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Stock Exchange Code 5976

June 6, 2024

(Date of commencement of electronic provision of materials: June 4, 2024)

**To Our Shareholders,**

Katsumi Omiya  
Representative Director, Member of  
the Board, President and Chief  
Executive Officer  
Neturen Co., Ltd.  
2-17-1 Higashi-Gotanda, Shinagawa-ku,  
Tokyo, Japan

### **Notice of Convocation of the 113th Annual Shareholders' Meeting**

We would like to take this opportunity to express our heartfelt gratitude to you, our shareholders, for your continued support to Neturen Co., Ltd. (the "Company," together with its subsidiaries, the "Group").

We are pleased to inform you that the 113th Annual Shareholders' Meeting of the Company will be held as set forth below.

In convening this Annual Shareholders' Meeting, the Company has taken electronic provision measures, which provide information contained in the Reference Documents for the Shareholders' Meeting (the "matters subject to electronic provision measures") in electronic format, and it has posted this information on the following websites on the Internet. Please access either of the following websites to review the information.

[The Company website]

<https://www.k-neturen.co.jp/en/ir/stock/meeting.html>

[Tokyo Stock Exchange (TSE) website (Listed Company Search)]

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

Please access the TSE website above, enter "Neturen" in the "Issue name (company name)" field or our stock exchange code "5976" in the "Code" field, and click on "Search" to find search results. Then, click on "Basic information" and "Documents for public inspection/PR information" in this order to find "[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting]" in the "Filed information available for public inspection" section.

If you are not attending the meeting on the day, you can exercise your voting rights in written form or via the Internet. Please review the Reference Documents for the Shareholders' Meeting posted in the matters subject to electronic provision measures and exercise your voting rights by 5:45 p.m. JST, Tuesday, June 25, 2024.

Yours very truly,

## Notes

- 1. Date and Time:** 10:00 a.m. JST on Wednesday, June 26, 2024 (Registration will start at 9:00 a.m.)
- 2. Venue:** The Company's conference room, 15th Floor, Oval Court Ohsaki Mark West, 2-17-1 Higashi-Gotanda, Shinagawa-ku, Tokyo  
(Please see the access map to the venue at the bottom of this document.)

**3. Meeting Agenda:**

- Purpose of the Meeting Matters to be reported:**
1. Report on the Business Report, Consolidated Financial Statements, and audit results for Consolidated Financial Statements by the independent auditor and the Audit & Supervisory Board for the 113th fiscal year (from April 1, 2023, to March 31, 2024)
  2. Report on Non-consolidated Financial Statements for the 113th fiscal year (from April 1, 2023, to March 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 6 Directors, Members of the Board
- Proposal 3:** Election of 3 Audit & Supervisory Board Members
- Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member

End

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- If you are attending the meeting, you are kindly requested to submit the enclosed voting rights exercise form to the reception desk at the venue.
  - Pursuant to the relevant laws and regulations and provisions of the Company's Articles of Incorporation, the following matters of the matters subject to electronic provision measures will not be included in the paper-based documents provided to shareholders who requested the delivery of such documents. The Audit & Supervisory Board Members and the independent auditor have audited the documents subject to audit, including the following items.
    - (1) The following item of the Consolidated Financial Statements  
Notes to the Consolidated Financial Statements
    - (2) The following item of the Non-Consolidated Financial Statements  
Notes to the Non-Consolidated Financial Statements
  - If any amendments are made to matters subject to electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

(Information) We plan to distribute the progress of this year's Shareholders' Meeting on our website in early July. We will notify shareholders about how to view this information by a resolution notice that will be sent to shareholders after the closure of the Shareholders' Meeting.

## **Guidance to Shareholders for Voting**

We inform you that you can exercise your voting rights via the Internet or in written form (the voting rights exercise form).

### **Exercising your voting rights by attending the Shareholders' Meeting**

The Shareholders' Meeting will be held at 10:00 a.m. JST on Wednesday, June 26, 2024.

Please submit the enclosed voting rights exercise form to the reception desk at the venue.

### **Not attending the Shareholders' Meeting**

#### **Exercising your voting rights in written form**

Deadline: to be received by 5:45 p.m. JST, Tuesday, June 25, 2024

Please send us the enclosed voting rights exercise form indicating your approval or disapproval of each proposal so that it is received by the deadline. In the case of not indicating your approval or disapproval of each proposal, the vote will be considered approval.

#### **Exercising Voting Rights by "Smart Exercise"**

Deadline: to be exercised by 5:45 p.m. JST, Tuesday, June 25, 2024

Please scan the "QR Code® for logging in on the voting rights exercise website using a smartphone" printed on the enclosed voting rights exercise form. Please see the following page for details.

#### **Exercising Voting Rights by Entering Your Voting Rights Exercise Code and Password**

Deadline: to be exercised by 5:45 p.m. JST, Tuesday, June 25, 2024

Please access the voting rights exercise website <https://www.web54.net> using a PC or other device, enter the voting rights exercise code and password printed on the enclosed voting rights exercise form, and follow the onscreen instructions to enter your approval or disapproval of each proposal. Please see the following page for details.

### **Handling of duplicate voting**

- (1) In the case of duplicate voting done both via the Internet (including "Smart Exercise") and in written form, the vote placed via the Internet (including "Smart Exercise") will be considered valid.
- (2) In the case of voting twice or more times via the Internet (including "Smart Exercise"), the last vote will be considered valid.
- (3) In the case of voting twice or more times in written form, the last vote will be considered valid.

If you have any questions, please contact the following:

**Shareholders register administrator:**

**Stock Transfer Agency Administration Center, Sumitomo Mitsui Trust Bank**

Questions on exercise of voting rights:

[Telephone] **0120 (652) 031** (hours of operation: 9:00 a.m. to 9:00 p.m. JST)

Other questions:

[Telephone] **0120 (782) 031** (hours of operation: 9:00 a.m. to 5:00 p.m. JST on weekdays)

### **For institutional investors**

Institutional investors may opt to exercise their voting rights electronically via the "Electronic Voting Rights Exercise Platform" operated by ICJ, Inc.

## **Guidance on Exercising your Voting Rights via the Internet**

### **Exercising Voting Rights by “Smart Exercise”**

**(1) Access the voting rights exercise website for smartphones**

Use a smartphone or a tablet device to scan the “QR Code® for logging in on the voting rights exercise website using a smartphone” printed on the bottom right of the enclosed voting rights exercise form.

**(2) Open the voting rights exercise website**

When you open the indicated URL, the window of the voting rights exercise website will open. You have two options to exercise your voting rights (Please see (3) or (4) below).

**(3) Vote for or against each proposal separately**

Enter approval or disapproval of each proposal separately following the onscreen instructions.

**(4) Vote for all proposals as originally proposed by the Company**

After indicating your vote in (3) or (4) above, proceed to the confirmation window. If you have no objection to what is indicated on the confirmation window, press the button for “Vote with this content,” and the exercise of your voting rights is completed.

If you want to change your vote after you have once exercised your voting rights, you will need to scan the QR Code® again and enter the “voting rights exercise code” and “password” printed on the enclosed voting rights exercise form (you can also exercise your voting rights by directly accessing the voting rights exercise website <https://www.web54.net> using a PC or other device).

### **Exercising Voting Rights by Entering Your Voting Rights Exercise Code and Password**

**(1) Access the voting rights exercise website**

Access the voting rights exercise website using a PC or other device.  
<https://www.web54.net>

**(2) Login**

Enter the “voting rights exercise code” printed on the enclosed voting rights exercise form.

**(3) Enter the password**

Enter the “password” printed on the enclosed voting rights exercise form.

Subsequently, follow the onscreen instructions to enter your approval or disapproval for each proposal.

\* Fees associated with using the voting rights exercise website such as connection fees and telecommunication charges are to be borne by the shareholder.

\* Depending on the Internet user environment, subscribed service, and the model of the device you are using, you may not be able to use the voting rights exercise website.

\* QR Code is a registered trademark of Denso Wave Inc.

# Reference Documents for the Shareholders' Meeting

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The Company has a basic policy to maintain stable dividends to shareholders while making strategic investments for growth and conducting stable business operations.

Please note that "stable dividends" are dividends on equity (DOE) rate of 3.0% or more.

With regard to the year-end dividend (ordinary dividend) for the fiscal year ended March 31, 2024, we propose a year-end dividend of 25 yen per share, placing importance on shareholder returns and taking into comprehensive consideration its business performance, financial conditions, and other factors. As a result, the total annual dividend, including the interim dividend of 24 yen, will be 49 yen per share.

- (1) Kind of property for dividends  
Cash
- (2) Matters related to allotment of property for dividends to shareholders and its total amount  
25 yen per share of common stock of the Company  
Total amount: 905,100,425 yen
- (3) Effective date for distribution of dividends from surplus  
June 27, 2024

**Proposal 2:** Election of 6 Directors, Members of the Board

The terms of office of six (6) Directors, Members of the Board will expire at the closure of this Annual Shareholders' Meeting. Accordingly, the election of six (6) Directors, Members of the Board is proposed.

The candidates for Directors, Members of the Board are as follows:

No.	Name	Gender	Current positions	Attendance at the meetings of the Board of Directors
1	[Reelection] Katsumi Omiya	Male	Representative Director, Member of the Board President and Chief Executive Officer	100% (15/15)
2	[Reelection] Nobumoto Ishiki	Male	Director, Member of the Board Senior Managing Executive Officer	100% (15/15)
3	[Reelection] Takashi Suzuki	Male	Director, Member of the Board Managing Executive Officer	100% (15/15)
4	[Reelection] Tomokatsu Yasukawa	Male	Director, Member of the Board Executive Officer	100% (15/15)
5	[Reelection] [Outside officer] [Independent officer] Mineo Hanai	Male	Director, Member of the Board	100% (15/15)
6	[Reelection] [Outside officer] [Independent officer] Yoshiko Moriyama	Female	Director, Member of the Board	100% (15/15)

Candidates for Directors, Members of the Board

No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
1	<p style="text-align: center;"><u>Reelection</u></p> <p>Katsumi Omiya (March 24, 1960)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1983 Joined the Company</p> <p>June 2012 Director, Member of the Board</p> <p>June 2016 Managing Director, Member of the Board</p> <p>October 2020 Representative Director, Member of the Board and President</p> <p>June 2021 Representative Director, Member of the Board, President and Chief Executive Officer (present)</p>	74,008
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2012, Mr. Katsumi Omiya has appropriately operated businesses in line with management strategies, and contributed to resolving management issues of the Company, as well as those of the entire Group both domestically and overseas.</p> <p>In addition, since October 2020, he has been performing the supervision and management of the entire Group as Representative Director, Member of the Board and President of the Company actively and appropriately.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group appropriately in implementing any and all measures for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			
2	<p style="text-align: center;"><u>Reelection</u></p> <p>Nobumoto Ishiki (October 9, 1959)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1982 Joined TRW Automotive Japan Co., Ltd. (currently, ZF Japan Co., Ltd.)</p> <p>February 2001 Joined Colin Corporation (currently, Fukuda Colin Co., Ltd.)</p> <p>April 2001 Joined the Company</p> <p>February 2006 Joined Toyo Fastener Co., Ltd.</p> <p>April 2007 Joined the Company</p> <p>June 2017 Director, Member of the Board</p> <p>April 2020 Managing Director, Member of the Board</p> <p>June 2021 Director, Member of the Board, Managing Executive Officer</p> <p>April 2023 Director, Member of the Board, Senior Managing Executive Officer</p> <p>April 2024 Director, Member of the Board, Senior Managing Executive Officer; supervising engineering development, business planning and development, DX promotion, and facilities; General Manager, Information Strategy Office (present)</p> <p>[Status of other important concurrent position] Representative Director and President, Neturen Heat Treat Co., Ltd.</p>	38,769
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2017, Mr. Nobumoto Ishiki has contributed to resolving issues on the engineering aspect of management of the Company, particularly concerning engineering development and production engineering of the Company and the domestic and overseas group companies.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group and businesses he is in charge of appropriately in aiming at the early introduction of new products and technologies as well as business reforms for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
3	<p><u>Reelection</u></p> <p>Takashi Suzuki (June 29, 1962)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1985 Joined the Company June 2016 Director, Member of the Board April 2021 Managing Director, Member of the Board June 2021 Director, Member of the Board, Managing Executive Officer April 2024 Director, Member of the Board, Managing Executive Officer; General Manager, Specialty Steel &amp; Wire Products Division; General Manager, Global Procurement Headquarters (present)</p> <p>[Status of other important concurrent positions] Representative Director and President, Neturen America Corporation; President, Neturen (China) Slewing Bearing Co., Ltd.</p>	43,330
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2016, Mr. Takashi Suzuki has contributed to resolving global management issues concerning procurement particularly of raw materials, electricity, etc. for the Company and the domestic and overseas group companies, as well as management issues concerning the revenue management of the entire Group.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group and businesses he is in charge of appropriately in aiming at global development and revenue growth for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			
4	<p><u>Reelection</u></p> <p>Tomokatsu Yasukawa (January 6, 1963)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1986 Joined the Company June 2012 Director, Member of the Board June 2021 Director, Member of the Board, Executive Officer April 2022 Director, Member of the Board, Executive Officer; supervising safety, health and environmental affairs; General Manager, Administrative Headquarters (present)</p> <p>[Status of other important concurrent position] Representative Director and President, Neturen Meinan Co., Ltd.</p>	53,011
<p>Reasons for nomination as a candidate for Director, Member of the Board</p> <p>Since his appointment as Director, Member of the Board in June 2012, Mr. Tomokatsu Yasukawa has contributed to resolving management issues on the governance system for the Company as well as the domestic and overseas group companies and management issues on CSR activities positioning SDGs as the fundamentals of management.</p> <p>Based on his abundant experience and track record, the Company has judged that he is an asset for the Company that can supervise and manage the entire Group appropriately in promoting corporate management with a focus on ESG for improving the corporate value of the Group, and proposes his continued appointment as Director, Member of the Board.</p>			



No.	Name (Date of birth)	Career summary, positions, assignments and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
5	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside officer</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent officer</div> <p>Mineo Hanai (July 19, 1947)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1972 Joined Nippondenso Co., Ltd. (currently, Denso Corporation)</p> <p>March 2000 Earned a doctoral degree in Engineering at Nagoya Institute of Technology</p> <p>June 2006 Senior Managing Director, Denso Corporation</p> <p>June 2008 Representative Director and President, Asmo Co., Ltd. (currently, Denso Corporation)</p> <p>June 2017 Outside Director, Member of the Board, the Company (present)</p>	6,431
5	<p>Reasons for nomination as a candidate for Outside Director, Member of the Board and expected role</p> <p>Since his appointment as Outside Director, Member of the Board in June 2017, Mr. Mineo Hanai has carried out the task with his abundant experience and achievements as a corporate manager in addition to specialist knowledge in the manufacturing industry to provide accurate advice and suggestions for issues for the improvement of technology development capabilities and business expansion promotion, contributing to resolving issues.</p> <p>In addition, he has contributed to raising the level of management as a whole through active and appropriate supervision and instruction, including providing suggestions for raising the level of top management and future human resources.</p> <p>The Company expects that he will continue to offer advice and suggestions on the management appropriately and supervise business execution from an independent position for improving the corporate value of the Company over the medium to long term based on his experience as a manager.</p> <p>For these reasons, the Company has judged that he is appropriately qualified as an Outside Director, Member of the Board of the Company, and proposes his continued appointment.</p>		
6	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reelection</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside officer</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent officer</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Female</div> <p>Yoshiko Moriyama (June 26, 1964)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p>	<p>April 1998 Registered as Attorney-at-Law (Daini Tokyo Bar Association)</p> <p>December 2004 Qualified as attorney, State of New York, U.S.</p> <p>July 2006 Joined TMI Associates</p> <p>January 2010 Partner, TMI Associates</p> <p>February 2015 Counsel, TMI Associates (present)</p> <p>June 2022 Outside Director, Member of the Board, the Company (present)</p> <p>November 2022 Outside Director, YAMATO INTERNATIONAL INC. (present)</p> <p>[Status of other important concurrent positions]</p> <p>Counsel, TMI Associates; Outside Director, YAMATO INTERNATIONAL INC.</p>	1,529
6	<p>Reasons for nomination as a candidate for Outside Director, Member of the Board and expected role</p> <p>Since her appointment as Outside Director, Member of the Board in June 2022, with her specialist knowledge and abundant experience as an attorney, Ms. Yoshiko Moriyama has contributed to securing the legality and appropriateness of decision-making of the Board of Directors, through providing proactive advice and suggestions regarding management focused on corporate governance and compliance, from a position independent from the Company.</p> <p>She is also capable of offering suggestions from a broad perspective to promote the reforms, with her abundant experiences in corporate legal affairs at home and abroad and specialist knowledge regarding diversity and corporate social responsibility (CSR), etc.</p> <p>The Company expects that she will continue to offer advice and suggestions appropriately and supervise business execution from an independent position in terms of the legality and appropriateness of decision-making on the Company's management based on her experience as an attorney.</p> <p>For these reasons, the Company has judged that she is appropriately qualified as an Outside Director, Member of the Board of the Company, and proposes her continued appointment.</p>		

- (Notes)
1. There are no special interests between the candidates and the Company.
  2. Mr. Mineo Hanai and Ms. Yoshiko Moriyama are candidates for Outside Directors, Members of the Board and candidates for independent officers based on the stipulations of Tokyo Stock Exchange, Inc.
  3. Mr. Mineo Hanai is currently an Outside Director, Member of the Board of the Company, and the number of years since his appointment as Outside Director, Member of the Board shall be seven years at the closure of this Shareholders' Meeting.
  4. Ms. Yoshiko Moriyama is currently an Outside Director, Member of the Board of the Company, and the number of years since her appointment as Outside Director, Member of the Board shall be two years at the closure of this Shareholders' Meeting.
  5. At the time of the appointment as Director, Member of the Board, the Company entered into an agreement with Mr. Mineo Hanai and Ms. Yoshiko Moriyama as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the reappointment of Mr. Hanai and Ms. Moriyama is approved, the Company intends to continue the agreement.
  6. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Directors, Members of the Board to cover damages and litigation expenses incurred by the insured. Insurance premiums are fully borne by the Company. If the candidates take office as Director, Member of the Board, they will be insured under this contract, which is to be renewed with the same terms and conditions during the candidates' terms of office.

**Proposal 3:** Election of 3 Audit & Supervisory Board Members

The terms of office of three (3) Audit & Supervisory Board Members will expire at the closure of this Annual Shareholders' Meeting.

Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed.

In addition, this proposal has already been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary and positions	No. of the Company's shares owned by the candidate
1	<p style="text-align: center;"><span style="border: 1px solid black; padding: 2px;">Reelection</span></p> <p>Yoshihiro Ikegami (May 14, 1959)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p> <p>Attendance at the meetings of the Audit &amp; Supervisory Board: 15/15 times</p>	<p>April 1980 Joined the Company</p> <p>April 2009 General Manager, Sales Department, Specialty Steel &amp; Wire Products Division</p> <p>April 2016 Senior General Manager; Deputy General Manager, Business Planning and Development Headquarters; General Manager, Support and Coordination Department, Business Planning and Development Headquarters</p> <p>May 2019 Commissioned employee, General Manager, Business Planning and Development Headquarters; General Manager, Marketing Planning Department, Business Planning Development Headquarters; General Manager, Support and Coordination Department, Business Planning and Development Headquarters</p> <p>June 2019 Commissioned employee, Assistant to President</p> <p>June 2020 Audit &amp; Supervisory Board Member (present)</p>	9,565
<p><b>Reasons for nomination as a candidate for Audit &amp; Supervisory Board Member</b></p> <p>Since his appointment as Audit &amp; Supervisory Board Member in June 2020, Mr. Yoshihiro Ikegami has carried out the task with his abundant specialist knowledge and experience accumulated through important positions in Specialty Steel &amp; Wire Products Division and the Business Planning and Development Headquarters, and conducted appropriate audits for decision-making and the status of business execution of the management of the Company.</p> <p>For these reasons, the Company has judged that he is appropriately qualified as an Audit &amp; Supervisory Board Member of the Company, and proposes his continued appointment.</p>			

No.	Name (Date of birth)	Career summary and positions	No. of the Company's shares owned by the candidate
2	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside officer</span>  <span style="border: 1px solid black; padding: 2px;">Independent officer</span> </p> <p>Minoru Enjitsu (August 31, 1957)</p> <p>Attendance at the meetings of the Board of Directors: 15/15 times</p> <p>Attendance at the meetings of the Audit &amp; Supervisory Board: 15/15 times</p>	<p>April 1980 Joined The Mitsubishi Bank, Ltd.(currently, MUFG Bank, Ltd.)</p> <p>April 2008 Executive Officer, The Mitsubishi Bank, Ltd.</p> <p>June 2010 Senior Executive Officer, Mitsubishi Research Institute DCS Co., Ltd.</p> <p>December 2010 Representative Senior Managing Director, Mitsubishi Research Institute DCS Co., Ltd.</p> <p>December 2011 Representative Director and Vice President, Mitsubishi Research Institute DCS Co., Ltd.</p> <p>May 2014 Representative Director and President, Mitsubishi Research Institute DCS Co., Ltd.</p> <p>October 2019 Corporate Advisor, Mitsubishi Research Institute DCS Co., Ltd.</p> <p>June 2020 Outside Audit &amp; Supervisory Board Member, the Company (present)</p> <p>June 2023 Outside Auditor, MORITANI &amp; CO., LTD. (present) Outside Auditor, K. K. GM INVESTMENTS (present)</p> <p>[Status of other important concurrent positions] Outside Auditor, MORITANI &amp; CO., LTD.; Outside Auditor, K. K. GM INVESTMENTS</p>	2,709
<p>Reasons for nomination as a candidate for Outside Audit &amp; Supervisory Board Member</p> <p>Since his appointment as Outside Audit &amp; Supervisory Board Member in June 2020, Mr. Minoru Enjitsu has carried out the task with his abundant knowledge and experience as a corporate manager of other companies, and conducted appropriate audits for decision-making and the status of business execution of the management of the Company, from a position independent from the Company.</p> <p>For these reasons, the Company has judged that he is appropriately qualified as an Outside Audit &amp; Supervisory Board Member of the Company, and proposes his continued appointment.</p>			

No.	Name (Date of birth)	Career summary and positions	No. of the Company's shares owned by the candidate
3	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">New election</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside officer</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent officer</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Female</div> <p>Kayoko Kamijo (August 13, 1963)</p>	<p>February 1989 Joined Audit firm Asahi Shinwa &amp; Co. (currently KPMG AZSA LLC)</p> <p>August 1993 Registered as a certified public accountant</p> <p>September 2000 Joined Tokyo Hokuto &amp; Co. (currently GYOSEI &amp; CO.)</p> <p>October 2019 Partner, SHINSOH Audit &amp; Co (present)</p> <p>[Status of other important concurrent position] Partner, SHINSOH Audit &amp; Co</p>	0
<p>Reasons for nomination as a candidate for Outside Audit &amp; Supervisory Board Member</p> <p>Ms. Kayoko Kamijo is a new candidate for Outside Audit &amp; Supervisory Board Member. Making use of her high level of specialized knowledge and experience as a certified public accountant, Ms. Kayoko Kamijo has the capability to conduct an audit for decision-making and the status of business execution of the management of the Company, from an independent position of the Company.</p> <p>For these reasons, the Company has judged that she is appropriately qualified as an Outside Audit &amp; Supervisory Board Member of the Company, and proposes her new appointment.</p>			

- (Notes)
1. There are no special interests between the candidates and the Company.
  2. Mr. Minoru Enjitsu and Ms. Kayoko Kamijo are candidates for Outside Audit & Supervisory Board Members and candidates for independent officers based on the stipulations of Tokyo Stock Exchange, Inc.
  3. Mr. Minoru Enjitsu is currently an Outside Audit & Supervisory Board Member of the Company, and the number of years since his appointment as Outside Audit & Supervisory Board Member shall be four years at the closure of this Shareholders' Meeting.
  4. At the time of the appointment as Audit & Supervisory Board Member, the Company entered into an agreement with Mr. Yoshihiro Ikegami and Mr. Minoru Enjitsu as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the reappointment of Mr. Ikegami and Mr. Enjitsu is approved, the Company intends to continue the agreement.
  5. At the time of appointment as Audit & Supervisory Board Member, the Company intends to enter into an agreement with Ms. Kayoko Kamijo as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
  6. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Audit & Supervisory Board Members to cover damages and litigation expenses incurred by the insured. Insurance premiums are fully borne by the Company. If the candidates take office as Audit & Supervisory Board Member, they will be insured under this contract, which is to be renewed with the same terms and conditions during the candidates' terms of office.

[Skills Matrix of Directors, Audit & Supervisory Board Members and Executive Officers]

If Proposals 2 and 3 are approved as originally proposed at this Annual Shareholders' Meeting, the composition and skills matrix of the directors, Audit & Supervisory Board members, and executive officers of the Company after the Annual Shareholders' Meeting will be as follows:

Name	Position	Outside	Executive Officer	Specialty and experience								
				Corporate Management	Technology/ Research	Manufacturing/ Quality	Global	Marketing	DX	Sustainability	Legal Affairs	Finance
				General	Basic Strategy			Management Base				
Katsumi Omiya	Representative Director, Member of the Board, President and Chief Executive Officer		●	●	●	●	●	●		●		
Nobumoto Ishiki	Director, Member of the Board, Senior Managing Executive Officer		●	●	●	●	●		●	●		
Takashi Suzuki	Director, Member of the Board, Managing Executive Officer		●	●		●		●	●			
Tomokatsu Yasukawa	Director, Member of the Board, Executive Officer		●							●	●	●
Mineo Hanai	Director, Member of the Board	●		●	●	●	●	●				
Yoshiko Moriyama	Director, Member of the Board	●					●			●	●	
Yoshihiro Ikegami	Audit & Supervisory Board Member (Full-time)					●		●			●	
Minoru Enjitsu	Audit & Supervisory Board Member	●		●			●		●			●
Kayoko Kamijo	Audit & Supervisory Board Member	●								●		●
Nobuhiro Murai	Executive Officer		●		●	●		●				
Naoki Hisada	Executive Officer		●				●	●				●
Norio Tanaka	Executive Officer		●	●	●	●						
Harunobu Nakamura	Executive Officer		●	●	●	●	●		●	●		

**Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member

The Company proposes that one Substitute Audit & Supervisory Board Member be elected to prepare for cases of insufficiency in the number of Audit & Supervisory Board Members as set forth in relevant laws and regulations.

In addition, this proposal has already been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions and status of other important positions concurrently assumed	No. of the Company's shares owned by the candidate
<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Outside officer</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Independent officer</div> Daisuke Takahashi (February 27, 1980)	October 2005 Registered as Attorney-at-Law (Dai-Ichi Tokyo Bar Association) October 2005 Joined Shinwa Sogo Law Office September 2014 Partner, Shinwa Sogo Law Office (present) [Status of other important concurrent position] Partner, Shinwa Sogo Law Office	0
<p>Reasons for nomination as a candidate for Substitute Outside Audit &amp; Supervisory Board Member</p> <p>Mr. Daisuke Takahashi possesses specialist knowledge and experience as an attorney, and the Company has judged that he will be able to execute his duties appropriately as an Outside Audit &amp; Supervisory Board Member. For these reasons, the Company intends for him to utilize his specialist knowledge and experience as an attorney in the audit operations of the Company, and proposes his appointment.</p>		

- (Notes)
1. There are no special interests between Mr. Daisuke Takahashi and the Company.
  2. Mr. Daisuke Takahashi will be elected as a Substitute Outside Audit & Supervisory Board Member. If he takes office as an Audit & Supervisory Board Member, the Company intends to register him as an independent officer based on the stipulations of Tokyo Stock Exchange, Inc.
  3. Mr. Daisuke Takahashi is a candidate for Substitute Outside Audit & Supervisory Board Member. At the time of his appointment as Audit & Supervisory Board Member, the Company intends to enter into an agreement with Mr. Daisuke Takahashi as provided for in the Company's Articles of Incorporation, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
  4. The Company has entered into a Directors and Officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act insuring all its Audit & Supervisory Board Members to cover damages and litigation expenses incurred by the insured. Insurance premiums are fully borne by the Company. If the candidate, Mr. Daisuke Takahashi, takes office as an Audit & Supervisory Board Member, he will be insured under this contract.

End