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(Securities Code: 5832)

June 5, 2025

To Shareholders with Voting Rights:

Sadanori Kato
Director and President
Chugin Financial Group, Inc.
1-15-20 Marunouchi, Kita-ku,
Okayama, Japan

**NOTICE OF CONVOCATION OF
THE 3RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 3rd Ordinary General Meeting of Shareholders of Chugin Financial Group, Inc. (the “Company”) will be held for the purposes as described below.

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

The Company’s website (in Japanese): <https://www.chugin-fg.co.jp/>

Please access the aforementioned website, and select “To shareholders and investors,” “Stock information,” and “General Meeting of Shareholders” in this order to confirm the information.

Matters subject to electronic provision measures are posted on the website of Tokyo Stock Exchange (TSE), in addition to the aforementioned website. Please access the following TSE website (TSE Listed Company Search), enter the issue name (company name) or securities code to search, and select “Basic information” and “Documents for public inspection/PR information” in this order to confirm the information.

TSE website (TSE Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you will not be attending the meeting on the day, you may exercise your voting rights via the Internet, etc., or in writing (mail). Please review the “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by Wednesday, June 25, 2025, at 5:00 p.m. Japan time.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time
- 2. Place:** 3F Auditorium, Head Office, the Company, 1-15-20 Marunouchi, Kita-ku, Okayama, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 3rd Fiscal Year (from April 1, 2024 to March 31, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Exercise of Voting Rights

Exercise of Voting Rights by Attending the Meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Exercise of Voting Rights via the Internet, etc.

If voting via the Internet, etc., please confirm the “Procedures to Exercise of Voting Rights via the Internet, etc.” and exercise your voting rights by the aforementioned deadline.

Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the aforementioned deadline.

- (1) If there is no indication of approval or disapproval for each of the proposals on the Voting Rights Exercise Form, it will be treated as an indication of approval.
- (2) If you exercise your vote multiple times via the Internet, etc., the last vote exercised will be deemed valid.
- (3) If you vote both in writing on the Voting Rights Exercise Form and the Internet, etc., the vote placed via the Internet, etc. will be deemed valid.

End

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There is no distribution of souvenirs to our shareholders attending the meeting. We sincerely appreciate your understanding.

When attending the meeting, please bring this Notice of Convocation with you.

Although a system for electronic provision of Shareholders Meeting materials came into force in September 2022, the Company is sending a simplified notice of convocation starting this General Meeting of Shareholders. Please access the website mentioned in this Notice of Convocation to review the full text of the Shareholders Meeting materials. (We have sent a paper copy of the Shareholders Meeting materials to the shareholders who have requested the delivery of a paper copy.)

For those who wish to continue to receive the Shareholders Meeting materials in paper form, please apply through the Company's shareholder registry administrator (Mitsubishi UFJ Trust and Banking Corporation) or through securities companies you have business with, no later than the record date for voting rights at the Company's General Meeting of Shareholders (March 31st of each year for the Ordinary General Meeting of Shareholders).

For inquiries: Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation

(Dedicated line for the electronic provision system)

Phone: 0120-696-505 (toll free) (from 9:00 a.m. to 5:00 p.m. Japan Time on weekdays, excluding Saturdays, Sundays, and Public holidays, etc.)

Pursuant to laws and regulations as well as the Articles of Incorporation of the Company, this paper copy that has been sent to shareholders who have requested the delivery of a paper copy does not contain the following items. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the matters below.

#### **1. Business Report**

- (1) “Matters Concerning Stock Acquisition Rights of the Company, etc.”
- (2) “Matters Concerning the Accounting Auditor”
- (3) “Basic Policy Regarding the Desirable State of Parties Controlling the Determination of the Company's Financial and Business Policies”
- (4) “Systems to Secure the Appropriateness of Operations”
- (5) “Matters Concerning Specified Wholly-Owned Subsidiaries”
- (6) “Matters Concerning Transactions with the Parent Company”
- (7) “Matters Concerning Accounting Advisor”

#### **2. Financial Statements**

- (1) “Consolidated Statements of Changes in Net Assets” and “Notes to the Consolidated Financial Statements”
- (2) “Non-Consolidated Statements of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements”

Revisions to the matters subject to electronic provision measures will be posted on each website where these matters are posted.

|                       |                                                                         |
|-----------------------|-------------------------------------------------------------------------|
| The Company's Website | <a href="https://www.chugin-fg.co.jp/">https://www.chugin-fg.co.jp/</a> |
|-----------------------|-------------------------------------------------------------------------|

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

The Company proposes the following regarding appropriation of surplus.

<Matters concerning year-end dividends>

The Company engages in capital management that balances three elements: soundness, profitability (capital efficiency), and shareholder returns.

[Specific shareholder return policy]

The Company aims at a payout ratio of around 40% with a target of increasing dividends through profit growth, and will also flexibly implement purchase of treasury shares through capital control.

Dividends:

- We aim at a payout ratio of around 40% of net income attributable to owners of parent and aim to increase dividends through profit growth.

Purchase of treasury shares:

- We aim at a common equity Tier 1 ratio (excluding valuation difference on available-for-sale securities, etc.) of 11%–12% as an indicator and will flexibly implement purchase of treasury shares through capital control.

The year-end dividend for the 3rd fiscal year was scheduled to be 29.50 yen per share as announced on November 8, 2024. However, considering the aforementioned shareholder return policy, the Company would like to increase the ordinary dividend by 6 yen to 35.50 yen per share.

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount  
35.50 yen per share of common stock  
Total of 6,351,351,683 yen
- (2) Effective date of distribution of surplus  
Friday, June 27, 2025

**Proposal No. 2:** Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same applies in the rest of this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of five (5) Directors is proposed.

Candidates for the Directors are decided by the resolution of the Board of Directors upon the deliberation by the Nominating and Compensation Committee that is chaired by an outside director.

The Audit and Supervisory Committee judged that each of the candidates is qualified for a Director of the Company.

The candidates for Director are as follows:

| No. | Name               | Current position at the Company                                                                    | Attendance at meetings of the Board of Directors: |
|-----|--------------------|----------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 1   | Sadanori Kato      | Director and President<br>(Representative Director) [Reappointment] [Male]                         | 11/11<br>(100%)                                   |
| 2   | Ikuhide Harada     | Director and Vice President<br>(Representative Director) [Reappointment] [Male]                    | 11/11<br>(100%)                                   |
| 3   | Soichi Yamamoto    | Director and Senior Managing Executive Officer<br>(Representative Director) [Reappointment] [Male] | 11/11<br>(100%)                                   |
| 4   | Kenichi Fukuhara   | Outside Director [Reappointment] [Outside] [Independent] [Male]                                    | 11/11<br>(100%)                                   |
| 5   | Yoichiro Yatsurugi | Outside Director [Reappointment] [Outside] [Independent] [Male]                                    | 9/9<br>(100%)                                     |

# 1 Sadanori Kato

[Reappointment]  
[Male]

**Date of birth**  
August 23, 1957

**Attendance at meetings of the Board of Directors:**  
11/11 (100%)

**Number of shares of the Company held:**  
50,737 shares

## Past experience, positions, responsibilities, and significant concurrent positions

|      |      |                                                                                  |
|------|------|----------------------------------------------------------------------------------|
| Apr. | 1981 | Joined The Chugoku Bank, Ltd. (hereinafter, the “Bank”)                          |
| Feb. | 2003 | General Manager, Kamogata Branch                                                 |
| Feb. | 2005 | General Manager, Konan Branch                                                    |
| Feb. | 2008 | Senior Deputy General Manager, Computer System Department                        |
| Jun. | 2008 | General Manager, Computer System Department                                      |
| Jun. | 2012 | Commissioner and General Manager, Computer System Department                     |
| Jun. | 2013 | Director and General Manager, Personnel Department                               |
| Jun. | 2015 | Managing Director                                                                |
| Jun. | 2017 | Senior Managing Director (Representative Director)                               |
| Jun. | 2019 | Director and President (Representative Director) (current position)              |
| Oct. | 2022 | Director and President (Representative Director), the Company (current position) |

## Responsibilities:

Overall business, Secretariat, and D&I NEXT10 Promotion Department

## Significant concurrent position:

Director and President (Representative Director), the Bank

## Reasons for selecting the candidate for Director and outline of expected roles:

He has been involved in the Company and the Bank’s Management Planning Department, Compliance Department, Computer System Department, and Risk Management Department, among others. He possesses a wealth of experience and wide-ranging knowledge of the management and business operations of the Group. He currently serves as Director and President (Representative Director) of the Company and Director and President (Representative Director) of the Bank, and has been aptly fulfilling those duties and responsibilities.

He has formulated a new medium-term management plan, “The Stage III, Plan for Creating the Future Together” in March 2023 under the slogan “This challenge will create our future,” towards the actualization of the growth strategy.

The Company nominates him as a candidate for Director, as it expects him to utilize that experience and knowledge to both execute the management and business operations of the Group appropriately, fairly, and efficiently, and contribute to the Group’s sound and sustainable growth and to improving its medium-to-long term corporate value.

2

Ikuhide Harada

[Reappointment]  
[Male]

**Date of birth**

April 6, 1961

**Attendance at meetings of the Board of Directors:**

11/11 (100%)

**Number of shares of the Company held:**

36,823 shares

**Past experience, positions, responsibilities, and significant concurrent positions**

|      |      |                                                                                                                                                                              |
|------|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Apr. | 1985 | Joined the Bank                                                                                                                                                              |
| Oct. | 2007 | General Manager, Hirai Branch                                                                                                                                                |
| Jun. | 2009 | General Manager, Fuchu Branch                                                                                                                                                |
| Jun. | 2011 | General Manager, Osaka Branch                                                                                                                                                |
| Jun. | 2013 | General Manager, Fukuyama Branch and Senior Deputy General Manager, Bingo Regional Headquarters                                                                              |
| Jun. | 2015 | Executive Officer and General Manager, Personnel Department                                                                                                                  |
| Jun. | 2017 | Managing Director                                                                                                                                                            |
| Jun. | 2019 | Senior Managing Director (Representative Director)                                                                                                                           |
| Oct. | 2022 | Senior Managing Director (Representative Director), the Company                                                                                                              |
| Jun. | 2023 | Director and Senior Managing Executive Officer (Representative Director), the Company and Director and Senior Managing Executive Officer (Representative Director), the Bank |
| Apr. | 2025 | Director and Vice President (Representative Director), the Company and Director and Vice President (Representative Director), the Bank (current position)                    |

**Responsibilities:**

Overall business, Human Resources Strategy Department, and Audit & Inspection Department

**Significant concurrent position:**

Director and Vice President (Representative Director), the Bank

**Reasons for selecting the candidate for Director and outline of expected roles:**

He has been involved in the Company and the Bank's Computer System Department, Risk Management Department, Management Planning Department (including Innovation Promotion Department), Regional Revitalization & SDGs Promotion Department, Personnel Department, and Audit & Inspection Department, among others. He possesses a wealth of experience and wide-ranging knowledge of the management and business operations of the Group.

Since the founding of the Company, he has served as Senior Managing Director (Representative Director) and Director and Senior Managing Executive Officer (Representative Director). Since April 2025, he has been aptly fulfilling the duties and responsibilities as Director and Vice President (Representative Director) and Director and Vice President (Representative Director) of the Bank.

The Company nominates him as a candidate for Director, as it expects him to utilize that experience and knowledge to both execute the management and business operations of the Group appropriately, fairly, and efficiently, and contribute to the Group's sound and sustainable growth and to improving its medium-to-long term corporate value.



### 3 Soichi Yamamoto

[Reappointment]  
[Male]

**Date of birth**  
August 5, 1965

**Attendance at meetings of  
the Board of Directors:**  
11/11 (100%)

**Number of shares of the  
Company held:**  
26,350 shares

#### **Past experience, positions, responsibilities, and significant concurrent positions**

|      |      |                                                                                                                                                                                                 |
|------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Apr. | 1988 | Joined the Bank                                                                                                                                                                                 |
| Jun. | 2011 | General Manager, Hong Kong Branch                                                                                                                                                               |
| Jun. | 2013 | General Manager, Kannabe Branch                                                                                                                                                                 |
| Jun. | 2015 | General Manager, Risk Management Department                                                                                                                                                     |
| Jun. | 2017 | General Manager, Tokyo Branch                                                                                                                                                                   |
| Jun. | 2019 | Managing Executive Officer and General Manager, Head Office Business Department                                                                                                                 |
| Jun. | 2021 | Managing Executive Officer, General Manager, Chuo Regional Headquarters and General Manager, Head Office Business Department                                                                    |
| Jun. | 2022 | Managing Director                                                                                                                                                                               |
| Oct. | 2022 | Executive Officer, the Company                                                                                                                                                                  |
| Jun. | 2023 | Director and Managing Executive Officer, the Company and Director and Managing Executive Officer, the Bank                                                                                      |
| Apr. | 2025 | Director and Senior Managing Executive Officer (Representative Director), the Company and Director and Senior Managing Executive Officer (Representative Director), the Bank (current position) |

#### **Responsibilities:**

Overall business, Corporate Planning Department, and Innovation Promotion Department

#### **Significant concurrent position:**

Director and Senior Managing Executive Officer (Representative Director), the Bank

#### **Reasons for selecting the candidate for Director and outline of expected roles:**

He has been involved in the Company and the Bank's Computer System Department, Risk Management Department, and Management Planning Department (including Innovation Promotion Department), among others. He possesses a wealth of experience and wide-ranging knowledge of the management and business operations of the Group.

Since the founding of the Company, he has served as Executive Officer and Director and Managing Executive Officer. Since April 2025, he has been aptly fulfilling the duties and responsibilities as Director and Senior Managing Executive Officer (Representative Director) and Director and Senior Managing Executive Officer (Representative Director) of the Bank.

The Company nominates him as a candidate for Director, as it expects him to utilize that experience and knowledge to both execute the management and business operations of the Group appropriately, fairly, and efficiently, and contribute to the Group's sound and sustainable growth and to improving its medium-to-long term corporate value.

## 4 Kenichi Fukuhara

[Reappointment]  
[Outside]  
[Independent]  
[Male]

**Date of birth**  
April 19, 1951

**Term of office as Outside Director(at the conclusion of this General Meeting of Shareholders):**  
2 years

**Attendance at meetings of the Board of Directors:**  
11/11 (100%)

**Number of shares of the Company held:**  
1,400 shares

### **Past experience, positions, responsibilities, and significant concurrent positions**

|      |      |                                                                                                                                                                          |
|------|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Apr. | 1976 | Joined Nomura Securities Co., Ltd.                                                                                                                                       |
| Jun. | 2000 | Director, Nomura Securities Co., Ltd.                                                                                                                                    |
| Jun. | 2004 | Resigned from Nomura Securities Co., Ltd.                                                                                                                                |
| Jun. | 2004 | Corporate Senior Executive Vice President, Benesse Corporation (currently Benesse Holdings, Inc.)<br>Representative Director and President, Benesse Style Care Co., Ltd. |
| Jun. | 2007 | Representative Director, Vice Chairman, Benesse Corporation (currently Benesse Holdings, Inc.)<br>Resigned from Benesse Style Care Co., Ltd.                             |
| Jun. | 2016 | Representative Director and President, Benesse Holdings, Inc.                                                                                                            |
| Oct. | 2016 | Representative Director and Vice Chairman, Benesse Holdings, Inc.                                                                                                        |
| Jun. | 2019 | Special Adviser, Benesse Holdings, Inc.<br>Outside Director, Melco Holdings Inc.                                                                                         |
| Jun. | 2020 | Representative Director and Vice Chairman, Benesse Foundation for Children (current position)<br>Special Adviser, Fukutake Foundation                                    |
| Jun. | 2023 | Outside Director, the Company (current position)<br>Retired from Outside Director, Melco Holdings Inc.                                                                   |
| Mar. | 2025 | Outside Auditor, Whiz Partners Inc. (current position)<br>Retired from Special Adviser, Benesse Holdings, Inc.                                                           |

### **Significant concurrent position:**

Outside Auditor, Whiz Partners Inc.

### **Reasons for selecting the candidate for Outside Director and outline of expected roles:**

He obtained a Master in International Management (MIM) in the United States and has held the posts of Director of Nomura Securities Co., Ltd., and Representative Director and President and Representative Director and Vice Chairman of Benesse Holdings, Inc. He possesses a wealth of corporate management experience and a high level of knowledge.

He currently serves as Outside Director of the Company and has been aptly fulfilling those duties and responsibilities.

The Company nominates him as a candidate for Outside Director with the expectation that he will give advice that utilizes that experience and knowledge and strengthen the viability of the decision-making functions and supervisory functions of the Board of Directors of the Company from his position of being independent from management, for the purpose of the Group's sound and sustainable growth and improvement of its medium-to-long term corporate value.

# 5 Yoichiro Yatsurugi

[Reappointment]  
[Outside]  
[Independent]  
[Male]

**Date of birth**  
May 3, 1955

**Term of office as Outside  
Director(at the conclusion  
of this General Meeting of  
Shareholders):**  
1 year

**Attendance at meetings of  
the Board of Directors:**  
9/9 (100%)

**Number of shares of the  
Company held:**  
200 shares

## Past experience, positions, responsibilities, and significant concurrent positions

|      |      |                                                                                                                |
|------|------|----------------------------------------------------------------------------------------------------------------|
| Apr. | 1978 | Joined IBM Japan, Ltd.                                                                                         |
| Jan. | 1998 | General Manager, Network Services Division, IBM Japan, Ltd.                                                    |
| Jun. | 1999 | President, AT&T Global Network Services Japan LLC                                                              |
| Apr. | 2001 | President, AT&T Asia Pacific                                                                                   |
| Aug. | 2003 | Senior Managing Executive Officer, Japan Telecom, Inc.                                                         |
| Feb. | 2005 | President and Representative Director, WILLCOM, Inc.                                                           |
| Sep. | 2007 | President and Representative Director, SAP Japan Co., Ltd.                                                     |
| Jan. | 2010 | Chief Advisor, Works Applications Co., Ltd.                                                                    |
| Dec. | 2011 | President and Representative Director, iGREQUE.com                                                             |
| Apr. | 2015 | Director, iGREQUE.com                                                                                          |
| Dec. | 2015 | Information Security Guidance Specialist, National Center of Incident Readiness and Strategy for Cybersecurity |
| Oct. | 2018 | Executive Vice President, Works Applications Co., Ltd.                                                         |
| Jul. | 2021 | Senior Managing Director and General Manager, DX Business Division, Densan System Co., Ltd.                    |
| Apr. | 2024 | President, GeoTechnologies, Inc. (current position)                                                            |
| Jun. | 2024 | Outside Director, the Company (current position)                                                               |

## Significant concurrent position:

President, GeoTechnologies, Inc.

## Reasons for selecting the candidate for Outside Director and outline of expected roles:

Through his many years of experience in the management of multiple companies, he possesses a wealth of corporate management experience and a high level of knowledge. He also possesses specialization in IT and DX and served as an Expert Committee Member of the Digital Government Working Group in the Council for Promotion of Regulatory Reform within the Cabinet Office. He currently serves as Outside Director of the Company and has been aptly fulfilling those duties and responsibilities. The Company nominates him as a candidate for Outside Director with the expectation that he will give advice that utilizes that experience, knowledge, and specialization and strengthen the viability of the decision-making functions and supervisory functions of the Board of Directors of the Company from his position of being independent from management, for the purpose of the Group's sound and sustainable growth and improvement of its medium-to-long term corporate value.

- (Notes)
1. There are no special interests between the candidates and the Company.
  2. The Company has entered into a directors and officers liability insurance contract with an insurance company, which covers legal damages and litigation expenses to be borne by insured persons and designates all Directors (including Audit and Supervisory Committee Members), Executive Officers, and Auditors of the Company and all subsidiaries of the Company as the insured. The insurance premiums are fully borne by the Company. However, the insurance contract does include certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. Each candidate for Director is insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.
  3. Messrs. Kenichi Fukuhara and Yoichiro Yatsurugi are candidates for Outside Director. They satisfy the criteria for independence stipulated by the Tokyo Stock Exchange and also the "Criteria for Independence of Outside Directors" (described hereinafter) determined by the Company. The Company has registered Messrs. Kenichi Fukuhara and Yoichiro Yatsurugi at the Tokyo Stock Exchange as independent officers as stipulated by the Tokyo Stock Exchange. If this proposal is adopted as proposed, the Company plans to designate Messrs. Kenichi Fukuhara and Yoichiro Yatsurugi as independent officers.
  4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Outside Directors to limit their liability for damages as provided for by Article 423, Paragraph 1 of said Act. The liability amount for Outside Directors pursuant to such agreement shall be the minimum amount stipulated by laws and regulations. If this proposal is approved as proposed, the Company plans to continue to have the agreement in effect with Messrs. Kenichi Fukuhara and Yoichiro Yatsurugi.
  5. The "Past experience, positions, responsibilities, and significant concurrent positions" of the candidates for Director are as of the date Reference Documents for the General Meeting of Shareholders were created. Positions without the indication of (current position) are either resigned or retired.

## **(Reference) Criteria for Independence of Outside Directors**

The Company designates all Outside Directors as independent officers, as long as they satisfy the qualifications for independent officer.

Outside Directors at the Company are deemed to be independent if they satisfy the criteria for independent officers as stipulated by the Tokyo Stock Exchange and do not fall under any of the following items currently or recently (\*1).

- (1) Counterparties to major (\*2) transactions with the Group or their executives
- (2) The Group's major (\*2) business partners or their executives
- (3) Consultants, accounting professionals, legal professionals, who receive from the Group a large amount (\*3) of money and other assets other than officer compensation from the Group (if those who receive the said assets are corporations, associations, or other organizations, those who belong to such organizations)
- (4) Organizations that receive a large amount (\*3) of donations from the Group or their executives
- (5) Major shareholders (\*4) of the Group or their executives
- (6) Close relatives (\*6) of the following persons (excluding unimportant persons (\*5))
  - a. Persons corresponding to (1) to (5) above
  - b. Executives, and Directors who are not executives of the group companies of the Company

\* Definitions of the aforementioned terms shall be as follows:

- (\*1) "Recently": Refers to cases where it is practically equivalent to the present, for example, including cases where the person was falling under any of the items at the time when the contents of a proposal for his/her election as Outside Director, which was to be submitted at a General Meeting of Shareholders, were determined.
- (\*2) "Major": Judged based on a standard of 1% or more of consolidated net sales (consolidated gross profit, in case of the Group) in the most recent fiscal year.
- (\*3) "Large amount": An amount of 10 million yen or more on average over the past three (3) years.
- (\*4) "Major shareholders": Shareholders who hold 10% or more of the total voting rights.
- (\*5) "Unimportant persons": Persons who are not company officers, employees holding a department manager or similar position, certified public accountants or attorneys working at accounting firms or law offices, etc.
- (\*6) "Close relatives": Relatives within two degrees of kinship.

**(Reference) Directors' Skill Matrix**

| Name                                                          |                    |                       | Internal Directors: Areas with advanced knowledge or experience<br>Outside Directors: Areas with advanced knowledge and specialized expertise |                    |                                |                             |                |           |                        |               |
|---------------------------------------------------------------|--------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------|-----------------------------|----------------|-----------|------------------------|---------------|
|                                                               |                    |                       | Corporate management/<br>Sustainability                                                                                                       | Corporate strategy | Compliance/<br>Risk management | Human resources<br>strategy | Sales strategy | System/DX | Finance and accounting | Legal affairs |
| Directors (Excluding Audit and Supervisory Committee Members) | Sadanori Kato      | [Male]                | ●                                                                                                                                             | ●                  | ●                              | ●                           | ●              | ●         |                        |               |
|                                                               | Ikuhide Harada     | [Male]                | ●                                                                                                                                             | ●                  | ●                              | ●                           | ●              | ●         |                        |               |
|                                                               | Soichi Yamamoto    | [Male]                | ●                                                                                                                                             | ●                  | ●                              |                             | ●              | ●         |                        |               |
|                                                               | Kenichi Fukuhara   | [Outside]<br>[Male]   | ●                                                                                                                                             | ●                  | ●                              | ●                           | ●              |           |                        |               |
|                                                               | Yoichiro Yatsurugi | [Outside]<br>[Male]   | ●                                                                                                                                             | ●                  | ●                              | ●                           | ●              | ●         |                        |               |
| Directors Serving as Audit and Supervisory Committee Members  | Hiroyuki Ohara     | [Male]                | ●                                                                                                                                             |                    | ●                              | ●                           | ●              | ●         |                        |               |
|                                                               | Yukiyo Kiyono      | [Outside]<br>[Female] |                                                                                                                                               |                    |                                |                             |                |           |                        | ●             |
|                                                               | Yasuhiro Hitomi    | [Outside]<br>[Male]   | ●                                                                                                                                             | ●                  |                                |                             |                |           |                        |               |
|                                                               | Emiko Ikigoshi     | [Outside]<br>[Female] |                                                                                                                                               |                    |                                |                             |                |           | ●                      |               |

\*This does not represent all the knowledge and experience possessed by each Director.