulated in laws and regulations. Provided however, that the maximum amount of liability based on said agreements shall be the amount stipulated by laws and regulations.

## Section VI Independent Auditor

(Establishment of an Independent Auditor)

Article 37 The Company shall establish an independent auditor.

(Selection of Independent Auditor)

Article 38 An independent auditor shall be selected by resolution of the general meeting of shareholders.

(Independent Auditor Term of Service)

Article 39 The term of service for an independent auditor shall expire on the conclusion of the ordinary general meeting of shareholders related to the last fiscal year ending within one years of the selection of the independent auditor in question.

- 2 The independent auditor shall be deemed as having been reappointed at the ordinary general meeting of shareholders absent a resolution to the contrary at the ordinary general meeting of shareholders as provided in the preceding paragraph.

## Section VII Accounts

(Business Year)

Article 40 The business year of the Company shall commence on January 1 and end on December 31.

(Decision-Making Body for Dividends From Surplus)

Article 41 Unless otherwise provided for in laws and regulations, the Company may determine matters as described under each item in Article 459-1 of the Companies Act via board of director resolution.

(Record Date for Dividends From Surplus)

Article 42 The record date for year-end dividends of the Company shall be December 31 of each year.

- 2 The record date for interim dividends of the Company shall be June 30 of each year.

- 3 In addition to the preceding two paragraphs, dividends from surplus may be paid by setting a record date.

(Exclusion Period for Dividends)

Article 43 In cases where dividends are to be paid in cash but are not received after three full years from the date of commencement of payment, the Company shall be relieved of the obligation to pay such dividends.

2 No interest shall be paid on unpaid year-end or interim dividends.

## Supplementary Provisions

(Inaugural Business Year)

Article 1 Notwithstanding the provisions of Article 40(Business Year), the inaugural business year of the Company shall be from the date of incorporation of the Company to December 31, 2022.

(Initial Remuneration, Etc., of Directors)

Article 2 The total amount of remuneration, etc., to be paid in cash to the directors of the Company from the date of incorporation of the Company to the close of the ordinary general meeting of shareholders related to the fiscal year ending on December 31, 2023 shall not exceed 660 million yen per year (not including employee salaries for directors who serve concurrently as employees). The Company may bear the cost of company housing and other expenses necessary for business within the scope of this total amount.

2. Of the remuneration, etc., to be paid to Company directors (excluding outside directors and non-residents of Japan) and executive officers (excluding non-residents in Japan; “Company Directors, Etc.”), details of the stock-based compensation (“Plan”) to be paid as remuneration, etc., covering the period from the date of establishment of the Company to the fiscal year ending on December 31, 2023 are as described hereafter. Remuneration based on this Plan shall be separate from that provided under Paragraph 1 of this Article.

(1) Plan overview

This Plan is a performance-linked stock compensation plan under which Company stock shall be acquired by a trust (the trust established under this Plan to be referred to as “Trust,” below) using money contributed by Nippon Express Co., Ltd. ("Nippon Express") before January 3, 2022, as a source of funds, delivered or paid to Company Directors, Etc. and Nippon Express directors, etc. (Nippon Express directors (excluding outside directors and non-residents of Japan) and executive officers (excluding non-residents of Japan); Company directors, etc. and Nippon Express directors, etc., collectively referred to as "Eligible Directors, Etc." below) as Company stock or cash equivalent to the proceeds from the conversion of Company shares (“Share Delivery, Etc.”). Further, this Plan is a stock-based compensation plan identical in content to the stock-based compensation plan approved at the 113th Ordinary General Meeting of Shareholders of Nippon Express. The Company shall, as of January 4, 2022, succeed the contractual status, rights, and obligations of Nippon Express related to the Director Stock Compensation Trust Agreement executed between Nippon Express and Mitsubishi UFJ Trust and Banking Corporation, etc., and dated August 31, 2016 (the trust period related to the trust agreement in question has been extended

as of August 5, 2019).

(2) Maximum amount of funds to be contributed to the Trust

Nippon Express shall contribute funds up to a total of 800 million yen as remuneration for Directors, Etc. serving for the trust period, such funds representing the necessary funds covering the eligible evaluation period of five fiscal years from the fiscal year ending March 31, 2020 to the fiscal year ending March 31, 2024, and shall establish the Trust for Directors, Etc. who are beneficiaries fulfilling the beneficiary requirements. The Company shall succeed the contractual status, rights, and obligations of Nippon Express in relation to the Trust as described in (1) above (provided, however, that if (i) a resolution at the 115th Ordinary General Meeting of Shareholders of Nippon Express is approved that includes making December 31 that last day of the business year of Nippon Express, and (ii) such resolution is not approved promptly thereafter, then the conclusion of the evaluation period shall be changed to the fiscal year ending December 31, 2023, at which time the Company shall make the succession as provided in (1) above simultaneously.). The Company may continue this Plan by establishing a new evaluation period of five fiscal years after the end of the fiscal year ending December 31, 2023, and the same shall apply thereafter. Upon continuation of the Plan, the Trust may be extended, rather than establishing a new trust, by amending the trust agreement and making additional monetary contributions. The maximum amount of funds to be contributed or added upon continuation of this Plan shall be 800 million yen per trust period, and the extended trust period shall be five years in principle. Provided, however, that when providing said additional contributions, if Company shares (excluding Company shares corresponding to points granted to Eligible Directors, Etc. for which delivery has not been completed) and cash remain in the trust as of the last day of the trust period prior to extension of the trust period (“Remaining Shares, Etc.”), the combined amount of such Remaining Shares, Etc. and additionally contributed funds shall be 800 million yen per trust period.

(3) Calculation method and maximum number of Company shares subject to Share Delivery, Etc. to Eligible Directors, Etc.

The number of Company shares subject to Share Delivery, Etc., to Eligible Directors, Etc., shall be calculated based on points granted in accordance with respective positions, achievement of performance targets, etc.

First, on the date established as the basis date of each fiscal year within the evaluation period, the number of base points (“Base Points”) for the fiscal year in question established according to position shall be granted to Eligible Directors, Etc., who have met the prescribed requirements. Base Points will increase or decrease in accordance with the degree of achievement of each performance target, including Company consolidated revenues and consolidated operating income for the fiscal year to which the Base Points in question relate, by means of which the number of points for the fiscal year in question (“Annual Points”) will be determined. (The process of determining Annual Points shall be referred to as “Annual Performance Evaluation” below.) Annual

Points shall accumulate throughout the evaluation period that includes the fiscal year to which the points in question relate. Provided, however, that if Eligible Directors, Etc., commits an act in violation of the law, or in violation of Company or Nippon Express internal rules, or an act deemed inappropriate in light of the objectives of this Plan to improve Company Group corporate value and shareholder value over the medium to long term, the granting of points may be suspended, in part or in whole, or such points earned may be confiscated in part or in whole.

After the end of the evaluation period, the total number of Annual Points (including Annual Points for the year in question (or the fiscal year ending prior to December 31, 2021, in the event that a resolution is passed at the 115th ordinary general shareholders meeting of Nippon Express that includes a change of fiscal year end for Nippon Express to December 31) for persons among Eligible Directors, Etc., granted Annual Points related to the Nippon Express fiscal year ending prior to March 31, 2022) accumulated during the evaluation period in question shall be increased or decreased according to the degree of achievement of each performance target throughout the evaluation period, including Company or Nippon Express consolidated revenues, consolidated operating income, and consolidated return on equity (“ROE”), etc., by means of which the final number of points for the evaluation period in question shall be determined. (This process of determining the final number of points shall be referred to as “Medium-Term Performance Evaluation” below.)

The range of increase or decrease in accordance to the degree of achievement of performance targets shall be from 0% to 150%, using 100% established as a standard for the degree of achievement of performance targets for the Annual Performance Evaluation and Medium-Term Performance Evaluation overall.

Each point shall correspond to one share of common stock of the Company\*, and Eligible Directors, Etc., who satisfy requirements as beneficiaries shall receive Share Delivery, Etc., corresponding to the number of points held by such Eligible Directors, Etc., after the end of the Evaluation Period (see (4) below).

The maximum number of Company shares (points) subject to Share Delivery, Etc. under this Plan for a single fiscal year shall be 23,000 shares (23,000 points). Therefore, the maximum number of Company shares attributable to the Trust for each trust period of five fiscal years shall be 115,000 shares (115,000 points), which is equivalent to the number obtained by multiplying the number of Company shares subject to Share Delivery, Etc. corresponding to a single fiscal year by five, which is the number of fiscal years of the evaluation period.

\*If a stock split or reverse stock split occurs during the trust period and it is deemed fair to adjust the number of points corresponding to Company shares, the corresponding number of Company shares per point shall be adjusted in accordance with the split ratio, reverse stock split ratio, etc.

#### (4) Timing and details of Share Delivery, Etc. to Eligible Directors, Etc.

As a rule, Eligible Directors, Etc. who satisfy requirements as a beneficiary shall receive Share Delivery, Etc. after the end of the evaluation period in question.



With respect to details of Share Delivery, Etc., to Eligible Directors, Etc., Company stock corresponding to half of the points held by said Eligible Directors, Etc. (rounded down for shares of less than one trading unit) shall be delivered, while the number of Company shares corresponding to remaining points shall be converted by the Trust and delivered in a converted cash equivalent for use in paying income taxes, etc. (The Company shall pay tax on the amount converted to cash, providing the remaining amount after tax payment to Eligible Directors, Etc.)

In the event that an individual Eligible Directors, Etc., retires during the evaluation period, the Company will provide Share Delivery, Etc., corresponding to the points held by such Eligible Directors, Etc. at the time of his or her retirement. The details of Share Delivery, Etc., shall be the same as in the case where Share Delivery, Etc., is conducted after the end of the evaluation period. In the event of the death of individual Eligible Directors, Etc., during the trust period, the Trust will convert the number of Company shares corresponding to the number of points held by said Eligible Directors, Etc., at the time of his or her death into cash, providing cash equivalent to the value of the conversion to the surviving family members of the Eligible Directors, Etc., who meet the prescribed requirements.

(5) Exercise of voting rights related to Company shares in the Trust

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

(6) Other Plan details

Other details concerning this Plan shall be determined by the board of directors at the Trust is established, the trust agreement is amended, or additional contributions are made to the Trust.

(Initial Remuneration, Etc., of Members of the Audit & Supervisory Board)

Article 3 The total amount of remuneration, etc., to be paid the members of the Audit & Supervisory Board of the Company from the date of incorporation of the Company to the close of the ordinary general meeting of shareholders related to the fiscal year ending on December 31, 2023 shall not exceed 120 million yen per year. The Company may bear the cost of company housing and other expenses necessary for business within the scope of this total amount.

(Effective Date of Provision Through Electronic Means)

Article 4 Article 14 (Provision Through Electronic Means) shall come into effect as of the effective date (hereinafter “effective date”) of the provisions stipulated in Article 1 of Supplementary Provisions to the Act Partially Amending the Companies Act (Act No. 2019-70).

2. The provisions of Article 14-2 (Internet Disclosure as Deemed Provision of Reference Documents for General Meetings of Shareholders) shall cease to be effective on the effective date. Provided, however, that the provisions shall remain in effect with respect to the convocation of a general meeting of shareholders to be held within six months from the effective date.

(Acquisition of Treasury Shares)

Article 5 Pursuant to the provisions of Article 165-2 of the Companies Act, the Company may acquire treasury shares via market transactions, etc., pursuant to a resolution of the board of directors.

(Interim Dividends)

Article 6 The Company may, by resolution of the board of directors, pay an interim dividend of surplus in cash as provided in Article 454-5 of the Companies Act to shareholders or registered pledgees whose names appear or are recorded in the latest shareholder registry as of June 30 of each year.

(Deletion of Supplementary Provisions)

Article 7 Article 1 and Article 5 and Article 6 of these Supplementary Provisions shall be deleted at the conclusion of the first ordinary general meeting of shareholders after the formation of the Company.

2. Article 2-1 and Article 3 of these Supplementary Provisions shall be deleted at the conclusion of the ordinary general meeting of shareholders of the Company for the fiscal year ending December 31, 2023.

3. Article 2-2 of these Supplementary Provisions shall be deleted as of the termination of this Plan (or, if a resolution for amendment or continuation of this Plan is submitted to and approved at a general meeting of shareholders of the Company, upon said resolution).

4. Article 14-2 (Internet Disclosure as Deemed Provision of Reference Documents for General Meetings of Shareholders) and Article 4 of these Supplementary Provisions shall be deleted after nine months have elapsed from the effective date.