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Securities code: 7958

June 6, 2025

To our shareholders

Hirohiko Hirono  
President and Representative Director  
**TENMA CORPORATION**  
63-6, 1-Chome Akabane, Kita-ku, Tokyo, Japan

## **Notice of the 77th Ordinary General Meeting of Shareholders**

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

We hereby give notice of the 77th Ordinary General Meeting of Shareholders of TENMA CORPORATION.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the following website. Please access the website to view the information.

### **Company's website:**

**<https://www.tenmacorp.co.jp> (in Japanese)**

(From the above website, select "IR Information," "Shareholder/Stock Information," and then "General Meeting of Shareholders.")

In addition to the Company's website mentioned above, the matters for which measures for providing information in electronic format are to be taken are also posted on each of the following websites.

### **Website for posted informational materials for the general meeting of shareholders:**

**<https://d.sokai.jp/7958/teiji/> (in Japanese)**

### **TSE website (Listed Company Search):**

**<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)**

(Access the TSE website by using the internet address shown above, enter "TENMA CORPORATION" in the "Issue name (company name)" or "7958" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

If you wish to refrain from attending the meeting, you may exercise your voting rights in writing or via the internet, etc. After having reviewed the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights in accordance with "How to Exercise Voting Rights" by 5:30 p.m. on Tuesday, June 24, 2025 (JST).

**1. Date and Time:** Wednesday, June 25, 2025, at 10:00 a.m. (Reception is scheduled to start at 9:00 a.m.)

**2. Venue:** 11-1, 1-Chome, Oji, Kita-ku, Tokyo, Japan  
**Tsutsuji Hall, Floor 3, Hokutopia (the entrance is on floor 2)**

**3. Purpose of the Meeting:**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 77th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee.
2. The Non-consolidated Financial Statements for the 77th fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved:**

- Proposal 1** Election of Six (6) Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)
- Proposal 2** Election of Four (4) Directors Who Are Members of the Audit and Supervisory Committee
- Proposal 3** Election of Accounting Auditor

**4. Matters to be Determined for Convocation (Information on Exercising Voting Rights)**

- (1) When exercising your voting rights in writing (by postal mail), if there is no indication of approval or disapproval of the proposal on the voting form, it will be treated as if there was an indication of approval.
- (2) If you exercise your voting rights more than once via the internet, etc., the last vote shall be deemed effective.
- (3) If you exercise the voting rights both in writing (by postal mail) and via the internet, etc., the contents of the voting rights exercised via the internet shall be deemed valid, irrespective of the date received.

- For those who will be in attendance, we would like to ask that you submit the voting rights form delivered herewith at the reception desk.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the each of the aforementioned websites.
- For this general meeting of shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested the delivery of paper-based documents. Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents.
  - 1) “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements
  - 2) “Statement of Changes in Equity” and “Notes to the Non-Consolidated Financial Statements” of the Non-Consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements described in these documents are part of the documents audited by the Accounting Auditor when preparing the accounting audit report and by the Audit and Supervisory Committee when preparing the audit report.

## Reference Documents for the General Meeting of Shareholders

**Proposal 1** Election of Six (6) Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)

The terms of office of all six (6) Directors (excluding Directors who are Members of the Audit and Supervisory Committee; applicable to the rest of this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, the Company proposes the election of six (6) Directors.

Moreover, the Audit and Supervisory Committee has provided its opinion that it has determined that the appointment of each of the candidates as Directors is appropriate given the expectation that the Board of Directors will improve corporate value.

Candidates for Director are as follows:

Candidate No.	Name	Current Position and Responsibilities at the Company	Candidate Attributes
1	Hirohiko Hirono	President and Representative Director Executive General Manager, Sales Division Member of the Nomination and Compensation Committee	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
2	Yuichi Nagai	Director Executive General Manager, Production Division and General Manager, Production Management Department	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
3	Masaru Noritake	Director General Manager, General Affairs Department	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
4	Kenichi Hoshi	Director Executive General Manager, Overseas Production Division	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
5	Hiroshi Kaneda	Director Deputy Executive General Manager, Sales Division, in charge of Digital Strategy Department	<span style="border: 1px solid black; padding: 2px;">Reelection</span>
6	Hirofumi Kurahashi	Outside Director Chairperson of the Nomination and Compensation Committee	<span style="border: 1px solid black; padding: 2px;">Reelection</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>

Reelection

Candidate for Reelection as Directors

Outside

Candidate for Outside Director

Independent

Independent officer pursuant to stock exchange rules

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hirohiko Hirono (March 23, 1970) Reelection	<p>Mar. 1992      Joined the Company</p> <p>Feb. 2010      Tokyo Branch Manager, Houseware Sales Department of the Company</p> <p>Feb. 2013      General Manager and Tokyo Branch Manager, Houseware Sales Department</p> <p>Jun. 2015      Corporate Officer and General Manager, Houseware Sales Department</p> <p>Jun. 2016      Corporate Officer and Executive General Manager, Houseware Sales Division and General Manager, Sales Promotion Department</p> <p>Oct. 2017      Corporate Officer and Executive General Manager, Houseware Sales Division and General Manager, Product Development Department</p> <p>Nov. 2018      Corporate Officer and General Manager, Product Development Department</p> <p>Jun. 2020      President and Representative Director (current position) Executive General Manager, Sales Division (current position) President and Representative Director of TENMA Asean Holdings Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company) President and Representative Director of TENMA Asean Holdings Co., Ltd.</p>	4,300 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Hirono has been engaged in sales at the Company for many years and has abundant experience and specialist knowledge in the overall business from materials procurement to manufacturing and sales. From June 2015, he contributed to the expansion of earnings mainly in the houseware business as a Corporate Officer. Since June 2020, he has been striving to contribute to the improvement of the corporate value of the Company as the President and Representative Director of the Company. In the expectation that he will focus on promoting sustainable management based on the Company's "materiality" in the Fourth Medium-term Management Plan, and continue to contribute to the improvement of the corporate value of the Company, the Company proposes him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yuichi Nagai (April 20, 1970) <div>Reelection</div>	<p>Mar. 1993      Joined the Company</p> <p>Apr. 2013      General Manager, Sales Promotion Department of the Company</p> <p>Sep. 2014      General Manager, Sales Promotion Department and Product Development Department</p> <p>Jun. 2016      Corporate Officer and General Manager, Product Development Department</p> <p>Oct. 2017      Corporate Officer and General Manager, Sales Promotion Department</p> <p>Jun. 2020      Director and Executive General Manager, Production Division</p> <p>Feb. 2021      Director and Executive General Manager, Production Division, in charge of Financial and Accounting Department</p> <p>Jun. 2021      Director and Executive General Manager, Production Division</p> <p>Jan. 2022      Director and Executive General Manager, Production Division and General Manager, Production Management Department</p> <p>Jul. 2023      Director and Executive General Manager, Production Division, General Manager, Production Management Department and General Manager, Production Engineering Department</p> <p>Apr. 2025      Director and Executive General Manager, Production Division and General Manager, Production Management Department (current position)</p> <p>(Significant concurrent positions outside the Company) Not applicable</p>	2,200 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Nagai has a wealth of experience and specialized knowledge gained through many years of engaging in a wide range of business divisions, mainly in the development and sales promotion. From June 2016, he contributed mainly to the greater earnings performance of the development and sales promotion sectors as a Corporate Officer. Since June 2020, as the Director who executes the operations of the Company and Executive General Manager of the Production Division, he has been working to improve productivity of the Company by implementing projects for automation and labor savings at production sites and projects to improve logistics operations and systems, and by proposing and implementing reviews of purchasing routes for cost reduction and stable supply of raw materials. In the expectation that he will play a key role in the Fourth Medium-term Management Plan by resolving issues in related departments at the headquarters and in respective factories, and continue to contribute to the improvement of the corporate value of the Company, the Company proposes him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Masaru Noritake (July 4, 1964) <u>Reelection</u>	<p>Apr. 1988      Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation (SMBC))</p> <p>Apr. 2013      Seconded to Japan Pension Navigator Co., Ltd. (J-PEC); Director and Executive Officer and General Manager, Planning Department of J-PEC</p> <p>Apr. 2016      Assistant General Manager, Corporate Employees Business Department of SMBC</p> <p>Apr. 2017      Part-time Statutory Auditor of J-PEC</p> <p>Apr. 2019      Principal Examiner, Internal Audit Department of SMBC</p> <p>Dec. 2019      Seconded to the Company; Deputy General Manager, General Affairs Department of the Company</p> <p>Dec. 2020      Joined the Company; General Manager, General Affairs Department of the Company</p> <p>May 2021      Corporate Officer in charge of General Affairs and Financial and Accounting Affairs and General Manager, General Affairs Department</p> <p>Jun. 2021      Director in charge of General Affairs and Financial and Accounting Affairs and General Manager, General Affairs Department</p> <p>Jun. 2024      Director and General Manager, General Affairs Department (current position)</p> <p>(Significant concurrent positions outside the Company) Not applicable</p>	600 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Noritake has many years of practical experience in financial institutions, has abundant experience and specialist knowledge in financial management and finance/securities attained through loan/credit businesses to companies. From December 2019, he played a key role in management at the General Affairs Department of the Company. Since June 2021, he has contributed to the decisions, etc. of important issues, by utilizing deep understanding of the contents, characteristics, problems, etc. of businesses in addition to his abundant experience and specialist knowledge in financial management and finance/securities as the Director who executes the operations of the Company in charge of General Affairs and Financial and Accounting Affairs. In the expectation that he will utilize his experience and specialist knowledge on management issues that were identified, including maintaining and strengthening the corporate governance structure and creating a safe and secure workplace environment in the Fourth Medium-term Management Plan, and continue to contribute to the improvement of the corporate value of the Company, the Company proposes him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
	Kenichi Hoshi (April 10, 1967) <u>Reelection</u>	Mar. 1986      Joined the Company Nov. 2014      Factory Manager, Shiga Factory of the Company May 2021      Executive General Manager, Overseas Production Division Jun. 2021      Director and Executive General Manager, Overseas Production Division (current position) May 2023      President, TENMA (Thailand) Co.,Ltd. (current position)  (Significant concurrent positions outside the Company) President, TENMA (Thailand) Co.,Ltd.	400 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
4	<p>Reasons for nomination as candidate for Director</p> <p>Mr. Hoshi has abundant experience and specialist knowledge regarding a wide range of products attained through serving at the Shin-Shirakawa Factory and Shiga Factory for many years, being in charge of production, planning, quality assurance and production control. From November 2014, he contributed to the improvement of further productivity by executing improvement of productivity and workplace culture reform, such as driving automation of the domestic factories along with restoring profitability of Shiga Factory's operating income which was in a deficit for two consecutive financial years as Factory Manager of Shiga Factory. In January 2021, he contributed to improvement of productivity and of profitability by introducing an automatic assembling system by utilizing a human collaborative robot which is advanced in Japan, etc. Since June 2021, as the Director who executes the operations of the Company and Executive General Manager, Overseas Production Division, he has overseen our overseas production bases and been striving for improvement of productivity and enhancement of business performance. He has also utilized his deep understanding of the contents, characteristics, problems, etc. of businesses, attained through his service over many years, and experience and specialist knowledge at production sites. In the expectation that he will continue to contribute to the improvement of the corporate value of the Company, the Company proposes him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hiroshi Kaneda (September 1, 1977) <u>Reelection</u>	<p>Feb. 2006 Representative Director, Spinshell, Inc. (current position)</p> <p>Apr. 2010 Advisor, FON Japan Co., Ltd.</p> <p>Jun. 2013 Executive Officer and Chief Information Officer</p> <p>Oct. 2014 Representative Director and Chief Executive Officer</p> <p>Nov. 2017 Joined the Company; General Manager, General Affairs Department at the Company</p> <p>Apr. 2018 Managing Executive Officer, and General Manager, New Business Development Office</p> <p>Aug. 2018 Representative Director, FHL Holdings Inc. (current position)</p> <p>Jun. 2019 Managing Director, in charge of General Affairs Department and Investor Relations, and General Manager, New Business Development Office of the Company</p> <p>Nov. 2019 Managing Director, in charge of Investor Relations, General Manager, New Business Development Office, and General Manager, General Affairs Department</p> <p>Jun. 2020 Managing Executive Officer, General Manager, General Affairs Department and General Manager, Digital Strategy Office</p> <p>Mar. 2021 Representative Director, K.K.Kaneda Kousan (current position)</p> <p>Apr. 2021 Managing Executive Officer, General Manager, Digital Strategy Office of the Company</p> <p>Jul. 2023 Managing Executive Officer, Deputy Executive General Manager, Sales Division and General Manager, Digital Strategy Department</p> <p>Jun. 2024 Director, Deputy Executive General Manager, Sales Division, in charge of Digital Strategy Department (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director, Spinshell, Inc., Representative Director, FHL Holdings Inc., Representative Director, K.K.Kaneda Kousan</p>	300,771 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kaneda has many years of experience as a company manager and abundant experience and specialist knowledge attained through his involvement in the development of new business. As Managing Director in charge of General Affairs Department and Investor Relations since June 2019, he has a broad overview of the Company's business segments. Since June 2020, as General Manager of the Digital Strategy Office, he has been working on DX reforms. In addition, since July 2023, as Deputy Executive General Manager of the Sales Division, he has been involved in product development for the Company's own product business, our EC business, and our overseas business strategy. In the expectation that he will engage in the management of the Company by utilizing his experience and specialist knowledge, and continue to contribute to the improvement of the corporate value of the Company, the Company proposes him as a candidate for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Hirofumi Kurahashi (August 5, 1977) <div>Reelection</div> <div>Outside</div> <div>Independent</div>	<p>Oct. 2002 Registered as an attorney-at-law (Dai-Ichi Tokyo Bar Association)</p> <p>Nov. 2002 Joined Harada, Ozaki, and Hattori Law Office</p> <p>Aug. 2006 Financial Services Agency Inspection Bureau General Affairs Division (Specialist Inspector)</p> <p>Aug. 2008 Securities and Exchange Surveillance Commission Executive Bureau Securities Business Monitoring Division (Specialist Inspector)</p> <p>Aug. 2010 Joined LM Law Office</p> <p>Jan. 2013 Partner of Hokuto Law Office (current position)</p> <p>Jun. 2020 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Partner of Hokuto Law Office</p>	300 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
<p>Reasons for nomination as candidate for Outside Director and outline of expected role</p> <p>Although Mr. Kurahashi has not been involved in the management of a company except as an outside officer, he has abundant experience and specialist knowledge as a corporate legal expert and lawyer. Since June 2020, he has been delivering honest opinions which contribute to the improvement of the corporate value of the Company from a perspective of mainly governance/compliance by utilizing his experience as a lawyer in Board of Directors Meetings as an Independent Outside Director. Since April 23, 2021, he has been holding the position as a member of the Nomination and Compensation Committee, and since June 25, 2024, he has served as its chairperson. He has been understanding of the description of businesses, features, problems, etc., attained through performance of his duties as an Independent Outside Director for about five years since June 2020. By utilizing his abundant experience and highly specialized knowledge, we expect he will continue to contribute to the improvement and transparency of the governance function of the Company from an independent position outside the management team, therefore, the Company proposes him as a candidate for Outside Director.</p>			

- Notes:
1. Mr. Kaneda is the Representative Director of Spinshell, Inc., and the Company has entered into an outsourcing agreement with the said company. There is no special interest between any other candidates and the Company.
  2. Mr. Kurahashi is a candidate for Outside Director.
  3. Mr. Kurahashi is currently an Outside Director who is not a member of the Audit and Supervisory Committee of the Company, and at the conclusion of this meeting, his term of office as Outside Director who is not a member of the Audit and Supervisory Committee will have been five (5) years.
  4. The Company has designated Mr. Kurahashi as an independent director stipulated by the Tokyo Stock Exchange, and has registered him as such at the Exchange. If approval is granted for the reappointment of Mr. Kurahashi, the Company intends to designate him as an Independent Director.
  5. The Company entered into an agreement with Mr. Kurahashi pursuant to Article 427, Paragraph 1 of the Companies Act to limit liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability limits for damages pursuant to this agreement are the minimum amount of liability stipulated by laws and regulations. If approval is granted for the reappointment of Mr. Kurahashi, the Company intends to renew the said agreement with him.
  6. The Company entered into an indemnity agreement as stipulated in Article 430-2, Paragraph 1 of the Companies Act with Mr. Hirono, Mr. Nagai, Mr. Noritake, Mr. Hoshi, Mr. Kaneda, and Mr. Kurahashi. The agreement is designed to indemnify the expense defined in 1 of the said Paragraph and the loss defined in 2 of the said Paragraph to the extent stipulated in the Companies Act. If approval is granted for the reappointment of each candidate, the Company intends to renew the said agreement with them.
  7. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act with Mr. Hirono, Mr. Nagai, Mr. Noritake, Mr. Hoshi, Mr. Kaneda, and Mr. Kurahashi as the insured parties. This agreement is designed to cover the claim for damage and dispute costs, etc. (excluding the immunity reasons stipulated in insurance policies) that arises from the Directors, etc., caused by their execution of duties during the term of insurance. In addition, as measures to prevent undermining the appropriateness of insured person's execution of duties, this agreement includes certain disclaimers such as precluding indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality, etc. Directors and Corporate Officers, etc. of the Company and domestic and international subsidiaries will be an insured party under the insurance agreement. The Company intends to renew the agreement in January 2026. If approval is granted for the appointment of each candidate, they will be subsequently included in the insurance agreement said above.

**Proposal 2** Election of Four (4) Directors Who Are Members of the Audit and Supervisory Committee

The terms of office of all four (4) Directors who are members of the Audit and Supervisory Committee will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of four (4) Directors who are members of the Audit and Supervisory Committee in order to monitor accounting-related matters and strengthen the supervisory function.

The Company has already obtained the consent of the Audit and Supervisory Committee regarding this proposal.

Candidates for Directors who are members of the Audit and Supervisory Committee are as follows:

Candidate No.	Name	Current Position and Responsibilities at the Company	Candidate Attributes
1	Kazuhiko Hara	Director (Full-time Audit and Supervisory Committee Member)	Reelection
2	Hiroataka Goto	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Independent
3	Miyo Nishida	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Independent
4	Shoji Matsuyama	Outside Director (Audit and Supervisory Committee Member) Member of the Nomination and Compensation Committee	Reelection Outside Independent

Reelection

Reelection Candidates for Directors who are members of the Audit and Supervisory Committee

Outside

Candidates for Outside Directors who are members of the Audit and Supervisory Committee

Independent

Independent officer pursuant to stock exchange rules

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Kazuhiko Hara (April 16, 1970) <u>Reelection</u>	Apr. 1995	Joined the Company	3,800 shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
		Apr. 2015	General Manager, Internal Audit Department of the Company	
		Jun. 2021	Director (Full-time Audit and Supervisory Committee Member) (current position)	
		(Significant concurrent positions outside the Company)		
		Not applicable		
	Reasons for nomination as candidate for Director who is a member of the Audit and Supervisory Committee			
	Mr. Hara possesses extensive experience and specialist knowledge from his many years of work in general affairs, personnel affairs and audits. Since April 2015, he has been contributing to the enhancement of the Company's corporate value as General Manager of the Internal Audit Department through his involvement in internal audits regularly at all factories both in Japan and overseas to point out deficiencies or request improvements concerning the implementation of legal compliance, personnel and labor affairs, and finance and accounting, and through risk management based on the characteristics of each site. The Company expects that he will continue to fulfill his duties as full-time Audit and Supervisory Committee Member, a role he has held since June 2021, leveraging the know-how and experience he has accumulated through this experience to provide accurate opinions from an impartial standpoint at meetings of the Board of Directors and in other forums, and appropriately exercise his role in audits regarding the execution of business. In consideration of the above, the Company deems him as an appropriate choice for Director who is a member of the Audit and Supervisory Committee, and hereby proposes him as a candidate for Director who is a member of the Audit and Supervisory Committee.			
2	Hirotaka Goto (April 9, 1968) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Mar. 1991	Joined the Company	– shares (The actual number of shares recorded in the shareholder register as of March 31, 2025)
		Apr. 2006	Tokyo Branch Manager, Houseware Sales Department of the Company	
		Jan. 2008	Joined Dream Ware Inc.	
		Jan. 2009	General Manager of Sales Department, Dream Ware Inc.	
		Apr. 2011	Director and General Manager of Sales Department, Dream Ware Inc.	
		Oct. 2013	Joined Atlas Corporation	
		Oct. 2014	General Manager of Sales Department	
		Oct. 2014	Senior Executive Manager of Atlas Corporation	
		Jan. 2017	Representative Director of Touch Up Corporation (current position)	
		Jun. 2021	Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	
		(Significant concurrent positions outside the Company)		
		Representative Director of Touch Up Corporation		
	Reasons for nomination as candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected role			
	Since leaving the Company in 2007, Mr. Goto has gained experience in a broad range of functions from his involvement in cultivating new overseas procurement sources and supplier procurement, product development, quality management and establishing logistics solutions for business partners at companies responsible for interior and home products. In addition to a supervisory management role of the sales department as manager, he has been involved in formulating business plans and budgets, and possesses extensive experience and specialist knowledge that go beyond the frameworks of the Company's business. The Company expects that he will continue to fulfill his duties as Audit and Supervisory Committee Member, having acted as an Independent Outside Director who is a member of the Audit and Supervisory Committee of the Company since June 2021. He has fulfilled this role, leaning on prior knowledge and experience to proactively provide accurate opinions from the perspective of an external business manager at meetings of the Board of Directors and other forums, and in auditing the execution of business of the Company. In consideration of the above, the Company deems him as an appropriate choice for Director who is a member of the Audit and Supervisory Committee, and hereby proposes him as a candidate for Director who is a member of the Audit and Supervisory Committee.			

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Miyo Nishida (January 15, 1980) Reelection Outside Independent	<p>Dec. 2008      Joined Daiichi Chuo Law Firm</p> <p>Sep. 2009      Damage Recovery Office Manager, Goryokai Damage Recovery Center, Tokyo District Public Prosecutor's Office</p> <p>Apr. 2010      Delegate of Japan Federation of Bar Associations</p> <p>Oct. 2010      Joined Hayabusa Asuka Law Offices (current position)</p> <p>Jun. 2013      External Corporate Auditor of Extreme Corporation (current position)</p> <p>Jun. 2015      External Corporate Auditor of GIGA PRIZE Co., Ltd. (current position)</p> <p>Jun. 2020      Outside Director of OOTOYA Holdings Co., Ltd.</p> <p>Feb. 2021      Outside Audit &amp; Supervisory Board Member of Homenet Holdings Inc. (currently property technologies Inc.) (current position)</p> <p>Jun. 2021      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>Nov. 2023      Outside Audit &amp; Supervisory Board Member of Hito-Communications Holdings, Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Partner of Hayabusa Asuka Law Offices External Corporate Auditor of Extreme Corporation, External Corporate Auditor of GIGA PRIZE Co., Ltd., Outside Audit &amp; Supervisory Board Member of property technologies Inc., and Outside Audit &amp; Supervisory Board Member of Hito- Communications Holdings, Inc.</p>	<p>– shares</p> <p>(The actual number of shares recorded in the shareholder register as of March 31, 2025)</p>
<p>Reasons for nomination as candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected role</p> <p>Although Ms. Nishida has not been involved in the management of a company except as an outside officer, she has abundant experience and advanced knowledge as an attorney at law. In particular, in addition to her specialist knowledge of corporate law and labor law, she also has experience as a member of an investigation committee looking into corporate misconduct. She also possesses extensive experience as Outside Director and Outside Audit &amp; Supervisory Board Member at listed companies, and has a broad range of knowledge that extends beyond the legal field. The Company expects that she will continue to fulfill her duties as Audit and Supervisory Committee Member, having acted as an Independent Outside Director who is a member of the Audit and Supervisory Committee of the Company since June 2021. She has fulfilled this role, leaning on prior knowledge and experience to provide accurate opinions at meetings of the Board of Directors and other forums, and in auditing the execution of business of the Company. In consideration of the above, the Company deems her as an appropriate choice for Director who is a member of the Audit and Supervisory Committee, and hereby proposes her as a candidate for Director who is a member of the Audit and Supervisory Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary, Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Shoji Matsuyama (May 4, 1973) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	<p>Oct. 1997      Joined Asahi Audit Corporation (currently KPMG AZSA LLC)</p> <p>Apr. 2001      Registered as a certified public accountant</p> <p>Jul. 2006      Opened Matsuyama CPA Office (current position) and registered as a certified tax accountant</p> <p>Aug. 2007      Founding Partner of Asunaro &amp; Co. (current position)</p> <p>Jun. 2008      Outside Statutory Auditor of Plat'Home Co., Ltd. (current position)</p> <p>Oct. 2009      Outside Statutory Auditor of Good Com Asset Co., Ltd.</p> <p>Jan. 2018      Outside Director of Good Com Asset Co., Ltd. (current position)</p> <p>Jun. 2020      Outside Director of the Company</p> <p>Jun. 2023      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative of Matsuyama CPA Office (registered as a certified public accountant and certified tax accountant), Founding Partner of Asunaro &amp; Co., Outside Statutory Auditor of Plat'Home Co., Ltd., and Outside Director of Good Com Asset Co., Ltd.</p>	<p>700 shares</p> <p>(The actual number of shares recorded in the shareholder register as of March 31, 2025)</p>
<p>Reasons for nomination as candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected role</p> <p>Although Mr. Matsuyama has not been involved in the management of a company except as an outside officer, he is a corporate accounting expert, including internal controls, and has abundant experience and specialist knowledge as a certified public accountant and tax accountant. Since June 2020, as an Independent Outside Director of the Company, he has made accurate statements and provided recommendations for enhancing governance of the Company at meetings of the Board of Directors. In addition, after the Company's Nomination and Compensation Committee was established in November 2020, he has attended all the meetings as a member of the Nomination and Compensation Committee, and is contributing to the selection of candidates for directors to present to the Ordinary General Meeting of Shareholders through interviews with the candidates and detailed consideration. The Company expects that he will continue to fulfill his duties as Audit and Supervisory Committee Member, having acted as an Independent Outside Director who is a member of the Audit and Supervisory Committee of the Company since June 2023. In this role, he actively provided accurate opinions concerning a broad range of fields beyond corporate accounting, and in auditing the execution of business of the Company. In consideration of the above, the Company deems him as an appropriate choice for Director who is a member of the Audit and Supervisory Committee, and hereby proposes him as a candidate for Director who is a member of the Audit and Supervisory Committee.</p>			

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Mr. Goto, Ms. Nishida, and Mr. Matsuyama are candidates for Outside Director.
  3. Mr. Goto and Ms. Nishida are currently Outside Directors who are members of the Audit and Supervisory Committee of the Company, and at the conclusion of this meeting, their terms of office as Outside Directors who are members of the Audit and Supervisory Committee will have been four (4) years.
  4. Mr. Matsuyama is currently an Outside Director who is a member of the Audit and Supervisory Committee of the Company. At the conclusion of this meeting, his term of office will include three (3) years as an Outside Director who is not a member of the Audit and Supervisory Committee and two (2) years as an Outside Director who is a member of the Audit and Supervisory Committee since June 2023, totaling five (5) years.
  5. Ms. Nishida's name in her family register is Miyo Kawaguchi.
  6. The Company entered into agreements with Mr. Hara, Mr. Goto, Ms. Nishida and Mr. Matsuyama pursuant to Article 427, Paragraph 1 of the Companies Act to limit liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability limits for damages pursuant to those agreements are the minimum amount of liability stipulated by laws and regulations. If approval is granted for the reappointment of each candidate, the Company intends to renew the said agreement with them.
  7. The Company entered into an indemnity agreement as stipulated in Article 430-2, Paragraph 1 of the Companies Act with Mr. Hara, Mr. Goto, Ms. Nishida and Mr. Matsuyama. The agreement is designed to indemnify the expense defined in 1 of the said Paragraph and the loss defined in 2 of the said Paragraph to the extent stipulated in the Companies Act. If approval is granted for the reappointment of each candidate, the Company intends to renew the said agreement with them.
  8. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act with Mr. Hara, Mr. Goto, Ms. Nishida and Mr. Matsuyama as the insured parties. This agreement is designed to cover the claim for damage and dispute costs, etc. (excluding the immunity reasons stipulated in insurance policies) that arises from the Directors, etc., caused by their execution of duties during the term of insurance. In addition, as measures to prevent undermining the appropriateness of insured person's execution of duties, this agreement includes certain disclaimers such as precluding indemnification against damages attributable to intentional misconduct including decisions made knowingly of illegality, etc. Directors and Corporate Officers, etc. of the Company and domestic and international subsidiaries will be an insured party under the insurance agreement. The Company intends to renew the agreement in January 2026. If approval is granted for the reappointment of each candidate, they will be subsequently included in the insurance agreement said above.
  9. The Company has designated Mr. Goto, Ms. Nishida and Mr. Matsuyama as independent directors stipulated by the Tokyo Stock Exchange, and has registered them as such at the Exchange. If approval is granted for the reappointment of each candidate, the Company intends to designate them as Independent Directors.
  10. G Three Holdings Corporation, where Mr. Matsuyama served as a director who is a member of the Audit and Supervisory Committee as an outside director, has disclosed the investigation report received from the special investigating committee regarding the case of improper accounting on February 2, 2022. On February 18, 2022, G Three Holdings Corporation submitted the past fiscal year's amendment report of securities report and quarterly securities report and amendment to securities registration statement to Kanto Local Finance Bureau. Furthermore, on May 18, 2022, G Three Holdings Corporation disclosed the payment of surcharge in accordance with the administrative surcharge order to said company by the Financial Services Agency Commissioner. While Mr. Matsuyama was not aware of the fact until the revelation of the fact (improper accounting), he recommended and warned in the context of improving governance and compliance regularly at the Board of Directors, etc. of the company; after the revelation, he appropriately executed his duties such as further strengthening compliance and demanding to take appropriate measures for preventing a recurrence. In addition, after the revelation of the case, he resigned from his position as director who is a member of the audit and supervisory committee at the conclusion of the Extraordinary Meeting of Shareholders of the company held on May 20, 2022.

(Reference) Structure and skills matrix of officers if Proposals 1 and 2 are approved

The composition of the Board of Directors and the Audit and Supervisory Committee and the expertise of each Director and Audit and Supervisory Committee Member if Proposals 1 and 2 are approved are as follows.

The following table is not intended to indicate all of the knowledge and experience possessed by each Director and Audit and Supervisory Committee Member, but rather to indicate the skills that are considered representative.

			Independence (Outside)	Experience and expertise		
				Corporate Management	Manufacturing and Technology	Planning, sales, and research and development
Directors who are not Audit and Supervisory Committee Members	<b>Hirohiko Hirono</b>			•		•
	<b>Yuichi Nagai</b>			•	•	•
	<b>Masaru Noritake</b>			•		
	<b>Kenichi Hoshi</b>			•	•	•
	<b>Hiroshi Kaneda</b>			•		•
	<b>Hirofumi Kurahashi</b>	Outside Independent Director	•			
Directors who are Audit and Supervisory Committee Members	<b>Kazuhiko Hara</b>					
	<b>Hiroataka Goto</b>	Outside Independent Director	•	•		•
	<b>Miyo Nishida (Female)</b>	Outside Independent Director	•			
	<b>Shoji Matsuyama</b>	Outside Independent Director	•			

			Experience and expertise				
			Finance and accounting	Legal affairs and compliance	Global experiences	Finance and securities	IT and digital
Directors who are not Audit and Supervisory Committee Members	<b>Hirohiko Hirono</b>				•		
	<b>Yuichi Nagai</b>						
	<b>Masaru Noritake</b>		•	•		•	
	<b>Kenichi Hoshi</b>				•		
	<b>Hiroshi Kaneda</b>				•		•
	<b>Hirofumi Kurahashi</b>	Outside Independent Director		•		•	
Directors who are Audit and Supervisory Committee Members	<b>Kazuhiko Hara</b>		•	•			
	<b>Hiroataka Goto</b>	Outside Independent Director			•		
	<b>Miyo Nishida (Female)</b>	Outside Independent Director		•			
	<b>Shoji Matsuyama</b>	Outside Independent Director	•				



### Proposal 3 Election of Accounting Auditor

The term of the Company's accounting auditor, Russell Bedford HIBISCUS, is set to expire as of the conclusion of this general meeting of shareholders, and we hereby propose the election of a new accounting auditor.

Further, this proposal is made based on the decision put forth by the Audit and Supervisory Committee.

The reasons for the Audit and Supervisory Committee to propose UHY Tokyo & Co. as accounting auditor are as follows. As a result of the business integration of Russell Bedford HIBISCUS Tokyo Office and UHY Tokyo & Co. to be implemented on July 1, 2025 (hereinafter referred to as the "Business Integration"), the audit work of the current Hibiscus Tokyo Office will be transferred to UHY Tokyo & Co. This will enable us to maintain continuity in audits, and we expect that audits will be conducted appropriately and accurately from the perspectives of a global audit system, independence, expertise, quality control system, etc., and therefore we have determined that UHY Tokyo & Co. is the suitable candidate.

Details concerning the candidate for accounting auditor are as follows.

(As of March 31, 2025)

Name	UHY Tokyo & Co.	
Main Office Address	JR Tokyu Meguro Building, 3-1-1 Kami-Osaki, Shinagawa-ku, Tokyo Nittochi Nagoya Bldg., 2-1-1 Sakae, Naka-ku, Nagoya, Aichi	
Company History	Apr. 1984	Established SanEi&Co in Toyohashi City, Aichi Prefecture The Head Office was later relocated to Tokyo.
	Feb. 2011	Joined the UHY Group headquartered in the U.K.
	Jul. 2025	Business integration of the Russell Bedford HIBISCUS Tokyo Office (planned)
Outline	Capital	¥67 million
	No. of personnel	Employees (including senior partners): 11 Staff: 37 Others: 4 Total: 52