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Securities code: 1716

September 12, 2024

(Commencement date of electronic provision measures: September 5, 2024)

**To Shareholders with Voting Rights:**

Masamitsu Takahashi  
Representative Director and  
President  
DAI-ICHI CUTTER KOGYO K.K.  
833 Hagisono, Chigasaki,  
Kanagawa, Japan

**NOTICE OF CONVOCATION OF  
THE 57th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 57th Annual General Meeting of Shareholders of DAI-ICHI CUTTER KOGYO K.K. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures and posted the matters subject to electronic provision measures on the website below:

The Company’s website  
(<https://www.daiichi-cutter.co.jp/en/ir/library/convocation/>)

In addition to the above, the matters subject to electronic provision measures have also been posted on the website below:

Tokyo Stock Exchange’s website  
(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the above Tokyo Stock Exchange’s website, enter the Company’s name (DAI-ICHI CUTTER KOGYO) or securities code (1716) to run a search, and select “Basic information” followed by “Documents for public inspection/PR information” to view the information.

If you wish to exercise your voting rights in advance, you may do so via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision measures and exercise your voting rights by 5:00 p.m. on Thursday, September 26, 2024, Japan time.

- 1. Date and Time:** Friday, September 27, 2024 at 10:00 a.m., Japan time  
(Reception starts at 9:30 a.m.)
- 2. Place:** 3F Main Conference Room, DAI-ICHI CUTTER KOGYO Headquarters  
Building  
833 Hagisono, Chigasaki, Kanagawa, Japan

### 3. Meeting Agenda:

#### Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 57th Fiscal Year (from July 1, 2023 to June 30, 2024), and the Report on the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Report on the Non-consolidated Financial Statements for the 57th Fiscal Year (from July 1, 2023 to June 30, 2024)

#### Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven Directors

### 4. Other Matters Regarding the Convocation of the General Meeting of Shareholders

- (1) If you exercise your voting rights both by mail and via the Internet, etc., the voting rights exercised via the Internet, etc. will be deemed valid.  
In addition, if you exercise your voting rights more than once via the Internet, etc., the most recent vote will be deemed valid.
- (2) If you wish to exercise your voting rights by proxy, you may do so by appointing one other shareholder with voting rights as your proxy.
- (3) If you do not indicate your approval or disapproval of a proposal in the Voting Rights Exercise Form, it will be treated as if you have indicated your approval.

- .....
- \* If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk at the venue.
  - \* For this General Meeting of Shareholders, we have uniformly sent all shareholders the paper copy containing the matters subject to electronic provision measures, regardless of whether or not it was requested. The following items, however, are not provided in the sent paper copy in accordance with laws and regulations as well as Article 14 of the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor audited the documents required to be audited, including the following matters.
    - "An outline of the system to ensure the appropriateness of business activities and the state of operation of such system" in the Business Report
    - "Notes to the consolidated financial statements" in the Consolidated Financial Statements
    - "Notes to the non-consolidated financial statements" in the Non-consolidated Financial Statements
  - \* If there are any revisions to the matters subject to electronic provision measures, a statement to that effect and the initial and revised versions of the matters will be posted on the respective websites listed above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

Our basic policy for the year-end dividend for the fiscal year under review is to pay a dividend that takes into account the continuation of stable dividends, while striving to maintain internal reserves in order to strengthen our management structure and prepare for future business development.

The year-end dividend for the fiscal year under review is proposed as follows.

1. Matters concerning appropriation of surplus
  - (1) Item of surplus to be increased and their amounts

General reserve:	¥100,000,000
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  - (2) Item of surplus to be decreased and their amounts

Retained earnings brought forward:	¥100,000,000
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2. Matters concerning year-end dividends
  - (1) Type of dividend assets

Cash
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  - (2) Allocation of dividend assets to shareholders and the total amount of dividends

Dividends per common share of the Company: ¥38	Total: ¥436,558,934
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  - (3) Effective date of dividends of surplus

September 30, 2024
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**Proposal 2: Election of Seven Directors**

The term of office of all Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

## &lt;Director candidates&gt;

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Masashi Adachi (February 14, 1978) <Reappointment>	June 2001      Joined the Company July 2007      Deputy Manager of Mito Sales Office September 2007 Manager of Mito Sales Office April 2009      General Manager of Building Maintenance Division July 2019      General Manager of Corporate Management Division [current position] December 2021 Director [current position]	10,776
<Reason for nomination as candidate for Director> Mr. Masashi Adachi has served as Manager of the Sales Office and General Manager of the Building Maintenance Division, and currently oversees entire administrative divisions as General Manager of the Corporate Management Division. The Company has deemed that, given his wealth of experience and broad knowledge of the Company's businesses in general, he is capable of appropriately executing the duties as Representative Director.			
2	Takashi Koki (February 17, 1975) <New election>	April 1993      Joined the Company April 2013      Assistant Manager of Chigasaki Sales Office September 2015 Director of Wallcutting Co., Ltd. July 2017      Manager of Tochigi Sales Office July 2019      Manager of Chigasaki Sales Office October 2021   Director of Komei Kouji Co., Ltd. December 2021 General Manager of Construction Division [current position] August 2022   General Manager of Sales Division [current position]	—
<Reason for nomination as candidate for Director> Mr. Takashi Koki has served as Manager of the Sales Offices and Director of Group companies, and is currently in charge of the Construction Division and the Sales Division to oversee the Company's business. The Company has deemed that, given his wealth of experience and broad knowledge of construction and sales in general, he is capable of appropriately executing the duties as a Director.			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Masakazu Matsuda (November 20, 1958) <New election>	<p>April 1982      Joined Toray Engineering Co., Ltd.</p> <p>June 2003      General Manager, General Affairs Department of Toray Engineering Co., Ltd.</p> <p>June 2009      President and CEO of Toray Engineering (Korea) Co., Ltd.</p> <p>June 2013      Vice President (Member of the Board), Administration Division of Toray Engineering Co., Ltd.</p> <p>June 2014      Auditor (concurrent, part-time) of TMT Machinery, INC., [current position]</p> <p>February 2016      President and CEO (concurrent, part-time) of Toray Engineering (Korea) Co., Ltd.</p> <p>June 2019      Senior Vice President (Member of the Board), overall CSR, Administration Division, and Legal Review Division of Toray Engineering Co., Ltd.</p> <p>June 2021      Senior Vice President (Member of the Board), Auditor Department, Finance &amp; Controller's Division, General Affairs &amp; Human Resources Division, and CRS Division of Toray Engineering Co., Ltd.</p> <p>June 2022      Executive Director, General Affairs &amp; Human Resources Division, and CRS Division of Toray Engineering Co., Ltd.</p>		—
<p>&lt;Reason for nomination as candidate for Director&gt;</p> <p>Mr. Masakazu Matsuda has served as Vice President (Member of the Board) of Toray Engineering Co., Ltd., which operates under the Construction Business Act, and has mainly engaged in human resources and general affairs. Given his wealth of experience and track record as a corporate manager, the Company expects that he will further enhance internal control functions and contribute to strengthening our corporate governance system by directly supervising and involving the Corporate Management Division on a full-time basis. Therefore, the Company deemed that he is capable of appropriately executing the duties as a Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Eiji Harada (May 20, 1966) <Reappointment>	<p>May 1991      Joined Andersen Consulting (currently Accenture Japan Ltd)</p> <p>February 1995      Director of Issei Printing Co., Ltd.</p> <p>January 1996      Representative Director and Vice President of Issei Press Co., Ltd.</p> <p>June 1996      Co-Founder [current position] and Representative Director of Eiji Harada Office (currently Eiji Press, Inc.)</p> <p>November 2013      Director of AFS Japan</p> <p>July 2014      Director and Chairman of Finance Committee of AFS Japan</p> <p>July 2017      Councilor of AFS Japan</p> <p>September 2017      Outside Director of the Company [current position]</p> <p>November 2019      Councilor of Karuizawa Kazakoshi Gakuen [current position]</p> <p>June 2021      Director of The Kamenori Foundation [current position]</p>	2,500
<p>&lt;Reason for nomination as Outside Director candidate and outline of roles expected to fulfill&gt;  Mr. Eiji Harada has a wealth of experience and broad insight as a corporate manager. The Company has deemed that he will continue to contribute to the strengthening of our corporate governance system by supervising the Company's management from an objective perspective and providing advice on management in general.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Kazumasa Namekata (May 4, 1953) <Reappointment>	<p>February 1985 Joined HIS Co., Ltd.</p> <p>September 1985 Director and Manager of Accounting Department of HIS Co., Ltd.</p> <p>February 1993 Director and Manager of General Affairs Department of HIS Co., Ltd.</p> <p>November 1997 Managing Director and Manager of Administration Headquarters of HIS Co., Ltd.</p> <p>June 2004 Representative Director and Director, in charge of Human Resource Department, Accounting Department, Affiliated Company Department, Manager of General Affairs Department of HIS Co., Ltd.</p> <p>January 2005 Representative Director and Managing Director of HIS Co., Ltd.</p> <p>January 2018 Special Advisor of HIS Co., Ltd.</p> <p>March 2018 Outside Director &amp; Audit and Supervisory Committee Member of Mobile Factory, Inc. [current position]</p> <p>June 2019 Councilor of EDF-Japan [current position]</p> <p>September 2019 Representative Director of Peace Travel Project Co., Ltd. [current position]</p> <p>August 2020 Auditor of Japan Challenger Project [current position]</p> <p>December 2021 Outside Director of the Company [current position]</p>	3,600
<p>&lt;Reason for nomination as Outside Director candidate and outline of roles expected to fulfill&gt;  Mr. Kazumasa Namekata has served as Representative Director of HIS Co., Ltd., during which time he was mainly responsible for administrative departments such as accounting and general affairs. The Company has deemed that, given his wealth of experience and track record as a corporate manager, he is capable of continuing to appropriately execute the duties as an Outside Director. The Company expects that he will continue to contribute to the strengthening of our corporate governance system by supervising the Company's management from an objective perspective and providing advice on management in general.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held			
6	Akira Shiramasa (July 16, 1974) <New election>	April 1999	Joined Nippon Telegraph and Telephone Corporation (NTT)	—			
		January 2002	Director of Photocreate Co., Ltd				
		August 2013	Representative Director of Spice Spirit Inc. [current position]				
		May 2015	Founder and Director of aroba Inc.				
		June 2015	Director of Shimauma Print System Co., Ltd.				
		January 2017	Representative Director of CCC Photo Life Lab Co., Ltd.				
		June 2018	Director of Kitamura Co., Ltd				
		April 2019	Managing Director of Kitamura Holdings Co., Ltd.				
		April 2020	Outside Director of Digital Hollywood Co., Ltd.				
		August 2022	Director and Chief Operating Officer of Toshiba Data Corporation				
November 2023		Director of Ubiregi Corp. [current position]					
<Reason for nomination as Outside Director candidate and outline of roles expected to fulfill> Mr. Akira Shiramasa has a wealth of experience and track record as a corporate manager with a broad insight about IT and digital technology. The Company has deemed that he will contribute to the strengthening of our corporate governance system by supervising the Company’s management from an objective perspective and providing advice mainly on the Company’s business system.							
7	Kyoko Sonoda (November 28, 1967) <New election>	April 1990	Joined All Nippon Airways Co., Ltd.	—			
		January 2016	Joined ChangeWAVE Inc.				
		May 2018	Advisor of ChangeWAVE Inc.				
		March 2022	Representative Director of Tara Presence Inc. [current position]				
		July 2024	Executive Advisor of Transform LLC. [current position]				
		<Reason for nomination as Outside Director candidate and outline of roles expected to fulfill> Ms. Kyoko Sonoda has worked for All Nippon Airways Co., Ltd. for years, engaging in a wide range of operations, such as reform of its organizational culture, human resources development, and corporate sales. With these experiences, she served as Advisor of ChangeWAVE Inc., founded Tara Presence Inc. and has been serving as its Representative Director. In particular, she has a wealth of experience and a track record in organizational reform, promotion of diversity, and training future leaders for large companies. The Company has deemed that she will contribute to the strengthening of our corporate governance system by supervising the Company’s management from an objective perspective and providing advice on organizational development and human resources development.					

- (Notes)
1. There is no special interest between any of the above candidates and the Company.
  2. Mr. Eiji Harada, Mr. Kazumasa Namekata, Mr. Akira Shiramasa and Ms. Kyoko Sonoda are candidates for Outside Director.
  3. Mr. Eiji Harada is currently an Outside Director of the Company and he will have been in office for seven years as of the conclusion of this General Meeting of Shareholders.
  4. Mr. Kazumasa Namekata is currently an Outside Director of the Company and he will have been in office for two years and nine months as of the conclusion of this General Meeting of Shareholders.
  5. The Company has entered into agreements with Mr. Eiji Harada and Mr. Kazumasa Namekata, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit liability for damage under Article 423, Paragraph 1 of the Companies Act to the



minimum liability amount stipulated in Article 425, Paragraph 1 of Companies Act. If their reappointment is approved, the Company plans to continue to enter into similar agreements with them. If the appointment of Mr. Akira Shiramasa and Ms. Kyoko Sonoda is approved, the Company plans to enter into agreements with them in accordance with Article 427, Paragraph 1 of the Companies Act, to limit liability for damage under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of Companies Act.

6. The Company has designated Mr. Eiji Harada and Mr. Kazumasa Namekata as independent directors in accordance with the provisions of the Tokyo Stock Exchange and will continue to designate them as independent directors if their reappointment is approved. Mr. Akira Shiramasa and Ms. Kyoko Sonoda satisfy the requirements of an independent director under the provisions of the Tokyo Stock Exchange, and the Company plans to register them with the Exchange as independent directors.
7. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. If an insured person, including a Director of the Company, receives a claim for damage arising from a breach of the duty of due diligence based on his or her position as an officer, etc., the insurance contract will cover litigation costs, damages, and other expenses to be borne by the insured person (except in the case where benefits or favors have been obtained illegally or in the event of a breach of trust, criminal activity, fraud, or other improper activity). If the candidates are elected and assume office as Directors, they will become insured persons under the insurance contract. The Company plans to renew the insurance contract with the same details at the time of renewal.