

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.
In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

Securities identification code: 5480

June 6, 2025

Start date of measures for electronic provision: May 30, 2025

To our shareholders:

Shigemi Urata

President and Representative Director

Nippon Yakin Kogyo Co., Ltd.

5-8, Kyobashi 1-chome, Chuo-ku, Tokyo

Notice of the 143rd Annual General Meeting of Shareholders

You are cordially invited to attend the 143rd Annual General Meeting of Shareholders of Nippon Yakin Kogyo Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters subject to measures for electronic provision in the “Notice of the 143rd Annual General Meeting of Shareholders” on the following websites on the Internet.

The Company’s website:

<https://www.nyk.co.jp/investors/stock/meeting.html> (in Japanese)

Website of Tokyo Stock Exchange, Inc.:

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

* Please access the above website, enter the Company’s name “Nippon Yakin Kogyo” or the Company’s securities code “5480” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information” to review the information.

Website for materials for the General Meeting of Shareholders:

<https://d.sokai.jp/5480/teiji/> (in Japanese)

*The website above will be available from June 5, 2025 to September 26, 2025.

If you are unable to attend the meeting on the day, please exercise your voting rights by voting form or by electromagnetic means (e.g. the Internet) after examining the Reference Documents for the General Meeting of Shareholders given below.

Please see page 4 for information on how to exercise your voting rights.

Meeting Details

1. Date and time: Thursday, June 26, 2025 at 10:00 a.m. (Japan Standard Time)

(Start of reception: 9:00 a.m.)

2. Venue: 1st Floor of Kawasaki Sorinso

8-14, 2-chome, Egawa, Kawasaki-ku, Kawasaki-shi, Kanagawa

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 143rd Term (from April 1, 2024 to March 31, 2025), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 143rd Term (from April 1, 2024 to March 31, 2025)

Items to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Partial amendments to the Articles of Incorporation

Proposal 3: Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 4: Election of four (4) Directors who are Audit & Supervisory Committee Members

Proposal 5: Election of one (1) substitute Director who is an Audit & Supervisory Committee Member

Proposal 6: Setting of amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 7: Setting of amount of remuneration for Directors who are Audit & Supervisory Committee Members

Proposal 8: Introduction of a restricted stock remuneration plan

- Please submit the enclosed voting form at the reception of the venue if you attend the General Meeting of Shareholders. Please bring this convocation notice to save resources.
- For this General Meeting of Shareholders, physical documents stating the matters subject to measures for electronic provision are being sent to all shareholders regardless of whether they requested provision of physical documents. Among the matters subject to measures for electronic provision, however, pursuant to laws and regulations and Article 17, paragraph (2) of the Articles of Incorporation, the following matters are excluded from the physical documents. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following items.
 - (1) “System to Ensure the Appropriateness of the Company’s Operations and Operational Status of the System” in the business report
 - (2) “Consolidated Statements of Changes in Shareholders’ Equity” and “Notes to Consolidated Financial Statements” in the consolidated financial statements
 - (3) “Statements of Changes in Shareholders’ Equity” and “Notes to Non-consolidated Financial Statements” in the non-consolidated financial statements
- Please note in advance that the matters subject to measures for electronic provision posted on the websites are the full text of the materials for the General Meeting of Shareholders, and therefore, the page and item numbers do not match those printed on the sent documents.

- If revisions to the matters subject to measures for electronic provision arise, the details of the revisions will be posted on each of the websites listed on the previous page.
- In exercising your voting rights, if you do not indicate your approval or disapproval of each proposal, we will treat the vote as an approval.
- Exercising of voting rights in duplicate:
 - (1) If you exercise your voting rights in duplicate by voting form and by electromagnetic means (e.g. the Internet), we will treat the voting rights exercised by electromagnetic means as being valid.
 - (2) If you exercise your voting rights multiple times by electromagnetic means (e.g. the Internet), we will treat the voting rights exercised the last time as being valid.
- If you have any questions regarding the information contained in this convocation notice, please send such inquiries by e-mail to the address below. Answers to questions with shareholder interest will be posted on the Company's website on the Internet (<https://www.nyk.co.jp/>) (in Japanese) at a later date. Please note that we cannot respond to individual questions. E-mail address: yakin.soukai@nyk.jp
Deadline: Wednesday, June 25, 2025 at 5:30 p.m. (Japan Standard Time)
- Additionally, information for shareholders will be posted on the Company's website on the Internet (<https://www.nyk.co.jp/> (in Japanese)).

Information on How to Exercise Your Voting Rights

The following methods are available for the exercise of voting rights.

Voting by Attending the General Meeting of Shareholders

Please submit your voting form at the reception of the venue. (You do not need to affix your seal.)

Date and Time: Thursday, June 26, 2025 at 10:00 a.m. (Japan Standard Time) (Start of reception: 9:00 a.m.)

Venue: 1st Floor of Kawasaki Sorinso

Voting by Mail

Deadline: It must arrive by Wednesday, June 25, 2025 at 5:30 p.m.

Please indicate your approval or disapproval of the proposals on the enclosed voting form and then post it without affixing a postage stamp. If there is no indication of approval or disapproval for each proposal on your voting form, we will treat the vote as an approval.

Voting via the Internet (only in Japanese)

Deadline: Wednesday, June 25, 2025 at 5:30 p.m.

Please access our voting website (<https://evote.tr.mufg.jp/>) (in Japanese) on a PC or smartphone and then enter your “login ID” and “temporary password” written on the enclosed voting form. Next, please enter your approval or disapproval according to the instructions on the screen.

Note: Electronic Voting Platform – For Institutional Investors

The Company participates in the Electronic Voting Platform operated by ICJ, Inc. The platform may be used if a management trust bank or other nominal shareholder applies in advance for its use.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The basic policy of the Company is to operate stably while further strengthening our financial structure taking into consideration investment necessary to develop our business foundations and our earnings forecast. We propose to pay a dividend as below in accordance with this policy.

Matters related to year-end dividends

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
120 yen per common share of the Company
Total amount of dividends: 1,690,679,160 yen
- (3) Effective date of distribution of dividends of surplus
June 27, 2025

Proposal 2: Partial amendments to the Articles of Incorporation

The Company proposes to amend part of its Articles of Incorporation as follows:

1. Reasons for the proposal

- (1) The Company intends to transition to a company with an Audit & Supervisory Committee in order to strengthen the supervisory function of the Board of Directors, enhance corporate governance, and enable swift decision-making regarding management under the appropriate supervision of the Board of Directors. Therefore, the Company proposes to establish new provisions regarding the Audit & Supervisory Committee and Audit & Supervisory Committee Members, and to delete provisions regarding the Audit and Supervisory Board and Audit & Supervisory Board Members.
- (2) The Company proposes establishing a new provision that allows the Board of Directors to delegate all or part of its decisions on important business execution (excluding the matters listed in items of Article 399-13, paragraph (5) of the Companies Act) to Directors by resolution.
- (3) The Company proposes to change the scope of Directors who are allowed to enter into limited liability agreements pursuant to Article 427, paragraph (1) of the Companies Act so that Directors who do not execute business can fully exercise their expected roles. The Audit & Supervisory Board Members have given their consent to the amendment.
- (4) Accordingly, the relevant provisions shall be amended/deleted, the number of articles shall be changed, and other necessary changes shall be made.

2. Details of the amendments to the Articles of Incorporation

The contents of the amendments to the Articles of Incorporation are as follows:

The amendments to the Articles of Incorporation in this proposal shall take effect at the conclusion of this meeting.

(Underlined portions indicate changes.)

Current Articles of Incorporation	Proposed amendments
<p>Chapter I General Provisions</p> <p>Article 1. The name of the Company shall be Nippon Yakin Kogyo Kabushiki Kaisha, and in English it shall be Nippon Yakin Kogyo Co., Ltd.</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ul style="list-style-type: none">i. the management of, and prospecting, mining, and smelting at, iron, nickel, cobalt, chrome, manganese, and coal mines;ii. the manufacture and processing and sale of specialty steel and light alloys;iii. the manufacture and processing and sales of nonferrous metals such as nickel, cobalt, copper, titanium, zirconium, and tungsten, their alloys, and ceramics;iv. the treatment and reclamation of waste;v. the investigation, analysis, purification, and reclamation of soil and groundwater;	<p>Chapter I General Provisions</p> <p>Article 1. The name of the Company shall be Nippon Yakin Kogyo Kabushiki Kaisha, and in English it shall be Nippon Yakin Kogyo Co., Ltd*.</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses*:</p> <ul style="list-style-type: none">i. the management of, and prospecting, mining, and smelting at, iron, nickel, cobalt, chrome, manganese, and coal mines;ii. the manufacture and processing and sale of specialty steel and light alloys;iii. the manufacture and processing and sales of nonferrous metals such as nickel, cobalt, copper, titanium, zirconium, and tungsten, their alloys, and ceramics;iv. the treatment and reclamation of waste;v. the investigation, analysis, purification, and reclamation of soil and groundwater;

Current Articles of Incorporation	Proposed amendments
<ul style="list-style-type: none"> vi. the manufacture and sales of pollution prevention machinery, transportation and hauling machinery, electric welding machines, and steel structures; vii. the manufacture and sales of kitchen and bathroom equipment, sanitary equipment, air conditioning equipment, and construction materials; viii. the design, supervision, and contracting of civil engineering works, architectural works, and plumbing works; ix. the sales and purchase, leasing, and management of real estate, the leasing of movable property, and money lending business; x. the management of sports facilities, accommodation facilities, restaurants, and amusement parks, and meal providing business; xi. the production, processing, and sales of agricultural produce, livestock, and seafood; xii. the warehouse business, passenger and freight forwarding, harbor transportation, marine transportation, and customs clearance business; xiii. non-life insurance agency and life insurance brokerage; xiv. the development and sales of computer information systems; and xv. any and all businesses ancillary or related to all of the above. 	<ul style="list-style-type: none"> vi. the manufacture and sales of pollution prevention machinery, transportation and hauling machinery, electric welding machines, and steel structures; vii. the manufacture and sales of kitchen and bathroom equipment, sanitary equipment, air conditioning equipment, and construction materials; viii. the design, supervision, and contracting of civil engineering works, architectural works, and plumbing works; ix. the sales and purchase, leasing, and management of real estate, the leasing of movable property, and money lending business; x. the management of sports facilities, accommodation facilities, restaurants, and amusement parks, and meal providing business; xi. the production, processing, and sales of agricultural produce, livestock, and seafood; xii. the warehouse business, passenger and freight forwarding, harbor transportation, marine transportation, and customs clearance business; xiii. non-life insurance agency and life insurance brokerage; xiv. the development and sales of computer information systems; and xv. any and all businesses ancillary or related to all of the above.
<p>Article 3. The head office of the Company shall be located in Chuo-ku, Tokyo.</p>	<p>Article 3. The head office of the Company shall be located in Chuo-ku, Tokyo*.</p>
<p>Article 4. The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors:</p> <ul style="list-style-type: none"> i. Board of Directors; ii. <u>Audit & Supervisory Board Members;</u> iii. <u>Audit & Supervisory Board;</u> and iv. Accounting Auditor 	<p>Article 4. The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors*:</p> <ul style="list-style-type: none"> i. Board of Directors; ii. <u>Audit & Supervisory Committee;</u> and <p style="text-align: right;"><Deleted></p> <ul style="list-style-type: none"> iii. Accounting Auditor
<p>Article 5. <u>Public notices</u> of the Company shall be <u>given by electronic means</u>. However, if the Company is unable to give public notices by electronic means due to an accident or any other unavoidable circumstances, public notices shall be given in <i>The Nikkei</i>.</p>	<p>Article 5. <u>The method of public notice</u> of the Company shall be <u>electronic notice</u>. However, if the Company is unable to give public notices by electronic means due to an accident or any other unavoidable circumstances, public notices shall be given in <i>The Nikkei</i>.</p>

Current Articles of Incorporation	Proposed amendments
Chapter II Shares and Shareholders	Chapter II Shares and Shareholders
Article 6. The total number of shares authorized to be issued by the Company shall be fifty-five million eight hundred thousand (55,800,000).	Article 6. The total number of shares authorized to be issued by the Company shall be fifty-five million eight hundred thousand (55,800,000)*.
Article 7. The Company, in accordance with the provisions of Article 165, paragraph (2) of the Companies Act, may acquire its own shares by a resolution of the Board of Directors.	Article 7. The Company, in accordance with the provisions of Article 165, paragraph (2) of the Companies Act, may acquire its own shares by a resolution of the Board of Directors*.
Article 8. (Omitted)	Article 8. (Unchanged)
Article 9. (1) The Company shall have a shareholder register administrator. <u>The shareholder register administrator and its place of business shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.</u> <Newly established>	Article 9. (1) The Company shall have a shareholder register administrator. <u>(2) The shareholder register administrator and its place of business shall be designated by a resolution of the Board of Directors and public notice thereof shall be given.</u> <u>(3) The preparation and keeping of the shareholder register and the share option register of the Company (hereinafter referred to as the “Shareholder Register, Etc.”) and all other operations related thereto shall be outsourced to the shareholder register administrator, and shall not be handled by the Company*.</u>
Article 10. (Omitted)	Article 10. (Unchanged)
Article 11. Shareholders may not exercise any rights other than those <u>described</u> below with respect to shares less than one unit held by them: i. any right specified in each item of Article 189, paragraph (2) of the Companies Act; ii. any right to make a claim in accordance with the provisions of Article 166, paragraph (1) of the Companies Act;	Article 11. Shareholders may not exercise any rights other than those <u>specified</u> below with respect to shares less than one unit held by them: i. any right specified in each item of Article 189, paragraph (2) of the Companies Act; ii. any right to make a claim in accordance with the provisions of Article 166, paragraph (1) of the Companies Act;

Current Articles of Incorporation	Proposed amendments
<ul style="list-style-type: none"> iii. any right to receive the allotment of the shares for subscription and share options for subscription, in proportion to the number of shares held by each shareholder; and iv. any right to make a claim as provided in the following Article. 	<ul style="list-style-type: none"> iii. any right to receive <u>the allotment of</u> the shares for subscription and the allotment of share options for subscription, in proportion to the number of shares held by each shareholder; and iv. any right to make a claim as provided in the following Article.
<p>Article 12. (Omitted)</p> <p>Chapter III General Meeting of Shareholders</p>	<p>Article 12. (Unchanged)</p> <p>Chapter III General Meeting of Shareholders</p>
<p>Article 13. (Omitted)</p>	<p>Article 13. (Unchanged)</p>
<p>Article 14. Two types of General Meetings of Shareholders, annual and extraordinary, shall be convened by the Company. The Annual General Meeting of Shareholders shall be convened within three (3) months after the end of each fiscal year and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p>	<p>Article 14. Two types of General Meetings of Shareholders, annual and extraordinary, shall be convened by the Company. The Annual General Meeting of Shareholders shall be convened within three (3) months after the end of each fiscal year and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary*.</p>
<p>Article 15. (Omitted)</p>	<p>Article 15. (Unchanged)</p>
<p>Article 16. The President and Director shall act as the chairman of the General Meeting of Shareholders and if the President and Director is unavailable, another Director shall act as the chairman in the order predetermined by a resolution of the Board of Directors.</p>	<p>Article 16. The President and Director shall act as the chairman of the General Meeting of Shareholders and if the President and Director is unavailable, another Director shall act as the chairman in the order predetermined by a resolution of the Board of Directors*.</p>
<p>Article 17.(1) The Company shall, when convening a General Meeting of Shareholders, provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically.</p> <p>(2) Among the matters to be provided electronically, the Company may choose not to include all or part of the matters set forth in Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</p>	<p>Article 17.(1) The Company shall, when convening a General Meeting of Shareholders, provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically*.</p> <p>(2) Among the matters to be provided electronically, the Company may choose not to include all or part of the matters set forth in Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights*.</p>

Current Articles of Incorporation	Proposed amendments
<p>Article 18.(1) Unless otherwise prescribed by laws and regulations or in these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be passed by a majority of the votes of the shareholders present at such meeting.</p> <p>(2) Resolutions of a General Meeting of Shareholders set forth in Article 309, paragraph (2) of the Companies Act shall be passed by two-thirds (2/3) or more of the votes of shareholders present at such meeting where shareholders holding one-third (1/3) or more of the votes of shareholders entitled to vote at such meeting are present.</p>	<p>Article 18.(1) Unless otherwise prescribed by laws and regulations or in these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be passed by a majority of the votes of the shareholders present at such meeting*.</p> <p>(2) Resolutions of a General Meeting of Shareholders set forth in Article 309, paragraph (2) of the Companies Act shall be passed by two-thirds (2/3) or more of the votes of shareholders present at such meeting where shareholders holding one-third (1/3) or more of the votes of shareholders entitled to vote at such meeting are present.</p>
<p>Article 19. Shareholders may exercise their voting rights by proxy. However, such proxy shall be limited to one (1) shareholder with voting rights of the Company. In such cases, a shareholder or its proxy must submit to the Company a document evidencing the authority of proxy for each General Meeting of Shareholders.</p>	<p>Article 19. Shareholders may exercise their voting rights by proxy. However, such proxy shall be limited to one (1) shareholder with voting rights of the Company. In such cases, a shareholder or its proxy must submit to the Company a document evidencing the authority of proxy for each General Meeting of Shareholders*.</p>
<p>Article 20 through Article 21 (Omitted)</p>	<p>Article 20 through Article 21 (Omitted)</p>
<p>Chapter IV Directors and Board of Directors</p> <p>Article 22.(1) The number of Directors of the Company shall be no more than <u>ten (10) and the Directors shall be elected at a General Meeting of Shareholders.</u></p> <p><Newly established></p>	<p>Chapter IV Directors and Board of Directors</p> <p>Article 22.(1) The number of Directors of the Company shall be no more than <u>fifteen (15).</u></p>
<p><Newly established></p> <p>(2) Resolutions for the election of Directors shall be passed by a majority of the votes of shareholders present at such meeting where shareholders holding one-third (1/3) or more of the votes of shareholders who are entitled to vote at such meeting are present.</p>	<p>(2) <u>Among the Directors, the number of Directors who are Audit & Supervisory Committee Members shall be no more than five (5).</u></p> <p>(3) <u>Directors who are Audit & Supervisory Committee Members and other Directors shall be elected separately by a resolution of a General Meeting of Shareholders.</u></p> <p>(4) Resolutions for the election of Directors shall be passed by a majority of the votes of shareholders present at such meeting where shareholders holding one-third (1/3) or more of the votes of shareholders who are entitled to vote at such meeting are present.</p>

Current Articles of Incorporation	Proposed amendments
<p><u>(3)</u> Resolutions for the election of Directors shall not be passed by cumulative voting.</p>	<p><u>(5)</u> Resolutions for the election of Directors shall not be passed by cumulative voting.</p>
<p>Article 23. The term of office of a Director continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within <u>two (2) years</u> from the time of his or her election.</p>	<p>Article 23.<u>(1)</u> The term of office of a Director (excluding Directors who are <u>Audit & Supervisory Committee Members</u>) continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within <u>one (1) year</u> from the time of his or her election.</p>
<p><Newly established></p>	<p><u>(2)</u> <u>The term of office of a Director who is an Audit & Supervisory Committee Member continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within two (2) years from the time of his or her election.</u></p>
<p><Newly established></p>	<p><u>(3)</u> <u>The term of office of a Director who is an Audit & Supervisory Committee Member, who is elected as the substitute for a Director who is an Audit & Supervisory Committee Member who retired from office before the expiration of his or her term of office, continues until the time the term of office of the Director who is an Audit & Supervisory Committee Member who retired from office expires.</u></p>
<p>Article 24. The Board of Directors may select, by its resolution, one (1) Chairman of Directors and one (1) President and Director.</p>	<p>Article 24. The Board of Directors may select, by its resolution, one (1) Chairman of Directors (<u>excluding Directors who are Audit & Supervisory Committee Members</u>) and one (1) President and Director (<u>excluding Directors who are Audit & Supervisory Committee Members</u>).</p>
<p>Article 25. Directors representing the Company shall be selected, by a resolution of the Board of Directors, from among the Directors. Each Representative Director shall represent the Company individually.</p>	<p>Article 25. Directors representing the Company shall be selected, by a resolution of the Board of Directors, from among the Directors (<u>excluding Directors who are Audit & Supervisory Committee Members</u>). Each Representative Director shall represent the Company individually. Each Representative Director shall represent the Company individually.</p>

Current Articles of Incorporation	Proposed amendments
<p>Article 26. The Chairman of Directors shall act as the chairman of the Board of Directors. If there is a vacancy in the post of Chairman of Directors or the Chairman of Directors is unavailable, the President and Director shall act as the chairman and if the President and Director is unavailable, another Director shall act as the chairman in the order predetermined by a resolution of the Board of Directors.</p>	<p>Article 26. The Chairman of Directors shall act as the chairman of the Board of Directors. If there is a vacancy in the post of Chairman of Directors or the Chairman of Directors is unavailable, the President and Director shall act as the chairman and if the President and Director is unavailable, another Director shall act as the chairman in the order predetermined by a resolution of the Board of Directors*.</p>
<p>Article 27. The convocation notice of a meeting of the Board of Directors shall be dispatched to each Director <u>and each Audit & Supervisory Board Member</u> no later than two (2) days prior to the day of the meeting. Provided, however, that in case of urgency, such period may be shortened.</p>	<p>Article 27. The convocation notice of a meeting of the Board of Directors shall be dispatched to each Director no later than two (2) days prior to the day of the meeting. Provided, however, that in case of urgency, such period may be shortened.</p>
<p>Article 28. The Company shall deem that the Board of Directors has passed a resolution to approve of matters to be resolved by the Board of Directors if all Directors (limited to those who are entitled to participate in votes with respect to such matter) manifest their intention to agree to such matter in writing or in an electromagnetic record. <u>Provided, however, that this shall not apply when an Audit & Supervisory Board Member states objection to such matter.</u></p>	<p>Article 28. The Company shall deem that the Board of Directors has passed a resolution to approve of matters to be resolved by the Board of Directors if all Directors (limited to those who are entitled to participate in votes with respect to such matter) manifest their intention to agree to such matter in writing or in an electromagnetic record.</p>
<p><Newly established></p>	
<p>Article 29. The rules of the Board of Directors shall be separately set forth by a resolution of the Board of Directors.</p>	<p><u>Article 29. The Company, in accordance with the provisions of Article 399-13, paragraph (6) of the Companies Act, may delegate in whole or in part the decision-making authority on important business execution (excluding matters outlined in each item of paragraph (5) of the same article) to Directors by a resolution of the Board of Directors.</u></p> <p>Article 30. The rules of the Board of Directors shall be separately set forth by a resolution of the Board of Directors.</p>

Current Articles of Incorporation	Proposed amendments
<p>Article 30. The remunerations and bonuses of Directors and other financial benefits received by Directors from the Company as consideration for the execution of their duties (hereinafter referred to as “Remunerations, Etc.”) shall be determined by a resolution of a General Meeting of Shareholders.</p>	<p>Article 31. The remunerations and bonuses of Directors and other financial benefits received by Directors from the Company as consideration for the execution of their duties (hereinafter referred to as “Remunerations, Etc.”) shall be determined <u>separately for Directors who are Audit & Supervisory Committee Members and other Directors</u> by a resolution of a General Meeting of Shareholders.</p>
<p>Article 31.(1) The Company, in accordance with the provisions of Article 426, paragraph (1) of the Companies Act, may exempt, by a resolution of the Board of Directors, a Director (including a former Director) from liability under Article 423, paragraph (1) of the Companies Act to the extent of the amount permitted by laws and regulations.</p> <p>(2) The Company, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, may enter into an agreement with <u>an Outside</u> Director to limit his or her liability under Article 423, paragraph (1) of the <u>Companies Act</u> to the extent of the amount permitted by laws and regulations.</p>	<p>Article 32.(1) The Company, in accordance with the provisions of Article 426, paragraph (1) of the Companies Act, may exempt, by a resolution of the Board of Directors, a Director (including a former Director) from liability under Article 423, paragraph (1) of the Companies Act to the extent of the amount permitted by laws and regulations.</p> <p>(2) The Company, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, may enter into an agreement with <u>a Director (excluding executive Directors, etc.)</u> to limit his or her liability under Article 423, paragraph (1) of the <u>same act</u> to the extent of the amount permitted by laws and regulations.</p>
<p>Chapter V <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p>	<p>Chapter V <u>Audit & Supervisory Committee</u></p>
<p>Article 32.(1) <u>The number of Audit & Supervisory Board Members of the Company shall be no more than five (5) and the Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u></p> <p>(2) <u>Resolutions for the election of Audit & Supervisory Board Members shall be passed by a majority of the votes of shareholders present at such meeting where shareholders holding one-third (1/3) or more of the votes of shareholders who are entitled to vote at such meeting are present.</u></p>	<p><Deleted></p>

Current Articles of Incorporation	Proposed amendments
<u>Article 33. The term of office of an Audit & Supervisory Board Member continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within four (4) years from the time of his or her election.</u>	<Deleted>
<u>Article 34. The term of office of an Audit & Supervisory Board Member, who is elected as the substitute for an Audit & Supervisory Board Member who retired from office before the expiration of his or her term of office, continues until the time the term of office of the Audit & Supervisory Board Member who retired from office expires.</u>	<Deleted>
<u>Article 35. The full-time Audit & Supervisory Board Members shall be elected by a resolution of the Audit & Supervisory Board.</u>	<u>Article 33. The Audit & Supervisory Committee may elect a full-time Audit & Supervisory Committee Member from among the Audit & Supervisory Committee Members.</u>
<u>Article 36. The convocation notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than two (2) days prior to the day of the meeting. Provided, however, that in case of urgency, such period may be shortened.</u>	<u>Article 34. The convocation notice of a meeting of the Audit & Supervisory Committee shall be dispatched to each Audit & Supervisory Committee Member no later than two (2) days prior to the day of the meeting. Provided, however, that in case of urgency, such period may be shortened.</u>
<u>Article 37. The rules of the Audit & Supervisory Board shall be separately set forth by a resolution of the Audit & Supervisory Board.</u>	<u>Article 35. The rules of the Audit & Supervisory Committee shall be separately set forth by a resolution of the Audit & Supervisory Committee.</u>
<u>Article 38. The Remunerations, Etc. of the Audit & Supervisory Board Members shall be determined by a resolution of the General Meeting of Shareholders.</u>	<Deleted>
<u>Article 39.(1) The Company, in accordance with the provisions of Article 426, paragraph (1) of the Companies Act, may exempt, by a resolution of the Board of Directors, an Audit & Supervisory Board Member (including a former Audit & Supervisory Board Member) from liability under Article 423, paragraph (1) of the Companies Act to the extent of the amount permitted by laws and regulations.</u>	<Deleted>

Current Articles of Incorporation	Proposed amendments
<p>(2) <u>The Company, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, may enter into an agreement with an Audit & Supervisory Board Member to limit his or her liability under Article 423, paragraph (1) of the Companies Act to the extent of the amount permitted by laws and regulations.</u></p>	<p><Deleted></p>
<p>Chapter VI Accounting Auditor</p>	<p>Chapter VI Accounting Auditor</p>
<p>Article 40. The Accounting Auditor of the Company shall be elected at a General Meeting of Shareholders.</p>	<p>Article 36. The Accounting Auditor of the Company shall be elected at a General Meeting of Shareholders.</p>
<p>Article 41.(1) The term of office of the Accounting Auditor continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within one (1) year from the time of its election.</p> <p>(2) Unless otherwise resolved at the Annual General Meeting of Shareholders under the preceding paragraph, the Accounting Auditor shall be deemed to have been reelected at said Annual General Meeting of Shareholders.</p>	<p>Article 37.(1) The term of office of the Accounting Auditor continues until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within one (1) year from the time of its election.</p> <p>(2) Unless otherwise resolved at the Annual General Meeting of Shareholders under the preceding paragraph, the Accounting Auditor shall be deemed to have been reelected at said Annual General Meeting of Shareholders.</p>
<p>Article 42. The Remunerations, Etc. of the Accounting Auditor shall be determined by the Board of Directors with the consent of the <u>Audit & Supervisory Board</u>.</p>	<p>Article 38. The Remunerations, Etc. of the Accounting Auditor shall be determined by the Board of Directors with the consent of the <u>Audit & Supervisory Committee</u>.</p>
<p>Chapter VII Accounts</p>	<p>Chapter VII Accounts</p>
<p>Article 43. The fiscal year of the Company shall be one (1) year, commencing on April 1 of each year and ending on March 31 of the following year. The accounts shall be closed on the last day of the fiscal year.</p>	<p>Article 39. The fiscal year of the Company shall be one (1) year, commencing on April 1 of each year and ending on March 31 of the following year. The accounts shall be closed on the last day of the fiscal year.</p>
<p>Article 44. The record date for the distribution of year-end dividends of surplus of the Company shall be March 31 of each year.</p>	<p>Article 40. The record date for the distribution of year-end dividends of surplus of the Company shall be March 31 of each year.</p>

Current Articles of Incorporation	Proposed amendments
<p>Article 45. The Company may distribute, by a resolution of the Board of Directors, interim dividends with the record date of September 30 of each year.</p> <p>Article 46. (1) In cases where the dividend is in the form of cash and remains unclaimed for a period of three (3) full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends.</p> <p>(2) Any dividends in the preceding paragraph shall not accrue interest.</p> <p style="text-align: center;"><Newly established></p>	<p>Article 41. The Company may distribute, by a resolution of the Board of Directors, interim dividends with the record date of September 30 of each year.</p> <p>Article 42. (1) In cases where the dividend is in the form of cash and remains unclaimed for a period of three (3) full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends.</p> <p>(2) Any dividends in the preceding paragraph shall not accrue interest.</p> <p style="text-align: center;">Supplementary provisions</p> <p>1. <u>The Company may exempt, by a resolution of the Board of Directors, an Audit & Supervisory Board Member (including a former Audit & Supervisory Board Member) from liability for acts committed prior to the conclusion of the 143rd Annual General Meeting of Shareholders under Article 423, paragraph (1) of the Companies Act to the extent of the amount permitted by laws and regulations.</u></p>

* Asterisks indicate that minor changes in punctuation or wording have been made to the original Japanese text, which do not affect the English translation.

Proposal 3: Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Subject to the approval and adoption of Proposal 2 “Partial amendments to the Articles of Incorporation,” the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, the terms of office of all ten (10) Directors will expire at the conclusion of this meeting. Therefore, the Company proposes that ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) be elected.

This proposal can only take effect after Proposal 2 “Partial amendments to the Articles of Incorporation” takes effect.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position and responsibilities at the Company	Attendance at Board of Directors meetings during the fiscal year under review
1	Hisashi Kubota <input type="checkbox"/> Male	Chairman of Directors	14/14 (100%)
2	Shigemi Urata <input type="checkbox"/> Male	President and Representative Director, President and Executive Officer	14/14 (100%)
3	Shingo Kobayashi <input type="checkbox"/> Male	Representative Director and Executive Vice President	14/14 (100%)
4	Hiroshi Toyoda <input type="checkbox"/> Male	Director and Senior Managing Executive Officer	14/14 (100%)
5	Hisashi Yamada <input type="checkbox"/> Male	Director and Senior Managing Executive Officer	14/14 (100%)
6	Akira Akimoto <input type="checkbox"/> Male	Director and Managing Executive Officer	11/11 (100%)
7	Kenji Tani <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Male	Outside Director	14/14 (100%)
8	Taizo Suga <input type="checkbox"/> Outside <input type="checkbox"/> Independent <input type="checkbox"/> Male	Outside Director	14/14 (100%)

Candidate No.	Name	Current position and responsibilities at the Company	Attendance at Board of Directors meetings during the fiscal year under review
	Reappointment		
9	Outside	Naomi Eto	Outside Director
	Independent		14/14
	Female		(100%)
	Reappointment		
10	Outside	Mariko Ogawa	Outside Director
	Independent		11/11
	Female		(100%)

1 Hisashi Kubota

(March 16, 1955)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1978	Joined the Company	Tenure as Director
December 2004	General Manager of Finance & Accounting Department of the Company	Seventeen (17) years
June 2008	Director, General Manager of Finance & Accounting Department of the Company	Attendance at Board of Directors meetings
June 2010	Managing Director, General Manager of Finance & Accounting Department of the Company	14/14 (100%)
June 2012	Director, Managing Executive Officer, General Manager of Finance & Accounting Department of the Company	Number of the Company's shares owned
June 2013	Director, Managing Executive Officer of the Company	19,474 shares
June 2016	Representative Director, Senior Managing Executive Officer, Executive General Manager of Corporate Marketing Division of the Company	
April 2018	Representative Director and Executive Vice President, Executive General Manager of Corporate Marketing Division of the Company	
April 2019	President and Representative Director, President and Executive Officer of the Company	
June 2024	Chairman of Directors of the Company (present position)	

Reasons for nomination as a candidate for Director

Hisashi Kubota has experience as an officer responsible for the Corporate Planning Department, the Finance & Accounting Department and the General Affairs Department as well as Executive General Manager of Corporate Marketing Division, and has a wealth of experience and knowledge relating to the Company's corporate management. Taking office as Chairman of Directors last year, he has led management reforms with effective corporate governance functions, while strengthening the effectiveness and supervisory roles of the Board of Directors in his capacity as Chairman of the Board of Directors. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

2 Shigemi Urata

(July 7, 1960)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1984	Joined the Company	Tenure as Director
June 2013	General Manager of Overseas Sales Department of the Company	Three (3) years
June 2016	Deputy Executive General Manager of Corporate Marketing Division, General Manager of Overseas Sales Department of the Company	Attendance at Board of Directors meetings
April 2017	Executive Officer, Deputy Executive General Manager of Corporate Marketing Division, General Manager of Overseas Sales Department of the Company	14/14 (100%)
April 2019	Managing Executive Officer, Deputy Executive General Manager of Corporate Marketing Division, General Manager of Overseas Sales Department of the Company	Number of the Company's shares owned
April 2021	Managing Executive Officer, Deputy Executive General Manager of Corporate Marketing Division of the Company	8,487 shares
April 2022	Managing Executive Officer, Executive General Manager of Corporate Marketing Division of the Company	
June 2022	Director, Managing Executive Officer, Executive General Manager of Corporate Marketing Division of the Company	
April 2023	Director, Senior Managing Executive Officer, Executive General Manager of Corporate Marketing Division of the Company	
June 2024	President and Representative Director, President and Executive Officer of the Company (present position)	

Reasons for nomination as a candidate for Director

Shigemi Urata has experience as General Manager of Overseas Sales Department and Executive General Manager of Corporate Marketing Division, leads the Company's global development, and has a wealth of experience and knowledge in the Company's corporate management as well. Currently, as President and Representative Director, he is strongly promoting the initiatives of the Medium-Term Management Plan 2023. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

3 Shingo Kobayashi

(August 29, 1960)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1983	Joined the Company	Tenure as Director
June 2013	General Manager of Finance & Accounting Department of the Company	Six (6) years
April 2015	Executive Officer and General Manager of Finance & Accounting Department of the Company	Attendance at Board of Directors meetings
June 2018	Managing Executive Officer and General Manager of Finance & Accounting Department of the Company	14/14 (100%)
June 2019	Director, Managing Executive Officer of the Company	Number of the Company's shares owned
April 2021	Director, Senior Managing Executive Officer of the Company	10,536 shares
June 2021	Representative Director, Senior Managing Executive Officer of the Company	
April 2024	Representative Director and Executive Vice President of the Company (present position)	

Reasons for nomination as a candidate for Director

Shingo Kobayashi was in charge of the practical business of finance, accounting and corporate planning for many years. Since then, as an officer in charge of the Finance & Accounting Department, Human Resources Department, and General Affairs Department, he has compiled and driven strategy mainly to strengthen the financial fundamentals of the Company. Currently as Representative Director, he is leading important challenges of building corporate foundations for the future in line with the Medium-Term Management Plan 2023. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

4 Hiroshi Toyoda

(September 5, 1961)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1984	Joined The Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)	Tenure as Director
April 2010	General Manager of Corporate Research Division of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	Three (3) years
April 2013	Executive Officer, General Manager of Corporate Banking Division No. 6 of Mizuho Corporate Bank, Ltd.	Attendance at Board of Directors meetings 14/14 (100%)
July 2013	Executive Officer, General Manager of Corporate Banking Division No. 6 of Mizuho Bank, Ltd.	Number of the Company's shares owned 7,204 shares
April 2016	Advisor of Mizuho Bank, Ltd.	
April 2016	Advisor of Japan Management Systems, Inc.	
May 2016	Representative Director and President of Japan Management Systems, Inc.	
June 2019	Executive Advisor of the Company	
June 2019	Managing Executive Officer, General Manager of Corporate Planning Department of the Company	
June 2022	Director, Managing Executive Officer, General Manager of Corporate Planning Department of the Company	
April 2024	Director, Senior Managing Executive Officer of the Company (present position)	

Reasons for nomination as a candidate for Director

Hiroshi Toyoda has held positions at financial institutions and a management consulting company, has an extensive network, and has a wealth of experience and knowledge concerning overall corporate management. After joining the Company, he was responsible for the IT Systems Department, and currently, he is an officer responsible for the Corporate Planning Department and the Investor Relations and Public Relations Department, where he addresses important issues, and he supervises the Group's management and sustainability initiatives as the main person leading such promotion. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

5 Hisashi Yamada

(August 24, 1961)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1985	Joined the Company	Tenure as Director
April 2009	General Manager of Production Management Office of Yakin Kawasaki Co., Ltd. (currently Kawasaki Plant of the Company)	Three (3) years
April 2014	Deputy General Plant Manager of Kawasaki Plant, General Manager of Production Department of the Company	Attendance at Board of Directors meetings
April 2017	Executive Officer, Deputy Executive General Plant Manager of Kawasaki Plant, Process Innovation Project Team Leader of Kawasaki Plant of the Company	14/14 (100%)
April 2018	Executive Officer, General Manager of Facilities Planning Department, MPI Project Leader of the Company	Number of the Company's shares owned
April 2019	Executive Officer, MPI Project Leader of the Company	7,922 shares
April 2020	Managing Executive Officer, Executive General Plant Manager of Kawasaki Plant of the Company	
June 2022	Director, Managing Executive Officer, Executive General Plant Manager of Kawasaki Plant of the Company	
April 2024	Director, Senior Managing Executive Officer of the Company (present position)	

Reasons for nomination as a candidate for Director

Hisashi Yamada has experience as General Manager of the Facilities Planning Department and Executive General Plant Manager of the Kawasaki Plant, and has a wealth of experience and knowledge relating to the Company's manufacturing and facilities. Currently, he is an officer responsible for the IT Systems Department and Group Environment & IP Department where he addresses important issues, and he is leading the Company's DX promotion. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

6 Akira Akimoto

(February 22, 1964)

Reappointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1986	Joined the Company	Tenure as Director
June 2008	Branch Manager of Niigata Branch of the Company	One (1) year
June 2013	General Manager of Sales Planning Department of the Company	Attendance at Board of Directors meetings
April 2018	Branch Manager of Tokyo Branch of the Company	11/11 (100%)
April 2019	Executive Officer, Branch Manager of Tokyo Branch of the Company	Number of the Company's shares owned
April 2022	Executive Officer, Deputy Executive General Manager of Corporate Marketing Division of the Company	6,574 shares
June 2024	Director, Managing Executive Officer, Executive General Manager of Corporate Marketing Division of the Company (present position)	

Reasons for nomination as a candidate for Director

Akira Akimoto has experience as General Manager of the Sales Planning Department and Branch Manager of the Tokyo Branch, and has a wealth of experience and knowledge in the Company's sales division. Currently, as Executive General Manager of the Corporate Marketing Division, he is working to enhance competitiveness of high-performance alloys which is our strategic field, working to maintain a stable revenue base for general stainless steel materials, and is strengthening the customer base. The Company again nominated him as a candidate for Director with the expectation that these rich experiences and achievements will be instrumental in the decision-making and supervision of the Board of Directors while contributing to improving the corporate value of the Company.

7 Kenji Tani

(December 13, 1954)

Reappointment

Outside

Independent

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1978	Joined Mitsubishi Corporation	Tenure as Director
April 2009	Senior Vice President and COO of Non-Ferrous Metals Division of Mitsubishi Corporation	Four (4) years
April 2011	President & CEO of Mitsubishi Corporation Unimetal Ltd.	Attendance at Board of Directors meetings
April 2013	President & CEO of Mitsubishi Corporation RtM Japan Ltd.	14/14 (100%)
June 2019	Outside Audit & Supervisory Board Member of the Company	Number of the Company's shares owned
June 2021	Outside Director of DAIKI ALUMINIUM INDUSTRY CO., LTD. (present position)	1,000 shares
June 2021	Outside Director of the Company (present position)	

(Significant concurrent positions outside the Company)
Outside Director of DAIKI ALUMINIUM INDUSTRY CO., LTD.

Reasons for nomination as a candidate for Outside Director and expected roles

Kenji Tani has rich knowledge and experience in corporate management, sales, marketing and more through many years of involvement in management at a trading company, such as his role of President & CEO of Mitsubishi Corporation RtM Japan Ltd., and has provided appropriate advice since his appointment as an Outside Director of the Company. The Company continues to propose his candidacy for Outside Director so that he can provide valuable opinions and suggestions to the management of the Company based on these achievements.

In the event of his election, Tani will participate in deliberations on matters such as nomination and remuneration of officers as a member of the Nomination & Remuneration Committee, a voluntary consultative body under the Board of Directors.

8 Taizo Suga

(June 23, 1955)

Reappointment

Outside

Independent

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1978	Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)	Tenure as Director Four (4) years
July 2004	Manager of Finance Group of Finance & Accounting Division of IHI Corporation	Attendance at Board of Directors meetings 14/14 (100%)
April 2007	Manager of Group Business Management Section, Corporate Planning Division of IHI Corporation	Number of the Company's shares owned
April 2010	General Manager of Corporate Business Development Division of IHI Corporation	500 shares
April 2012	General Manager of Corporate Business Development Division and Lithium-Ion Battery Business Development of IHI Corporation	
April 2013	Executive Officer and President of Urban Development Operations and General Manager of Intelligent Information Management Headquarters of IHI Corporation	
April 2014	Executive Officer of IHI Corporation; President and Chief Executive Officer of IHI ASIA PACIFIC PTE. LTD.	
April 2017	General Advisor of IHI Corporation	
June 2017	Audit & Supervisory Board Member of IHI Corporation (Full time)	
June 2021	General Advisor of IHI Corporation	
June 2021	Outside Director of the Company (present position)	

Reasons for nomination as a candidate for Outside Director and expected roles

Taizo Suga has rich knowledge and experience in finance, accounting, internal control, and global business operations through his involvement as an Audit & Supervisory Board Member of IHI Corporation, management of an overseas group company, and more, and has provided appropriate advice since his appointment as an Outside Director of the Company. The Company continues to propose his candidacy for Outside Director so that he can provide valuable opinions and suggestions to the management of the Company based on these achievements.

In the event of his election, Suga will participate in deliberations on matters such as nomination and remuneration of officers as a member of the Nomination & Remuneration Committee, a voluntary consultative body under the Board of Directors.

9 Naomi Eto

(May 2, 1956)

Reappointment
Outside
Independent
Female

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1979	Joined Bridgestone Tire Co., Ltd. (currently Bridgestone Corporation)	Tenure as Director
November 2004	General Manager of Public Relations Department of Bridgestone Corporation	Three (3) years
March 2009	Executive Officer responsible for General Affairs and Corporate Communications of Bridgestone Corporation	Attendance at Board of Directors meetings 14/14 (100%)
February 2014	Executive Officer, Senior General Manager of Group CC Division of ZENSHO HOLDINGS CO., LTD.	Number of the Company's shares owned 1,300 shares
June 2014	Director, Senior General Manager of Group CC Division of ZENSHO HOLDINGS CO., LTD.	
January 2015	Director, Senior General Manager of Group Administration Division of ZENSHO HOLDINGS CO., LTD.	
May 2020	Director of ZENSHO HOLDINGS CO., LTD.	
June 2020	Outside Director of MORINAGA&CO., LTD.	
June 2022	Outside Director of The Nisshin OilliO Group, Ltd. (present position)	
June 2022	Outside Director of the Company (present position)	

(Significant concurrent positions outside the Company)
Outside Director of The Nisshin OilliO Group, Ltd.

Reasons for nomination as a candidate for Outside Director and expected roles

Naomi Eto has rich knowledge and experience in the fields of corporate governance, compliance, and sustainability through experiencing human resource development, corporate communications, environment and other such business operations at Bridgestone Corporation, and her later involvement with management at ZENSHO HOLDINGS CO., LTD., and has provided appropriate advice since her appointment as an Outside Director of the Company. The Company continues to propose her candidacy for Outside Director so that she can provide valuable opinions and suggestions to the management of the Company based on these achievements.

In the event of her election, Eto will participate in deliberations on matters such as nomination and remuneration of officers as a member of the Nomination & Remuneration Committee, a voluntary consultative body under the Board of Directors.

10 Mariko Ogawa

(August 23, 1966)

Reappointment
Outside
Independent
Female

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1989	Joined The Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)	Tenure as Director
September 1999	Joined The World Bank	One (1) year
May 2005	Joined PwC Advisory Co., Ltd. (currently PwC Advisory LLC)	Attendance at Board of Directors meetings
July 2015	Director of PPP and Infrastructure of PricewaterhouseCoopers Co., Ltd. (currently PwC Advisory LLC)	11/11 (100%)
February 2023	Principal of Dream Incubator Inc.	Number of the Company's shares owned
April 2024	Fellow of Dream Incubator Inc. (present position)	0 shares
June 2024	Outside Director of the Company (present position)	

(Significant concurrent positions outside the Company)
Fellow of Dream Incubator Inc.

Reasons for nomination as a candidate for Outside Director and expected roles

Mariko Ogawa has been involved for many years in financial operations and in promoting internal and external projects through cooperation between the public and private sectors at an international organization, consulting companies and other organizations. She has a wealth of experience and extensive knowledge in corporate management based on a global perspective, and has provided appropriate advice since her appointment as an Outside Director of the Company. The Company continues to propose her candidacy for Outside Director so that she can provide valuable opinions and suggestions to the management of the Company based on these achievements.

In the event of her election, Ogawa will participate in deliberations on matters such as nomination and remuneration of officers as a member of the Nomination & Remuneration Committee, a voluntary consultative body under the Board of Directors.

Notes:

1. There is no special interest between any of the candidates and the Company.
2. Kenji Tani has been assuming the position of Outside Director of DAIKI ALUMINIUM INDUSTRY CO., LTD. There is no special relationship between DAIKI ALUMINIUM INDUSTRY CO., LTD. and the Company.
Naomi Eto has been assuming the position of Outside Director of The Nisshin OilliO Group, Ltd. There is no special relationship between The Nisshin OilliO Group, Ltd. and the Company.
Mariko Ogawa has been assuming the position of Fellow of Dream Incubator Inc. There is no special relationship between Dream Incubator Inc. and the Company.
3. Kenji Tani, Taizo Suga, Naomi Eto, and Mariko Ogawa are candidates for Outside Director. As they meet the requirements of Independent Officer as stipulated by the Tokyo Stock Exchange, Inc., they have been designated as Independent Officers. If they are reappointed, the Company plans to continue registering them as Independent Officers.
4. Pursuant to the provisions of Article 427, paragraph (1) of Companies Act, the Company has entered into an agreement with Kenji Tani, Taizo Suga, Naomi Eto, and Mariko Ogawa limiting their liability for damages as stipulated in Article 423, paragraph (1) of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the same Act. If they are reappointed, the Company will enter into new agreements with the same contents.
5. The Company has concluded a liability insurance agreement with an insurance company to cover directors and officers, as provided in Article 430-3, paragraph (1) of the Companies Act. The insurance covers damages that may arise should the insured assume liability for the execution of his or her duties or be subject to a claim related to the pursuit of such liability. In the event of their reappointment, each candidate will be included among those covered by the Company's insurance policy. When the liability insurance is renewed, moreover, the said insurance policy terms are expected to remain the same.

6. Akira Akimoto and Mariko Ogawa attended all 11 Board of Directors meetings held during the fiscal year under review after being appointed as Directors of the Company on June 26, 2024.

Proposal 4: Election of four (4) Directors who are Audit & Supervisory Committee Members

Subject to the approval and adoption of Proposal 2 “Partial amendments to the Articles of Incorporation,” the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, the Company proposes that four (4) Directors who are Audit & Supervisory Committee Members be elected.

This proposal can only take effect after Proposal 2 “Partial amendments to the Articles of Incorporation” takes effect.

The Audit & Supervisory Board has given its consent to this proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Current position and responsibilities at the Company	Attendance at Board of Directors meetings during the fiscal year under review
1	New appointment Male Toshihiro Onodera	Audit & Supervisory Board Member (Full time)	14/14 (100%)
2	New appointment Outside Independent Male Nobuyoshi Okada	—	—
3	New appointment Outside Independent Male Tetsuo Hoshiya	Outside Audit & Supervisory Board Member	14/14 (100%)
4	New appointment Outside Independent Male Soichi Wakamatsu	Outside Audit & Supervisory Board Member	11/11 (100%)

1

Toshihiro Onodera

(January 15, 1962)

New appointment

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1984	Joined the Company	Tenure as Audit &
April 2014	Deputy General Plant Manager of Oheyama Plant of the Company	Supervisory Board Member
June 2016	Executive General Plant Manager of Oheyama Plant of the Company	Two (2) years
June 2016	President and Representative Director of MIYAZU KAIRIKU UNYU CO., LTD.	Attendance at Board of Directors meetings
June 2017	General Manager of Internal Control Office of the Company	14/14 (100%)
July 2019	General Manager of General Affairs Department of the Company	Attendance at Audit &
June 2023	Audit & Supervisory Board Member (Full time) of the Company (present position)	Supervisory Board meetings 17/18 (94%)
		Number of the Company's shares owned 1,700 shares

Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member

Toshihiro Onodera has experience as Executive General Plant Manager of Oheyama Plant, General Manager of Internal Control Office, and General Manager of General Affairs Department of the Company and President and Representative Director of MIYAZU KAIRIKU UNYU CO., LTD., an affiliate of the Company, and has a wealth of experience and knowledge relating to the Company's business operation and internal audits. The Company nominated him as a candidate for Director who is an Audit & Supervisory Committee Member to seek appropriate advice and audits by utilizing his knowledge and experience gained over the past years.

2 Nobuyoshi Okada

(January 10, 1963)

New appointment
Outside
Independent
Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1985	Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)	Tenure as Audit & Supervisory Board Member
August 2000	Joined The Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)	–
October 2004	General Manager of Financial Institution and Public Sector No. 2, Investment Banking Business Group of Mizuho Securities Co., Ltd.	Attendance at Board of Directors meetings
April 2006	Deputy General Manager of Nihonbashi Corporate Banking Division of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	–
April 2012	General Manager of Corporate Banking Division No. 14 of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.), Deputy Director General of Mizuho Securities Co., Ltd.	Attendance at Audit & Supervisory Board meetings
April 2014	Deputy Head of Financial Institution and Public Sector Group of Mizuho Securities Co., Ltd.	–
June 2015	Executive Officer, Head of Administration Management Division of Toyo Securities Co., Ltd.	Number of the Company's shares owned
June 2016	Director responsible for Information Division and Corporate Planning Department of Toyo Securities Co., Ltd.	0 shares
June 2017	Managing Director responsible for Information Division, Securities Division, and Corporate Planning Department of Toyo Securities Co., Ltd.	
June 2018	Senior Managing Director responsible for Information Division, Securities Division, and Corporate Planning Department of Toyo Securities Co., Ltd.	
June 2024	Executive Advisor (Part time) of Toyo Securities Co., Ltd.	
November 2024	Senior Specialist of Finance and Accounting Department of Japan Pallet Rental Corporation	

Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles

Nobuyoshi Okada has held positions at financial institutions and has a wealth of experience and knowledge of finance and accounting operations. The Company nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation of his providing appropriate advice and audits to the Company by utilizing this experience and knowledge.

3 Tetsuo Hoshiya

(August 16, 1959)

New appointment

Outside

Independent

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1983	Joined The Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)	Tenure as Audit & Supervisory Board Member
September 2006	Joined Citibank, N.A.	Four (4) years
September 2006	Director, Tokyo Branch of Citibank, N.A.	Attendance at Board of Directors meetings
March 2008	Director, Osaka Branch Manager of Citibank Japan Ltd.	14/14 (100%)
March 2009	Concurrently serving as General Manager of Public Sector of Citibank Japan Ltd.	Attendance at Audit & Supervisory Board meetings
June 2011	Joined ING Bank N.V.	18/18 (100%)
June 2011	Director, Head of Clients Japan of ING Bank N.V.	Number of the Company's shares owned
October 2013	Managing Director, Country Manager Japan, Head of Clients Japan of ING Bank N.V.	600 shares
April 2019	Deputy Chief Ceremony Officer of The Tokyo Organising Committee of the Olympic and Paralympic Games	
April 2021	Advisor (ceremony) of The Tokyo Organising Committee of the Olympic and Paralympic Games	
June 2021	Outside Audit & Supervisory Board Member of the Company (present position)	
	Outside Director of G.taste Co., Ltd. (currently Yakiniku Sakai Holdings Inc.) (present position)	
December 2023	Outside Director of HOSOKAWA MICRON CORPORATION (present position)	

(Significant concurrent positions outside the Company)

Outside Director of Yakiniku Sakai Holdings Inc.

Outside Director of HOSOKAWA MICRON CORPORATION

Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles

Tetsuo Hoshiya has a wealth of experience and knowledge relating to finance and accounting operations in addition to rich experience and extensive knowledge on corporate management. The Company nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation of his providing appropriate advice and audits to the Company by utilizing this experience and knowledge.

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Soichi Wakamatsu

(October 31, 1957)

New appointment

Outside

Independent

Male

Career summary, position and responsibilities (significant concurrent positions outside the Company)

April 1980	Joined Nippon Seisen Co., Ltd.	Tenure as Audit & Supervisory Board Member
June 2007	General Manager of Finance & Accounting Department of Nippon Seisen Co., Ltd.	One (1) year
October 2011	General Manager of Planning and Management Department of Nippon Seisen Co., Ltd.	Attendance at Board of Directors meetings
April 2013	General Manager of General Affairs Department and General Manager of Planning and Management Department of Nippon Seisen Co., Ltd.	11/11 (100%)
April 2015	General Manager of General Affairs Department of Nippon Seisen Co., Ltd.	Attendance at Audit & Supervisory Board meetings
April 2016	Deputy Factory Manager of Hirakata Factory of Nippon Seisen Co., Ltd.	11/11 (100%)
June 2018	Full-time Audit & Supervisory Board Member of Nippon Seisen Co., Ltd.	Number of the Company's shares owned
June 2024	Outside Audit & Supervisory Board Member of the Company (present position)	0 shares

Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles

Soichi Wakamatsu has a wealth of experience and knowledge relating to finance and accounting operations, in addition to serving mainly in the finance & accounting division of the manufacturing industry for many years in positions such as General Manager.

The Company nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation of his providing appropriate advice and audits to the Company by utilizing this experience and knowledge.

Notes:

1. There is no special interest between the candidate and the Company.
2. Tetsuo Hoshiya has been assuming the position of Outside Director of Yakiniku Sakai Holdings Inc. and Outside Director of HOSOKAWA MICRON CORPORATION. There is no special interest between Yakiniku Sakai Holdings Inc. and HOSOKAWA MICRON CORPORATION and the Company.
3. Nobuyoshi Okada, Tetsuo Hoshiya, and Soichi Wakamatsu are candidates for Outside Directors who are Audit & Supervisory Committee Members.
4. Tetsuo Hoshiya and Soichi Wakamatsu meet the requirements of Independent Officer as stipulated by the Tokyo Stock Exchange, Inc. Therefore, if their election is approved, we will register them as Independent Officers. Also, Nobuyoshi Okada meets the requirements of Independent Officer as stipulated by the Tokyo Stock Exchange, Inc. Therefore, if his election is approved, we plan to register him as Independent Officer.
5. Pursuant to the provisions of Article 427, paragraph (1) of Companies Act, the Company has entered into an agreement with Toshihiro Onodera, Tetsuo Hoshiya and Soichi Wakamatsu limiting their liability for damages as stipulated in Article 423, paragraph (1) of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the same Act. If they are elected, the Company will enter into new agreements with the same contents.
6. Pursuant to the provisions of Article 427, paragraph (1) of Companies Act, if Nobuyoshi Okada is elected, the Company will enter into an agreement with him limiting his liability for damages as stipulated in Article 423, paragraph (1) of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the same Act.
6. The Company has concluded a liability insurance agreement with an insurance company to cover

directors and officers, as provided in Article 430-3, paragraph (1) of the Companies Act. The insurance covers damages that may arise should the insured assume liability for the execution of his or her duties or be subject to a claim related to the pursuit of such liability. In the event of his or her election, the candidate will be included among those covered by the Company's insurance policy. When the liability insurance is renewed, moreover, the said insurance policy terms are expected to remain the same.

7. Soichi Wakamatsu attended all 11 Board of Directors meetings and all 11 Audit & Supervisory Board meetings held during the fiscal year under review after being appointed as an Outside Audit & Supervisory Board Member of the Company on June 26, 2024.

Proposal 5: Election of one (1) substitute Director who is an Audit & Supervisory Committee Member

Subject to the approval and adoption of Proposal 2 “Partial amendments to the Articles of Incorporation,” the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, the Company proposes that one (1) substitute Director who is an Audit & Supervisory Committee Member be elected to prepare for a case where the number of Directors who are Audit & Supervisory Committee Members falls below the number stipulated by laws and regulations. If a candidate assumes the office of Director who is an Audit & Supervisory Committee Member, the term of office shall be the remaining term of office of the previous Director.

This proposal can only take effect after Proposal 2 “Partial amendments to the Articles of Incorporation” takes effect.

This resolution shall remain in effect until the next Annual General Meeting of Shareholders.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Nobuyuki Hoshikawa

(August 15, 1970)

Outside

Independent

Male

Career summary (significant concurrent positions outside the Company)

April 2002	Legal Apprentice, the Legal Training & Research Institute, the Supreme Court of Japan	Number of the Company's shares owned
October 2003	Registered as an Attorney at Law Joined LPC Hoshikawa Law Office	0 shares
June 2015	Senior Partner of LPC Hoshikawa Law Office (present position)	

Reasons for nomination as a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles

Nobuyuki Hoshikawa is well-versed in corporate legal affairs, including corporate governance, as a lawyer and has sufficient insight. He is a substitute Outside Director who is an Audit & Supervisory Committee Member candidate, as the Company can expect him to implement the Company's audit operations from an independent standpoint and from an objective viewpoint on overall corporate society including laws and regulations.

Notes:

1. There is no special interest between Nobuyuki Hoshikawa and the Company.
2. Nobuyuki Hoshikawa is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member. He meets the requirements of Independent Officer as stipulated by the Tokyo Stock Exchange, Inc. Therefore, if he assumes the office of Outside Director who is an Audit & Supervisory Committee Member, we will register Nobuyuki Hoshikawa as Independent Officer.
3. Pursuant to the provisions of Article 427, paragraph (1) of Companies Act, if Nobuyuki Hoshikawa assumes the office of Outside Director who is an Audit & Supervisory Committee Member, the Company will enter into an agreement with him limiting his liability for damages as stipulated in Article 423, paragraph (1) of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount provided for in Article 425, paragraph (1) of the same Act.
4. The Company has concluded a liability insurance agreement with an insurance company to cover directors and officers, as provided in Article 430-3, paragraph (1) of the Companies Act. The insurance covers damages that may arise should the insured assume liability for the execution of his or her duties or be subject to a claim related to the pursuit of such liability.

Nobuyuki Hoshikawa is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member. If he assumes the office of Outside Director who is an Audit & Supervisory

Committee Member, he will be included among those covered by the Company's insurance policy.

Proposal 6: Setting of amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)

The amount of remuneration for Directors of the Company is 35 million yen a month (420 million yen a year) or less and the amount of bonuses for Directors is 150 million yen a year or less (not including salaries and bonuses as employees for those concurrently serving as employees and Directors) as approved at the 125th Annual General Meeting of Shareholders held on June 27, 2007.

Subject to Proposal 2 “Partial amendments to the Articles of Incorporation” being approved and passed, the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, the Company requests your approval for abolishing the existing provisions pertaining to the remuneration amount for Directors and resetting the amount of basic remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) at 35 million yen a month (420 million yen a year) or less (including 5 million yen a month (60 million yen a year) or less for Outside Directors), and the amount of bonuses at 300 million yen a year or less (no bonuses shall be paid to Outside Directors) (not including salaries and bonuses as employees for those concurrently serving as employees and Directors), taking into consideration the number of Directors, economic conditions and other circumstances.

As stated on page 51 of the Business Report (in Japanese), the Company has established the policy for determining the details of remuneration, etc. of individual Directors, but at the Board of Directors meeting held on March 11, 2025, it was resolved to revise this policy as stated in the “Reference” section on page 42 below at the conclusion of this meeting.

This proposal was determined by the Board of Directors based on the deliberation results and reports of the Nomination & Remuneration Committee, considering comprehensively the Company’s business scale, the officer’s remuneration system and payment levels, and future developments, among others, and is consistent with the policy for determining the details of remuneration, etc. of individual Directors after the above revision. The Company therefore considers this proposal to be appropriate.

The current number of Directors is ten (10) (including four (4) Outside Directors). If Proposal 2 “Partial amendments to the Articles of Incorporation” and Proposal 3 “Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members)” are approved as originally proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) will be ten (10) (including four (4) Outside Directors).

The effectiveness of this proposal shall be subject to the amendments to the Articles of Incorporation in Proposal 2 “Partial amendments to the Articles of Incorporation” taking effect.

Proposal 7: Setting of amount of remuneration for Directors who are Audit & Supervisory Committee Members

Subject to Proposal 2 “Partial amendments to the Articles of Incorporation” being approved and passed, the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, the Company requests your approval for resetting the remuneration for Directors who are Audit & Supervisory Committee Members at 10 million yen a month (120 million yen a year) or less, taking into account the number of members, economic conditions and other circumstances.

As stated on page 51 of the Business Report (in Japanese), the Company has established the policy for determining the details of remuneration, etc. of individual Directors, but at the Board of Directors meeting held on March 11, 2025, it was resolved to revise this policy as stated in the “Reference” section on page 42 below at the conclusion of this meeting.

This proposal was determined by the Board of Directors based on the deliberation results and reports of the Nomination & Remuneration Committee, considering comprehensively the Company’s business scale, the officer’s remuneration system and payment levels, and future developments, among others, and is consistent with the policy for determining the details of remuneration, etc. of individual Directors after the above revision. The Company therefore considers this proposal to be appropriate.

If Proposal 2 “Partial amendments to the Articles of Incorporation” and Proposal 4 “Election of four (4) Directors who are Audit & Supervisory Committee Members” are approved as originally proposed, the number of Directors who are Audit & Supervisory Committee Members will be four (4).

The effectiveness of this proposal shall be subject to the amendments to the Articles of Incorporation in Proposal 2 “Partial amendments to the Articles of Incorporation” taking effect.

Proposal 8: Introduction of a restricted stock remuneration plan

1. Reasons for the proposal and reasons such remuneration plan is appropriate

The amount of remuneration for Directors of the Company is 35 million yen a month (420 million yen a year) or less and the amount of bonuses for Directors is 150 million yen a year or less (not including salaries and bonuses as employees for those concurrently serving as employees and Directors) as approved at the 125th Annual General Meeting of Shareholders held on June 27, 2007. In addition to this, a restricted stock remuneration plan for Directors (excluding Outside Directors) was approved at the 137th Annual General Meeting of Shareholders held on June 26, 2019.

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee at the conclusion of this meeting. Accordingly, the Company requests your approval for abolishing the existing restricted stock remuneration plan and introducing a new restricted stock remuneration plan (the “Plan”) for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors; the “Applicable Directors”) in addition to the remuneration set forth in Proposal 6 “Setting of amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members).”

As stated on page 51 of the Business Report (in Japanese), the Company has established the policy for determining the details of remuneration, etc. of individual Directors, but at the Board of Directors meeting held on March 11, 2025, it was resolved to revise this policy as stated in the “Reference” section on page 42 below at the conclusion of this meeting.

The purpose of this proposal is to provide an incentive to the Applicable Directors to continuously improve the corporate value of the Company and promoting further value sharing with shareholders. This proposal was determined by the Board of Directors based on the deliberation results and reports of the Nomination & Remuneration Committee, considering comprehensively the Company’s business scale, the officer’s remuneration system and payment levels, and future developments, among others, and is consistent with the policy for determining the details of remuneration, etc. of individual Directors after the above revision. The Company therefore considers this proposal to be appropriate.

If Proposal 2 “Partial amendments to the Articles of Incorporation” and Proposal 3 “Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members)” are approved as originally proposed, the number of Directors eligible for the Plan will be six (6) at the conclusion of this meeting.

The effectiveness of this proposal shall be subject to the amendments to the Articles of Incorporation in Proposal 2 “Partial amendments to the Articles of Incorporation” taking effect.

2. Outline of the Plan

The Company will pay the Applicable Directors a monetary remuneration claim of an amount equivalent to the amount to be paid-in for the restricted stock issued or disposed of to the said Applicable Directors every fiscal year in principle. The Applicable Directors will pay the Company all the said monetary remuneration claims as property contributed in kind and will then receive the said restricted stock.

The total amount of monetary remuneration claims paid to the Applicable Directors under the Plan will be 100 million yen a year or less. The specific payment timing and distribution to the Applicable Directors will be determined by the Board of Directors.

The restricted stock issued or disposed of to the Applicable Directors under the Plan will be common shares in the Company. The total number of those common shares will be 50,000 or less a year (this represents approximately 0.35% of the total number of issued shares after deduction of treasury shares as of March 31, 2025.). However, if the Company takes any action with regard to the common shares that could affect the value per share (e.g., a share split or a consolidation of shares that takes effect from the day of the resolution of this proposal onward), the total number of restricted stock issued or disposed of under the Plan will be rationally adjusted upon consideration of the split ratio or consolidation ratio.

The amount to be paid-in per share of restricted stock issued or disposed of under the Plan will be determined by the Board of Directors. This will be done within a range that does not become a particularly favorable amount for the Applicable Directors. Furthermore, it will be based on the closing price of the common shares on the Tokyo Stock Exchange on the business day prior to the day of each resolution of the Board of Directors to determine the subscription requirements for the said restricted stocks. (If trades are not made on that day, this will be the closing price of the latest trading day prior to that.)

- (1) The Company will enter into a restricted stock allocation agreement that includes the content below as a summary with the Applicable Directors when issuing or disposing of restricted stock under the Plan. The Applicable Director must not transfer, establish security rights or otherwise dispose of the restricted stock issued or disposed of under the Plan during the period of 30 years from the payment date of the restricted stock (the “Transfer Restricted Period”).
- (2) If the Applicable Director resigns or retires from his/her position as Director or Executive Officer due to the expiration of his/her term of office, reaching retirement age, expiration of the term of his/her employment contract, etc. or other valid reason during the Transfer Restricted Period, the transfer restrictions on the restricted stock of a ratio of a certain number will be removed at the time of the resignation or retirement, and then the Company will acquire the remaining restricted stock at no cost. This number (which will have an upper limit of one (1)) will be calculated by dividing by twelve (12) the number of months from the month following the month that includes the date on which the Annual General Meeting of Shareholders is held directly before the payment date to the month including the date of the resignation, retirement or similar event by the Applicable Director.
- (3) If the Applicable Director resigns or retires without a valid reason during the Transfer Restricted Period or if the Applicable Director does not resign or retire during the Transfer Restricted Period, the Company will acquire all the restricted stock at no cost.
- (4) If matters concerning a merger agreement under which the Company will disappear, or a share exchange agreement, a share transfer plan or other form of restructuring under which the Company will become a wholly-owned subsidiary are approved by a General Meeting of Shareholders (or the Board of Directors if the approval of the General Meeting of Shareholders is not required in relation to the said restructuring) during the Transfer Restricted Period, by a resolution of the Board of Directors the transfer restrictions on the restricted stock of a ratio of a certain number will be removed ahead of the date on which the said restructuring takes effect, and then the Company will acquire the remaining restricted stock at no cost. This number (which will have an upper limit of one (1)) will be calculated by dividing by twelve (12) the number of months from the month following the month that includes the date on which the Annual General Meeting of Shareholders is held directly before the payment date to the month including the date of the approval for the said restructuring.

(Reference) Policy for determining the details of remuneration, etc. of individual Directors (plan)

At the Board of Directors meeting held on March 11, 2025, the Company has resolved to revise the policy for determining the details of remuneration, etc. of individual Directors as follows at the conclusion of this meeting, if Proposals 2, 6, 7 and 8 are approved as originally proposed.

1. Basic policy

The remuneration for the Company's officers consists of (a) basic remuneration, (b) stock-based remuneration and (c) bonuses for officers. However, from the perspective of ensuring independence from management and objectivity, the remuneration for Outside Directors and Directors who are Audit & Supervisory Committee Members shall be limited to (a) basic remuneration.

(a) Policy for determining basic remuneration

Basic remuneration shall be set by job rank and shall be paid at a fixed amount in cash on a monthly basis.

(b) Policy for determining stock-based remuneration

Restricted stock shall be granted at a certain timing each year in an amount equivalent to 20% of basic remuneration as a medium- to long-term incentive to share value with shareholders.

If an officer resigns without a valid reason during the Transfer Restricted Period, the Company shall acquire all the restricted stock at no cost.

If an officer resigns without a valid reason during the Transfer Restricted Period or if matters concerning restructuring or other events under which the Company will disappear or become a wholly-owned subsidiary are approved during the Transfer Restricted Period, the Company shall remove the transfer restrictions in accordance with the term of office and acquire the remaining restricted stock at no cost.

(c) Policy for determining bonuses for officers

Bonuses for officers are paid as a short-term incentive according to individual performance. The total amount of bonuses for officers shall be determined based on the consolidated operating profit for the relevant fiscal year as a metric, taking into consideration the total amount of dividends and other factors, to decide whether or not to pay bonuses and determine the total payment amount. Applicable persons are officers who are in office or employed at the end of the fiscal year (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members), and payments are made at a certain timing after the end of the relevant fiscal year.

2. Policy for determining the ratio of the amount of basic remuneration, stock-based remuneration, and bonuses for officers to the amount of remuneration, etc. of individual officers

The ratio of each type of remuneration shall be 10 for basic remuneration and 2 for stock-based remuneration. Bonuses for officers are linked to business performance and shall not be paid depending on business performance.

3. Matters concerning the procedures for determining the details of remuneration, etc. of individual officers

The total amount of basic remuneration and the total amount of bonuses for officers shall be determined by a resolution of the Board of Directors. The details of remuneration paid to each Director (excluding Director who is an Audit & Supervisory Committee Member) and Executive Officer who does not concurrently serve as Director shall be determined by the President and Representative Director, who has been delegated authority by a resolution of the Board of Directors, based on the deliberation results and reports of the Nomination & Remuneration Committee, which consists of a majority of independent Outside Directors.

The total amount of stock-based remuneration shall be determined by the Board of Directors, and the details of remuneration of individual officers shall be determined by the President and Representative Director in the form of a certain ratio to their basic remuneration.

The amount of basic remuneration paid to each Director who is an Audit & Supervisory Committee Member shall be determined through discussion by the Audit & Supervisory Committee, based on the deliberation results and reports of the Nomination & Remuneration Committee.

(Reference)

Policies and procedures for election of Directors

For the election of Directors, the Nomination & Remuneration Committee, the majority of whose members are independent Outside Directors, deliberates in a fair and transparent manner and reports appropriately to the Board of Directors. After comprehensively considering their knowledge, ability, experience, and achievements to appropriately fulfill the required roles, the Board of Directors will decide on the election of Directors.

Skills matrix of the Board of Directors

The Company has identified the following skill items that the Board of Directors should possess: (1) Corporate management, (2) Sales / Marketing, (3) Manufacturing / Facilities / R&D, (4) Finance / Accounting, (5) Compliance / Risk management, (6) Human resources development, (7) Global, (8) IT / DX, and (9) Sustainability.

If Proposal 2, Proposal 3, and Proposal 4 are approved as originally proposed, the Board of Directors of the Company will consist of members with the following skills:

Name	Position at the Company	Skill items					
		Corporate management	Sales / Marketing	Manufacturing / Facilities / R&D	Finance / Accounting	Compliance / Risk management	Human resources development
Hisashi Kubota	Chairman of Directors	●	●		●	●	●
Shigemi Urata	President and Representative Director, President and Executive Officer	●	●			●	
Shingo Kobayashi	Representative Director and Executive Vice President	●			●	●	●
Hiroshi Toyoda	Director and Senior Managing Executive Officer	●			●	●	
Hisashi Yamada	Director and Senior Managing Executive Officer	●		●			
Akira Akimoto	Director and Managing Executive Officer	●	●				
Kenji Tani	Outside Director	●	●			●	
Taizo Suga	Outside Director	●			●	●	
Naomi Eto	Outside Director	●				●	●

Name	Position at the Company	Skill items					
		Corporate management	Sales / Marketing	Manufacturing / Facilities / R&D	Finance / Accounting	Compliance / Risk management	Human resources development
Mariko Ogawa	Outside Director	●			●		
Toshihiro Onodera	Director who is an Audit & Supervisory Committee Member	●		●		●	●
Nobuyoshi Okada	Outside Director who is an Audit & Supervisory Committee Member	●			●		
Tetsuo Hoshiya	Outside Director who is an Audit & Supervisory Committee Member	●			●	●	
Soichi Wakamatsu	Outside Director who is an Audit & Supervisory Committee Member	●		●	●		

Name	Position at the Company	Skill items		
		Global	IT / DX	Sustainability
Hisashi Kubota	Chairman of Directors			●
Shigemi Urata	President and Representative Director, President and Executive Officer	●		●
Shingo Kobayashi	Representative Director and Executive Vice President			●
Hiroshi Toyoda	Director and Senior Managing Executive Officer	●	●	●
Hisashi Yamada	Director and Senior Managing Executive Officer		●	●
Akira Akimoto	Director and Managing Executive Officer			●
Kenji Tani	Outside Director	●		

Name	Position at the Company	Skill items		
		Global	IT / DX	Sustainability
Taizo Suga	Outside Director	●	●	
Naomi Eto	Outside Director			●
Mariko Ogawa	Outside Director	●		
Toshihiro Onodera	Director who is an Audit & Supervisory Committee Member			
Nobuyoshi Okada	Outside Director who is an Audit & Supervisory Committee Member		●	
Tetsuo Hoshiya	Outside Director who is an Audit & Supervisory Committee Member	●		●
Soichi Wakamatsu	Outside Director who is an Audit & Supervisory Committee Member			

Note: Representative Director, Chairman of Directors, and President and Director will be selected at the Board of Directors meeting following this meeting.