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Securities code: 6755

June 9, 2025

Start date of measures for electronic provision: June 4, 2025

To Our Shareholders:

Koji Masuda
President and CEO (Chief Executive Officer)
Fujitsu General Limited
3-3-17, Suenaga, Takatsu-ku, Kawasaki, Japan

CONVOCATION NOTICE OF THE 106TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Please refer to the below for information about the upcoming the 106th Ordinary General Meeting of Shareholders (the “Meeting”) of Fujitsu General Limited (the “Company”).

If you do not attend the Meeting, please review the attached “Reference Materials for the General Meeting of Shareholders” and exercise your voting rights no later than 5:00 p.m. Wednesday, June 25, 2025 (Japan Standard Time), in accordance with the guidance on the following pages.

We have taken measures for electronic provision of materials for the Meeting and pursuant to the provisions of Article 325-3 of the Companies Act of Japan, have disclosed the matters subject to measures for electronic provision on the Company’s website on the internet.

Please access the website at the following link, select “General Meeting of Shareholders” to confirm those matters.

The Company’s website:

<https://www.fujitsu-general.com/global/ir/>

In addition to the Company’s website, the matters subject to measures for electronic provision of materials are also disclosed on the website of the Tokyo Stock Exchange.

If you are unable to view the matters subject to measures for electronic provision of materials on the Company’s website, please access the Tokyo Stock Exchange website (Search for a listed company) at the following link, enter the “Fujitsu General Limited” in “Issue Name” (Company Name) or code “6755 in “Code” and click on “Search.” Select “Basic information,” “Documents for public inspection/PR information,” to confirm those matters.

The Tokyo Stock Exchange website:

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

Thank you very much for your cooperation.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. (Japan Standard Time)
- 2. Place:** 3-3-17, Suenaga, Takatsu-ku, Kawasaki, Japan
Hall, second floor, “Innovation & Communication Center (ICC)”,
the Company headquarters
- 3. Meeting Agenda:**
- Matters to be Reported:**
1. The Business Report and the Consolidated Financial Statements for the 106th Fiscal Year (April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the 106th Fiscal Year (April 1, 2024 to March 31, 2025)
- Matters to be Resolved:**
- First Proposal:** Partial Amendments to the Articles of Incorporation
- Second Proposal:** Election of Eight (8) Directors
- Third Proposal:** Election of One (1) Audit & Supervisory Board Member
- Fourth Proposal:** Election of One (1) Substitute Audit & Supervisory Board Member
- Fifth Proposal:** Election of Accounting Auditor
- Sixth Proposal:** Bonus Payments for Directors

4. Guidance for Exercising Voting Rights:

- 1) Attendance at the Meeting
Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and submit it at the venue reception.
- 2) Exercise of voting rights via the Internet
Please read the “Guidance for the Exercise of Voting Rights via the Internet” (on page 4-5) and exercise your voting rights no later than 5:00 p.m., Wednesday, June 25, 2025 (Japan Standard Time).
- 3) Exercise of voting rights in writing
Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and send it to the Company to arrive no later than 5:00 p.m., Wednesday, June 25, 2025 (Japan Standard Time).
- 4) If your voting rights are exercised both in writing and via the Internet, we will consider the exercise via the Internet to be valid. In the event that your voting rights are exercised more than once via the Internet, we will consider the last vote to be valid.
- 5) If you exercise your voting rights by proxy, you may choose one party who holds voting rights of the Company as a proxy. In this case, please submit a document evidencing the proxy’s power of representation as required.
- 6) If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form, the Company will deem that you indicated your approval of the proposal.

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- The Meeting will be carried out in business casual attire (“Cool Biz” in Japanese) on the day.
Your kind understanding is appreciated.
 - The Company sent only this notice of convocation to all shareholders except those who have requested the delivery of written documents.
 - Of measures for electronic provision of materials, the following items are not included in the documents to be delivered to shareholders who have requested the delivery of written documents in accordance with laws and regulations and of the Company’s Articles of Incorporation. The Audit & Supervisory Board Member and the Accounting Auditor have audited the documents, including the following matters posted on each of the website described on page 1.
 - “System to ensure that Directors’ execution of duties complies with laws and regulations and the Articles of Incorporation, and other systems to ensure proper execution of business, and overview of operation status of such systems” in the Business Report

- “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
- “Non-Consolidated Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” in the Non-Consolidated Financial Statements
- If any amendments are made to matters subject to measures for electronic provision of materials, such amendments will be posted on the websites of the Company and Tokyo Stock Exchange mentioned on page 1.

Guidance for the Exercise of Voting Rights via the Internet

If you wish to exercise your voting rights via the Internet, we would like you to confirm the following.

1. Website for Exercising Voting Rights

You can exercise your voting rights via the Internet by accessing and using the Company's designated website or smartphone by scanning "QR code for the Voting Rights Exercise Website for Smartphones" listed on the Voting Rights Exercise Form.

<Website for exercising voting rights> <https://www.web54.net>

2. Method of the Exercise of Voting Rights

(1) For shareholders using a personal computer

After accessing the above website, please enter the "Voting Rights Exercise Code" and "Password" specified in the enclosed Voting Rights Exercise Form. Then, indicate your approval or disapproval of each of the proposals by following the instructions displayed on the screen.

(2) For shareholders using a smartphone

By using your smartphone to scan the "QR code for the Voting Rights Exercise Website for Smartphones" in the enclosed voting form, you can exercise your voting rights via the website without entering your "Voting Rights Exercise Code" and "Password". If you wish to change your vote after casting, please scan the QR code again. You will be required to enter the "Voting Rights Exercise Code" and "Password" displayed on the Voting Rights Exercise Form.

3. Handling of the Exercise of Voting Rights

- (1) The deadline for voting is 5:00 p.m., Wednesday, June 25, 2025 (Japan Standard Time). An early exercise of your vote would be very much appreciated.
- (2) If your voting rights are exercised both in writing and via the Internet, we will consider the exercise via the Internet to be valid. In the event that your voting rights are exercised more than once via the Internet, we will consider the last vote to be valid.
- (3) Any fees to Internet service providers and telecommunication carriers (such as access fees.) for the usage of the website for exercising voting rights shall be borne by the shareholders.
- (4) In some network environments (a personal computer or smartphone, etc.), you may not be able to exercise voting rights.

4. Handling of Password and Voting Rights Exercise Code

- (1) Password is important information to verify whether the person exercising voting rights is a legitimate shareholder. Please maintain the password as strictly confidential in the same manner as a seal or a personal identification number.
- (2) In case you commit more errors than a certain number of tries to input your password, you will not be allowed to use the password. If you would like your password to be reissued, please follow the instruction on the screen for the necessary procedures.
- (3) Voting Rights Exercise Code indicated on the Voting Rights Exercise Form is valid only for the Meeting.

5. In Case You Need Instructions to Operate Your Personal Computer, etc.

- (1) In case you need instructions on how to operate your personal computer, etc., in order to exercise your voting rights, please call the following number:

A dedicated number of Stock Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited
Telephone: 0120 (652) 031 (Business hours: 9:00 a.m. to 9:00 p.m.; toll-free within Japan only)

- (2) If you have any other inquiries, please use the following contacts:

a. Shareholders with an account at a securities company

For a shareholder who has an account at a securities company, please contact the securities company that handles your transactions.

b. Shareholders who do not have an account at a securities company (shareholders with a special account)

Stock Transfer Agency Business Planning Dept, Sumitomo Mitsui Trust Bank, Limited.
Telephone: 0120 (782) 031 (Business hours: 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays, and public holidays; toll-free within Japan only)

6. Exercise of Voting Rights via the Electronic Voting Rights Exercise platform (for institutional investors)

Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to electronically exercise the voting rights for the Meeting.

Reference Materials for the General Meeting of Shareholders

Proposals and Reference Information

First Proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments
In line with the change in title from “Corporate Vice President” to “Executive Officer,” we propose to amend a part of the current Articles of Incorporation.
2. Details of Amendments
Details of the amendments mentioned above are as follows:

(Underline indicates amendments)

Current Articles	Proposed Amendments
<p>Chapter 4: Directors and the Board of Directors</p> <p>(President and Chairman) Article 29: The Board of Directors shall, by its resolution, appoint one (1) President from among the Directors or <u>Corporate Vice Presidents</u>, and may appoint one (1) Chairman from among the Directors.</p> <p>(<u>Corporate Vice President</u>) Article 33: The Company may, by resolution of the Board of Directors, appoint <u>Corporate Vice Presidents</u> who shall execute operations of the Company by division of duties.</p>	<p>Chapter 4: Directors and the Board of Directors</p> <p>(President and Chairman) Article 29: The Board of Directors shall, by its resolution, appoint one (1) President from among the Directors or <u>Executive Officers</u>, and may appoint one (1) Chairman from among the Directors.</p> <p>(<u>Executive Officer</u>) Article 33: The Company may, by resolution of the Board of Directors, appoint <u>Executive Officers</u> who shall execute operations of the Company by division of duties.</p>

Second Proposal: Election of Eight (8) Directors

The term of office of all eight (8) Directors will expire at the close of the Meeting. Therefore, it is hereby proposed that eight (8) Directors be elected, including four (4) External Directors.

The candidates for Directors are as follows. Additionally, if approved as originally proposed, an Independent External Director will continue to assume the position of Chairman of the Board of Directors.

The nomination of candidates for Director is deliberated and decided by the Board of Directors after deliberation carried out in meetings of the Nominating Committee, a majority of whose members are Independent External Directors and reporting to the Board of Directors.

The candidates for Internal Director are people who not only understand and embody the Group's corporate mission and philosophy but also possess good personality and insight and have the capacity to use their expertise and execute their duties from a company-wide perspective. The candidates for External Director are people who carry out supervisory functions of management while also providing advice for the Company's business activities based on their extensive experiences and high level of insight from an independent external standpoint.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Koji Masuda (August 29, 1961)	<p>April 1984 Joined Fujitsu Limited</p> <p>October 2014 Corporate Executive Officer, Head of ERP Solutions, Solutions Business Group, Fujitsu Systems West Limited</p> <p>February 2015 Head of ASEAN Business Promotion Office, Fujitsu Limited</p> <p>June 2016 Vice Head of Asia Region in charge of Delivery, Fujitsu Limited</p> <p>April 2021 Corporate Executive Officer, Head of Asia Region, International Regions, Fujitsu Limited</p> <p>April 2023 SVP, Vice Head of Asia Pacific Region in charge of Asia, Fujitsu Limited</p> <p>April 2024 Corporate Senior Executive Vice President, the Company</p> <p>June 2024 President, CEO (Chief Executive Officer), and CSuO (Chief Sustainability Officer)</p> <p>August 2024 President, CEO, CTrO (Chief Transformation Officer), and CSuO (to present)</p>	4,169 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Fumiaki Terasaka (April 12, 1949) [External/Independent]	<p>April 1972 Joined Sapporo Breweries Limited (currently Sapporo Holdings Limited)</p> <p>October 2002 Director, Kyushu Sales & Marketing Division, Sapporo Breweries Limited</p> <p>March 2004 Operating Officer, Sapporo Breweries Limited (newly established company)</p> <p>September 2004 Director and Managing Officer, Sapporo Breweries Limited</p> <p>March 2005 Director and Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2009 Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2010 President and Representative Director, Sapporo Breweries Limited Member of the Board, Managing Director, and Group Operating Officer, Sapporo Holdings Limited</p> <p>March 2013 Senior Advisor, Sapporo Breweries Limited</p> <p>March 2014 Advisor, Sapporo Breweries Limited</p> <p>November 2015 External Audit & Supervisory Board Member, DAISYO CORPORATION (to present)</p> <p>June 2017 Director, the Company (to present)</p> <p>June 2017 External Director, Citizen Watch Co., Ltd.</p> <p><Significant concurrent positions> External Audit & Supervisory Board Member, DAISYO CORPORATION</p>	4,100 shares
3	Mieko Kuwayama (March 30, 1948) [External/Independent]	<p>April 1970 Joined Shiseido Company, Limited</p> <p>April 2004 General Manager, CSR Department, Shiseido Company, Limited</p> <p>April 2008 Part-time Lecturer, Faculty of Economics, Komazawa University</p> <p>April 2009 Senior Researcher, Business Ethics Research Center</p> <p>June 2012 Specially Appointed Professor, Graduate School of Law, Hitotsubashi University</p> <p>April 2015 Visiting Researcher, Research Center for CFO Education, Hitotsubashi University (to present)</p> <p>April 2015 Visiting Researcher, Mission Management Research Institute, Meiji University</p> <p>June 2017 Director, the Company (to present)</p> <p>April 2018 Chief Researcher, Business Ethics Research Center (to present)</p> <p>June 2018 External Director, HAZAMA ANDO CORPORATION (to present)</p> <p><Significant concurrent positions> Visiting Researcher, Research Center for CFO Education, Hitotsubashi University Chief Researcher, Business Ethics Research Center External Director, HAZAMA ANDO CORPORATION</p>	1,700 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yoshio Osawa (January 22, 1952) [External/Independent]	<p>April 1975 Joined Sumitomo Corporation</p> <p>April 2003 Corporate Officer, General Manager of Network Division, Sumitomo Corporation</p> <p>April 2005 Executive Officer, Sumitomo Corporation</p> <p>April 2008 Managing Executive Officer, Sumitomo Corporation</p> <p>June 2008 Representative Director & Managing Executive Officer, Sumitomo Corporation</p> <p>April 2011 Representative Director & Senior Managing Executive Officer, Sumitomo Corporation</p> <p>June 2013 Representative Director, President & COO, SCSK Corporation</p> <p>April 2016 Director & Chairman, SCSK Corporation</p> <p>March 2018 External Director, Canon Marketing Japan Inc. (to present)</p> <p>June 2019 External Director, Citizen Watch Co., Ltd. (to present)</p> <p>June 2024 Director, the Company (to present)</p> <p><Significant concurrent positions></p> <p>External Director, Canon Marketing Japan Inc.</p> <p>External Director, Citizen Watch Co., Ltd.</p>	0 shares
5	Ryuichi Kubota (April 29, 1963) [External]	<p>April 1986 Joined Fujitsu Limited</p> <p>April 2019 Corporate Executive Officer, Head of Business Management Unit, Technology Solutions Business, Fujitsu Limited</p> <p>April 2021 Director & Corporate Senior Executive Vice President, PFU Ltd.</p> <p>September 2022 Corporate Executive Officer, EVP, Fujitsu Limited (to present)</p> <p>June 2023 Director, the Company (to present)</p> <p><Significant concurrent positions></p> <p>Corporate Executive Officer, EVP, Fujitsu Limited</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Tadashi Hasegawa (September 29, 1964)	<p>April 1988 Joined Fujikoki Corporation</p> <p>May 1997 Joined the Company</p> <p>April 2014 Director & Senior Vice General Manager, Fujitsu General Central Air-conditioner (Wuxi) Co., Ltd.</p> <p>April 2015 Corporate Vice President, the Company</p> <p>April 2017 Corporate Senior Vice President</p> <p>June 2018 Director & Corporate Senior Vice President</p> <p>April 2019 Director & Corporate First Senior Vice President</p> <p>April 2020 Director & Corporate Executive Vice President</p> <p>April 2024 Director & Corporate Senior Executive Vice President</p> <p>August 2024 Director & Corporate Senior Executive Vice President, TrO (Transformation Officer, Tech Solutions Business)</p> <p>October 2024 Director & Corporate Senior Executive Vice President, Head of Tech Solutions Business, TrO (Tech Solutions Business), CQO (Chief Quality Officer), and CTO (Chief Technology Officer)</p> <p>February 2025 Director & Corporate Senior Executive Vice President, Head of Tech Solutions Business, TrO (Tech Solutions Business), and CTO</p> <p>April 2025 Director & Corporate Senior Executive Vice President, COO (Chief Operating Officer), Head of Tech Solutions Business, TrO (Tech Solutions Business), CTO, Head of Electronic Devices Business Unit, Tech Solutions Business, and Chairman of Fujitsu General Electronics (Suzhou) Co., Ltd. (to present)</p>	13,063 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Toshiyuki Kawanishi (October 16, 1967)	<p>April 1991 Joined Fujitsu Limited</p> <p>October 2017 Head of the 6th System Business of the first Manufacturing Industry Solutions Business Unit, Fujitsu Limited</p> <p>April 2020 Corporate Executive Officer, Head of Manufacturing Industry Solutions Business Unit, Fujitsu Limited</p> <p>April 2021 Corporate Executive Officer, Head of Manufacturing Business Unit, Global Solutions Business Enterprise Solution Business Group, Fujitsu Limited</p> <p>April 2023 SVP, Head of Enterprise Business Unit, Global Customer Success Business Group, Fujitsu Limited</p> <p>April 2024 Corporate Senior Executive Vice President, the Company</p> <p>June 2024 Director & Corporate Senior Executive Vice President</p> <p>August 2024 Director & Corporate Senior Executive Vice President, TrO (Air Conditioner Business)</p> <p>October 2024 Director & Corporate Senior Executive Vice President, Head of Air Conditioner Business, and TrO (Air Conditioner Business)</p> <p>April 2025 Director & Corporate Senior Executive Vice President, COO, Head of Air Conditioner Business, TrO (Air Conditioner Business), and Head of Strategy and Planning Unit, Air Conditioner Business (to present)</p>	3,002 shares
8	Susumu Ohkawara (March 26, 1963)	<p>March 1981 Joined the Company</p> <p>April 2005 General Manager, International Business Administration Division</p> <p>April 2011 Corporate Vice President</p> <p>April 2015 Corporate Senior Vice President</p> <p>April 2021 Corporate First Senior Vice President</p> <p>April 2024 Corporate Executive Vice President, CSO (Chief Strategy Officer)</p> <p>June 2024 Director & Corporate Executive Vice President, and CSO</p> <p>August 2024 Director & Corporate Executive Vice President, CSO, and TrO (Management Platform)</p> <p>October 2024 Director & Corporate Executive Vice President, CSO, TrO (Management Platform), and CL&RMO (Chief Legal & Risk Management Officer)</p> <p>April 2025 Director & Senior Executive Officer, CSO, TrO (Management Platform), CL&RMO, Head of Management Planning Unit, General Manager of CEO Office, and Head of Legal & Intellectual Property and Risk Management Unit (to present)</p>	18,819 shares

- (Notes)
1. Mr. Fumiaki Terasaka will continue to assume the position of the Chairman of the Board of Directors once resolved at the Board of Directors Meeting to be held upon conclusion of the Meeting.
 2. Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, Mr. Yoshio Osawa, and Mr. Ryuichi Kubota are candidates for External Directors.
 3. The Company has designated Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, and Mr. Yoshio Osawa as Independent Directors prescribed by the Tokyo Stock Exchange, and their names have been notified to the said stock exchange as Independent Directors of the Company.
 4. Fujitsu Limited, where Mr. Ryuichi Kubota serves as a Corporate Executive Officer, EVP is the Company's largest shareholder, and the Company is an affiliate of Fujitsu Limited accounted for under the equity method. The Company and Fujitsu Limited have transaction relationships such as contract manufacturing and sales of information and communication devices.
 5. Mr. Fumiaki Terasaka has served as President and Representative Director of Sapporo Breweries Limited and has extensive experience and insight in corporate management, as well as sales, marketing, and personnel development. Based on this experience and insight, he provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management, including roles as the Chairman of the Board of Directors, the chairman of the voluntary Nominating Committee and a member of the Compensation Committee, as well as a member of the Special Committee*. Accordingly, he is proposed again as a candidate for External Director.
 6. Ms. Mieko Kuwayama has gained extensive business experience, such as by serving as General Manager of the CSR Department at Shiseido Company, Limited, as well as insight as a researcher in specialized fields such as CSR, business ethics, and diversity management at universities. Based on this experience and insight, she provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management, including roles as a member of the voluntary Nominating Committee and the Compensation Committee (chairman since January 2025), as well as a member of the Special Committee*. Accordingly, she is proposed again as a candidate for External Director.
 7. Mr. Yoshio Osawa has served as Representative Director & Senior Managing Executive Officer at Sumitomo Corporation and Representative Director, President & COO at SCSK Corporation, and has extensive experience and insight in corporate management, as well as international business and utilizing ICT business. Based on this experience and insight, he provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management, including roles as a member of the voluntary Nominating Committee, the chairman of the Compensation Committee (member since January 2025), as well as the chairman of the Special Committee*. Accordingly, he is proposed again as a candidate for External Director.
 8. Mr. Ryuichi Kubota serves as a Corporate Executive Officer, EVP of Fujitsu Limited, and has extensive experience in business utilizing ICT and insight into advanced digital technology and risk management. Based on this experience and insight, he provides appropriate advice and opinions from an external perspective and appropriately carries out supervisory functions of management. Accordingly, he is proposed again as a candidate for External Director.
 9. Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, Mr. Yoshio Osawa, and Mr. Ryuichi Kubota are currently External Directors of the Company. At the close of the Meeting, Mr. Fumiaki Terasaka and Ms. Mieko Kuwayama will have served as External Directors for eight (8) years, Mr. Yoshio Osawa for one (1) year, and Mr. Ryuichi Kubota for two (2) years, respectively.
 10. Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama, Mr. Yoshio Osawa, and Mr. Ryuichi Kubota are currently External Directors of the Company. The Company has concluded an agreement with them to limit their liability amount to the minimum liability limit amount as provided for by Article 425, Paragraph 1 of the Companies Act of Japan. Should their re-election be approved, the Company plans to continue said limited liability agreement with each of them. In addition, should the election of Mr. Yoshio Osawa and Mr. Keiichi Nakajima be approved, the Company plans to conclude the same agreement with him to limit his liability.
 11. The Company has concluded a directors and officers liability insurance (D&O insurance) agreement with an insurance company as provided for by Article 430-3, Paragraph 1 of the Companies Act of Japan. The insurance agreement covers damages that may arise when the insured, including Directors of the Company, assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability (however, the insurance agreement does not cover damages arising from actions taken by the insured with the knowledge that they were in violation of laws and regulations). If any candidates are appointed as Directors and assume the office, the Company plans to insure them under the insurance agreement.
 12. There are no special interests between any of the candidates and the Company.

* The Special Committee composed of Independent External Directors was established on September 25, 2024, for the purpose of providing an opinion to the Company's Board of Directors in considering and determining the Company's response to the tender offer for the Company's shares by Paloma • Rheem Holdings Co., Ltd. The Special Committee has consulted the Board on matters including the reasonableness of the purpose of the offer, and the fairness and appropriateness of the transaction terms and scheme.

Third Proposal: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Yoshinobu Miyajima will expire at the conclusion of the Meeting. Accordingly, it is hereby proposed that one (1) Audit & Supervisory Board Member be elected. The candidate for Audit & Supervisory Board Member is as follows. The Audit & Supervisory Board consented to the proposal of this resolution. The nomination of a candidate for Audit & Supervisory Board Member is deliberated and decided by the Board of Directors upon approval of the Audit & Supervisory Board after receiving advice from the Independent External Directors. The candidate for Audit & Supervisory Board Member is a person who either possesses a good personality and insight and has understood corporate management and the Company's business or who has extensive expertise and experience in areas such as accounting.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Yoshinobu Miyajima (August 23, 1958)	April 1981 Joined the Company December 2009 General Manager, Air Conditioner Business Administration Division, and Deputy General Manager, Finance and Accounting Division April 2010 Corporate Vice President May 2014 Corporate Senior Vice President April 2021 Adviser June 2021 Audit & Supervisory Board Member (to present)	17,554 shares

- (Notes)
1. The Company has concluded a directors and officers liability insurance (D&O insurance) agreement with an insurance company as provided for by Article 430-3, Paragraph 1 of the Companies Act of Japan. The insurance agreement covers damages that may arise when the insured, including Audit & Supervisory Board Member of the Company, assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability (however, the insurance agreement does not cover damages arising from actions taken by the insured with the knowledge that they were in violation of laws and regulations).
 2. There are no special interests between Mr. Yoshinobu Miyajima and the Company.
 3. Mr. Yoshinobu Miyajima is currently serving as a full-time Audit & Supervisory Board Member, but if elected as an Auditor at the Meeting, he is expected to serve as a part-time Audit & Supervisory Board Member.

(Reference) Area of expertise the Company expects from Directors and Audit & Supervisory Board Members in particular (plan after the conclusion of the Meeting)

The Company places “Sustainable Management,” which pursues the practice of corporate philosophy and business growth strategies, at the foundation of all business activities and has set “Harmonious Coexistence with Our Planet,” “Social Contribution,” and “Care for Employees” as key initiatives. Below is the important area for the Company to promote “Sustainable Management” and its specific measures in the Medium-term Management Plan.

In addition, the “Management of the Company’s business” in the following areas expects to monitor and supervise the execution of business operations in line with the “Sustainable Management” and raise issues from a long-term perspective.

In addition, for the below area, the Company has decided by resolution of the Board of Directors in accordance with the content of the resolution of the Nominating Committee, a majority of whose members are Independent External Directors.

	Name	Attributes	Gender	Area of expertise the Company expects from candidates in particular								
				Management of the Company's business	Corporate management	International business, Overseas operation / Globalization	Manufacturing, Technology / R&D	Sales, Marketing	ICT, DX	Finance, Accounting, M&A	Compliance, Risk management	Personnel development, Organizational invigoration, Diversity
Directors	Koji Masuda		Male	○	○	○		○	○		○	○
	Fumiaki Terasaka	【External】 【Independent】	Male	○	○			○			○	○
	Mieko Kuwayama	【External】 【Independent】	Female	○			○	○			○	○
	Yoshio Osawa	【External】 【Independent】	Male	○	○	○		○	○		○	
	Ryuichi Kubota	【External】	Male	○	○				○	○	○	○
	Tadashi Hasegawa		Male	○	○	○	○		○			○
	Toshiyuki Kawanishi		Male	○	○	○		○	○		○	
	Susumu Ohkawara		Male	○		○				○	○	○
Audit & Supervisory Board Members	Akira Inoue	【External】 【Independent】	Male			○				○	○	
	Yoshinobu Miyajima		Male			○				○	○	
	Youichi Hirose	【External】	Male						○	○	○	

(Notes) 1. It is listed ○ in the area the Company expects, particularly in light of each individual's experience and current role. It is not indicative of all the insight and experience possessed by each individual.

2. In connection with the Tender Offer for the Company Shares by Paloma ・ Rheem Holdings Co., Ltd. (the "Offeror"), the Offeror entered into the Master Transaction Agreement with Fujitsu Limited as of January 6, 2025. Under this agreement, it has been agreed that Mr. Ryuichi Kubota and Mr. Youichi Hirose, who have been assigned to the Company by Fujitsu Limited as officers, will resign as of the date on which the Company acquires the Company Shares held by Fujitsu Limited.

Fourth Proposal: Election of One (1) Substitute Audit & Supervisory Board Member

The effective tenure of substitute Audit & Supervisory Board Member Mr. Yasuo Nishimura, who was elected at the 105th Ordinary General Meeting of Shareholders held on June 18, 2024, will expire at the start of the Meeting. In this regard, in order to prepare for a case in which the number of Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations, it is hereby proposed that one (1) substitute Audit & Supervisory Board Member be elected in advance. The candidate for substitute Audit & Supervisory Board Member is as follows.

The Audit & Supervisory Board consented to the proposal of this resolution.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Yasuo Nishimura (August 29, 1952)	April 1985 Registered to Dai-ichi Tokyo Bar Association Joined Sengoku Law Office June 2000 Audit & Supervisory Board Member, JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC. August 2001 Established Akasaka City Law Office, Partner June 2015 External Director (the Member of Audit & Supervisory Committee), JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC. (to present) August 2018 Established Nishimura Machida Law Office, Partner (to present) <Significant concurrent positions> Partner of Nishimura Machida Law Office External Director (the Member of Audit & Supervisory Committee), JOHNAN ACADEMIC PREPARATORY INSTITUTE, INC.	0 shares

- (Notes)
1. Mr. Yasuo Nishimura is a candidate for substitute External Audit & Supervisory Board Member.
 2. Mr. Yasuo Nishimura satisfies the requirements for an Independent Officer as prescribed by the Tokyo Stock Exchange. If he assumes office as an External Auditor, the Company intends to notify him as an Independent Officer.
 3. Mr. Yasuo Nishimura has extensive experience and a high level of insight in the field of corporate law as an attorney and an officer at another company. Accordingly, the Company considers that he is capable of appropriately and effectively auditing and supervising the business execution of the Company and proposes him as a candidate for substitute Audit & Supervisory Board Member.
 4. If Mr. Yasuo Nishimura is appointed as an Audit & Supervisory Board Member, the Company will conclude an agreement with him to limit his liability amount to the minimum liability amount as provided for by Article 425, Paragraph 1 of the Companies Act of Japan.
 5. There are no special interests between Mr. Yasuo Nishimura and the Company.

Fifth Proposal: Election of Accounting Auditor

Yaesu Audit & Co., the Company's current Accounting Auditor, will expire and retire at the conclusion of the Meeting. Accordingly, the Company proposes the appointment of a new Accounting Auditor.

The candidate for Accounting Auditor is as follows.

The proposal of this resolution is based on a decision of the Audit & Supervisory Board.

The reason for the Audit & Supervisory Board's nomination of Ernst & Young ShinNihon LLC as the candidate for the Company's Accounting Auditor is that, following a comprehensive evaluation of factors such as its professional expertise, independence, quality control framework, and the appropriateness of its audit fees, in addition to consideration of the management environment of the Company's group, the Board has concluded that Ernst & Young ShinNihon LLC is an appropriate candidate to serve as the Company's Accounting Auditor.

(As of March 31, 2025)

Name	Ernst & Young ShinNihon LLC		
Location of the principal office	Tokyo Midtown Hibiya, Hibiya Mitsui Tower, 1-1-2 Yurakucho, Chiyoda-ku, Tokyo		
History	April 2000	Showa Ota & Co. and Century Audit Corporation were merged to form Century Ota Showa & Co.	
	July 2001	The corporate name was changed to Shin Nihon & Co.	
	July 2008	The corporate name was changed to Ernst & Young ShinNihon LLC	
	July 2018	The corporate name was changed (Japanese name only)	
Overview	Paid-in capital		1,186 million yen
	Staffing	Partners (CPAs)	543
		(Others)	19
	Staff	(CPAs)	2,594
		(Partly-qualified accountants)	1,226
		(Others)	2,023
	Total		6,405
	Number of companies involved		3,850 companies

Sixth Proposal: Bonus Payments for Directors

It is proposed that bonuses of ¥47,297 thousand in total be paid to four (4) Executive Directors who were in service as of the end of the fiscal year under review, in view of the operating results of this fiscal year and other circumstances. In addition, it is proposed that specific monetary amounts provided to each Director be determined by the Board of Directors. The Company has decided on a policy regarding remuneration for Directors, etc., by resolution of the Board of Directors in accordance with the content of the resolution of the Compensation Committee, a majority of whose members are Independent External Directors. The bonus payments corresponding to this proposal are consistent with this policy and have been deemed appropriate.