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(Stock Exchange Code 4980)

May 29, 2026

(Date of commencement of measures for electronic provision: May 22, 2026)

**To Shareholders with Voting Rights:**

Yoshihisa Shinya  
Representative Director and  
President,  
Dexerials Corporation  
1724 Shimotsuboyama,  
Shimotsuke-shi, Tochigi, Japan

**NOTICE OF  
THE 14TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to inform you that the 14th Annual General Meeting of Shareholders of Dexerials Corporation (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision have been taken and matters subject to measures for electronic provision are posted on the website indicated below.

The Company's website

<https://www.dexerials.jp/ir/stock/meeting.html>

In addition to the above, the Notice is also posted on the website indicated below.

Tokyo Stock Exchange website

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

Please access the above website of the Tokyo Stock Exchange, enter "Dexerials" in the "Issue name (company name)" field or the Company's securities code "4980" in the "Code" field and click "Search," select "Basic information," then "Documents for public inspection/PR information," and read the Notice.

You may exercise your voting rights in advance via the Internet or in writing, instead of attending the General Meeting of Shareholders in person. If you are not attending the meeting in person, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Monday, June 22, 2026, Japan standard time.

- If you exercise your voting rights in duplicate both via the Internet and in writing, your vote via the Internet will be treated as valid.
- If you exercise your voting rights more than once via the Internet, your last vote will be treated as valid.
- If there is no indication of approval or disapproval for the proposals in the Voting Rights Exercise Form, this will be treated as an indication of approval.

- 1. Date and Time:** Tuesday, June 23, 2026 at 10:00 a.m. Japan standard time  
(The reception desk opens at 9:00 a.m.)
- 2. Place:** Reception Hall, Headquarters and Tochigi Technology Center,  
Dexerials Corporation  
1724 Shimotsuboyama, Shimotsuke-shi, Tochigi, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 14th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee on the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 14th Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of Five (5) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

- When attending the General Meeting of Shareholders in person, please submit the enclosed Voting Rights Exercise Form to the reception desk.
- The documents sent to shareholders who have made a request for document delivery do not include, in accordance with laws and regulations and Article 14 of the Articles of Incorporation of the Company, the matters listed below. Therefore, the said documents are part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor when they prepared their respective audit reports.
  - The Company's Systems and Policies,
  - Consolidated Statement of Changes in Equity,
  - Notes to the Consolidated Financial Statements,
  - Non-consolidated Statement of Changes in Net Assets, and
  - Notes to the Non-consolidated Financial Statements
- Should matters to subject to electronic provision require revisions, the revisions will be posted on each of the websites indicated above.
- The results of resolutions at this Annual General Meeting of Shareholders will be posted on the Company's website.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

We regard return of profit to shareholders as one of the most important management tasks. With a recognition that increasing corporate value through investment for growth is the common interest of our shareholders, we will aim for both sustainable growth and a high level of return to shareholders with the implementation of active investment for growth and appropriate distributions of profits, based on the capital allocation and this policy formulated in the mid-term management plan 2028 “Empower Evolution.” The specific contents are as described below.

- The Company aims for the target total payout ratio\* of 60% throughout the period of the mid-term management plan over five years.
- As for cash dividends for each fiscal year, with the target consolidated payout ratio of 40% as well as the DOE of 7% or more as the lower limit, the Company aims for realization of stable dividends over the long term.
- The Company flexibly conducts a share buyback, comprehensively considering its financial standing, the price level of its shares, its cash position, and other factors. In principle, the shares acquired (treasury shares) will be canceled excluding the acquisition for the purpose of incentive.

Based on this policy and the full-year earnings result, we propose to pay a year-end dividend of 29 yen per share for the current fiscal year.

1. Type of dividend assets  
Cash
2. Allotment of dividend assets to shareholders and the total amount  
29 yen per share of common stock of the Company  
Total amount: 5,042,726,045 yen
3. Effective date of distribution of surplus  
Wednesday, June 24, 2026

\*Total payout ratio to profit attributable to owners of parent

$$= \frac{\text{Total payout amount (Annual total dividends paid + Total share buyback excluding the acquisition for the purpose of incentive)}}{\text{Profit attributable to owners of parent}} \times 100$$

## Reference

Annual dividend

58 yen per share (interim dividend: 29 yen, year-end dividend: 29 yen)

Total payout ratio: 54.0%

**Proposal 2:** Election of Five (5) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors serving as Audit & Supervisory Committee Members; hereinafter, the same applies in this proposal.) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, it is proposed to elect five (5) Directors.

The candidates for Director are as follows.

No.		Name	Age		Current positions and responsibilities at the Company	No. of years served as Director:	Attendance at Board of Directors' meetings
1	Reappointment	Yoshihisa Shinya	56		Representative Director and President, President and Executive Officer, Officer in charge of Management and Business Operations	7 years	100% (14/14)
2	Reappointment	Katsushi Kitajo	58		Representative Director, Senior Managing Executive Officer, Officer in charge of Management and Administration, Corporate Strategy Division Head	1 year	100%* (10/10)
3	Reappointment	Kazuo Hosoya	68	Independent Officer Outside Director	Outside Director	1 year	100%* (10/10)
4	Reappointment	Toshihiro Hagiwara	54	Independent Officer Outside Director	Outside Director	2 years	100% (14/14)
5	New appointment	Kyoko Matsuba	52	Independent Officer Outside Director	-	-	-

Notes:

- Mr. Kazuo Hosoya, Mr. Toshihiro Hagiwara, and Ms. Kyoko Matsuba are candidates for Outside Directors. If their election is approved as proposed, the Company intends to designate them as Independent Officers as prescribed by the Tokyo Stock Exchange.
- The name of candidate Ms. Kyoko Matsuba on the family register is Kyoko Kikushima.
- The age of a candidate for Director is the age at the conclusion of this Annual General Meeting of Shareholders.
- Attendance at Board of Directors' meetings with \* (asterisk) shows figures for the meetings held after he or she assumed office.

[Opinion of the Audit & Supervisory Committee]

The Audit & Supervisory Committee confirms the situation of the Nomination and Remuneration Committee's deliberation on nomination of candidates for Director (excluding Director serving as Audit & Supervisory Committee Member) and remuneration of Directors not serving as Audit & Supervisory Committee Members. As a result of careful consideration by the Audit & Supervisory Committee, it concluded that there were no particular problems with the nomination procedures for the candidates, that each candidate was selected in accordance with the Deterials' Basic Policy on Corporate Governance, which sets forth the Company's nomination policy, and that they are suitable to serve as Directors of the Company. Moreover, there are no particular problems with the procedures for determining remuneration, etc. for Directors, and the Company believes that the details of such remuneration are appropriate.

[Basic Policy and Procedures for Nomination of Candidates for Director]

In nominating candidates for Director (excluding Director serving as Audit & Supervisory Committee Member), the Company's criteria for selecting candidates for Director include that persons are capable of making decisions and executing in accordance with the Company's corporate philosophy, are of good character, have effective communication skills, and have leadership qualities. For Outside Directors, the Company seeks persons from outside the Company who have experience as corporate managers of global enterprises, knowledge of technological development, and experience and knowledge as professionals in the fields of legal affairs, finance and accounting, etc., and moreover, are highly independent.

In nominating candidates for Director serving as Audit & Supervisory Committee Member, the Company selects candidates from inside and outside the Company based on the criteria that the candidates have experience and knowledge in the fields of corporate management, finance and accounting, legal affairs, etc. and, in particular, that at least one candidate has sufficient knowledge of finance and accounting. In selecting Outside Directors, the Company determines candidates, taking into consideration the balance of knowledge, experience, specialized fields, etc. of the Board of Directors as a whole, and includes persons who have management experience at other companies, etc.

As independent Outside Directors are the majority of the Company's Board of Directors, candidates for Director are selected from a neutral perspective. Nomination of candidates for Director is determined, reflecting deliberation and proposals by the Nomination and Remuneration Committee of which Independent Outside Directors constitute the majority and which is chaired by an Independent Outside Director.

If Proposal 2 "Election of Five (5) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)" is approved and resolved as proposed, the composition of the Board of Directors, the areas of expertise held by the Directors, and the balance among them will be as follows.

### Skills Matrix of the Board of Directors

Position	Name	Areas of expertise that Directors are particularly expected to demonstrate					
		Corporate management	Technology management	Sustainability management	Global business	Legal & compliance Risk management	Finance & accounting / Capital policy
Representative Director and President, Nomination and Remuneration Committee Member	Yoshihisa Shinya (Male)	•	•	•	•		
Representative Director, Nomination and Remuneration Committee Member	Katsushi Kitajo (Male)	•		•	•		•
Outside Director, Chairperson of the Nomination and Remuneration Committee	Kazuo Hosoya (Male)	•	•	•	•		
Outside Director, Nomination and Remuneration Committee Member	Toshihiro Hagiwara (Male)	•		•		•	•
Outside Director, Nomination and Remuneration Committee Member	Kyoko Matsuba (Female)	•		•	•		
Outside Director, Chairperson of the Audit & Supervisory Committee	Tetsuyuki Kagaya (Male)			•			•
Director, Standing Audit & Supervisory Committee Member	Masato Taniguchi (Male)		•	•		•	
Outside Director, Audit & Supervisory Committee Member	Yoshiko Nakayama (Female)			•		•	

(Reference: The ratio of female Directors under the above structure of Directors is at 25%.)

Name	Career summary	
<p>Reappointment</p> <p><b>1 Yoshihisa Shinya</b></p> <p>Date of birth: July 20, 1969 Age: 56</p> <p>No. of years served as Director: 7 years</p> <p>Number of shares of the Company held: 481,360 shares (of which the number of shares to be granted under the stock compensation plan: 93,880 shares)</p>	<p>Jul. 2001</p> <p>Apr. 2005</p> <p>Apr. 2012</p> <p>Sep. 2012</p> <p>Apr. 2014</p> <p>Apr. 2016</p> <p>Apr. 2017</p> <p>Jan. 2019</p> <p>Mar. 2019</p> <p>Jun. 2019</p> <p>Oct. 2020</p> <p>Mar. 2022</p> <p>[Significant concurrent positions]</p> <p>-</p>	<p>Joined Sony Chemicals Corporation (current the Company)</p> <p>General Manager, Development Department, Optical Material Business Unit, Sony Chemicals Corporation</p> <p>Deputy Head, Optical Solutions Products Business Division, Sony Chemicals Corporation</p> <p>Deputy Head, Optical Solutions Products Business Unit, the Company</p> <p>Executive Officer, Optical Solutions Products Business Unit Head, the Company</p> <p>Executive Officer, Product Development Division Head, Business Unit Group Deputy-Head, Corporate R&amp;D Division Deputy-Head, the Company</p> <p>Senior Executive Officer, Product Development Division Head, Automotive Devices Business Group Head, the Company</p> <p>Senior Executive Officer, Automotive Solution Business Unit Head, the Company</p> <p>President and Executive Officer, Automotive Solution Business Unit Head, the Company</p> <p>Representative Director and President, the Company</p> <p>Representative Director and President, Officer in charge of Management and Business Operations, the Company (to present)</p> <p>President and CEO, Kyoto Semiconductor Co., Ltd. (current Dexerials Photonics Solutions Corporation)</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshihisa Shinya is playing a central role in product development with regard to the Company's entry to new business fields and has deep insight about technology and a wealth of experience in business operations. The Company judges that he is capable of appropriately fulfilling his duties as a Director and therefore nominates him as a candidate for Director.</p>		
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Mr. Yoshihisa Shinya is approved as proposed, he will be insured under the insurance contract.</p>		

Name	Career summary	
<p>Reappointment</p> <p><b>2 Katsushi Kitajo</b></p> <p>Date of birth: August 25, 1967 Age: 58</p> <p>No. of years served as Director: 1 year</p> <p>Number of shares of the Company held: 12,240 shares (of which the number of shares to be granted under the stock compensation plan: 6,120 shares)</p>	<p>Apr. 1990</p> <p>Jun. 2014</p> <p>Jun. 2017</p> <p>Jun. 2019</p> <p>Jun. 2021</p> <p>Jun. 2022</p> <p>Jul. 2024</p> <p>Jan. 2025</p> <p>Jun. 2025</p> <p>[Significant concurrent positions]</p> <p>-</p>	<p>Joined the Japan Development Bank (current Development Bank of Japan Inc.)</p> <p>CEO, DBJ Singapore Limited</p> <p>Head of Business Development Department, Development Bank of Japan Inc.</p> <p>Executive Officer, Head of Human Resources Management Department, Development Bank of Japan Inc.</p> <p>Managing Executive Officer, Development Bank of Japan Inc.</p> <p>Outside Director, Socionext Inc.</p> <p>Director, Managing Executive Officer, Development Bank of Japan Inc.</p> <p>Advisor, the Company</p> <p>Executive Officer, Corporate Strategy Division Head, the Company</p> <p>Representative Director, Senior Managing Executive Officer in charge of Management and Administration, Corporate Strategy Division Head, the Company (to present)</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Katsushi Kitajo has a wealth of experience and deep insight as a manager with his experience at a financial institution in corporate management as a Director and an Executive Officer and his involvement in investment and financing business, and in addition, with his experience as top management overseas and an Outside Director of another company. The Company judges that he is capable of appropriately fulfilling his duties as a Director and therefore nominates him as a candidate for Director.</p>		
<p>[Directors and officers liability insurance contract]</p> <p>The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p>If reelection of Mr. Katsushi Kitajo is approved as proposed, he will be insured under the insurance contract.</p>		

Name	Career summary	
<p>Reappointment Outside Director Independent Officer</p> <p><b>3 Kazuo Hosoya</b></p> <p>Date of birth: July 29, 1957 Age: 68</p> <p>No. of years served as Director: 1 year</p> <p>Number of shares of the Company held: -</p>	<p>Apr. 1982</p> <p>May 2006</p> <p>Jan. 2009</p> <p>Jun. 2010</p> <p>Apr. 2012</p> <p>Apr. 2014</p> <p>Apr. 2015</p> <p>Apr. 2016</p> <p>Apr. 2018</p> <p>Jan. 2019</p> <p>Jun. 2019</p> <p>Apr. 2020</p> <p>Apr. 2021</p> <p>Jun. 2021</p> <p>Jun. 2023</p> <p>Jun. 2024</p> <p>Jun. 2025</p>	<p>Joined Fuji Heavy Industries Ltd. (current Subaru Corporation)</p> <p>General Manager, Corporate Planning Department, Fuji Heavy Industries Ltd.</p> <p>Senior General Manager, Subaru Japan Sales &amp; Marketing Division, Fuji Heavy Industries Ltd.</p> <p>President, Tokyo Subaru Inc.</p> <p>Vice President, General Manager, Human Resources Department, Fuji Heavy Industries Ltd.</p> <p>Senior Vice President, General Manager, Human Resources Department, General Manager, Career Support Office, Fuji Heavy Industries Ltd.</p> <p>President, Subaru Bloom Co.Ltd</p> <p>Senior Vice President, Chief General Manager, Subaru Japan Sales &amp; Marketing Division, Fuji Heavy Industries Ltd.</p> <p>Executive Vice President, Chief General Manager, Subaru Japan Sales &amp; Marketing Division, Fuji Heavy Industries Ltd.</p> <p>President, Tokyo Subaru Inc.</p> <p>Deputy President, Chief General Manager, Subaru Manufacturing Division, Chief General Manager, Gunma Plant, Subaru Corporation</p> <p>Representative Director, Deputy President, Chief General Manager, Subaru Manufacturing Division, Chief General Manager, Gunma Plant, Subaru Corporation</p> <p>Representative Director, Deputy President, Chief General Manager, Subaru Manufacturing Division, Subaru Corporation</p> <p>Representative Director, Chairman, Subaru Corporation</p> <p>Director, Chairman, Subaru Corporation</p> <p>Special Advisor, Subaru Corporation</p> <p>Advisor, Subaru Corporation</p> <p>Outside Director, JAPAN POST INSURANCE Co., Ltd. (to present)</p> <p>Outside Director, the Company (to present)</p> <p>[Significant concurrent positions] Outside Director, JAPAN POST INSURANCE Co., Ltd.</p>
<p>[Special interest relationship with the Company]</p> <p>-</p>		
<p>[Reasons for nomination as a candidate for Director and overview of expected role]</p> <p>Having served as the Representative Director and Chairman of a global company, Mr. Kazuo Hosoya has deep insight into corporate management. The Company judges that he can provide useful advice for the Company's management from an objective and professional perspective and that he can contribute to strengthening the Company's growth strategy and business development, and therefore nominates him as a candidate for Outside Director.</p> <p>In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Hosoya. Thus, if his reelection is approved as proposed, the Company intends to continue his designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>		

[Directors and officers liability insurance contract]

The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.

If reelection of Mr. Kazuo Hosoya is approved as proposed, he will be insured under the insurance contract.

[Limited liability agreement]

In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).

If reelection of Mr. Kazuo Hosoya is approved as proposed, the Company intends to continue the said contract with him.

Name	Career summary
<p data-bbox="285 210 483 293">Reappointment Outside Director Independent Officer</p> <p data-bbox="220 327 549 365"><b>4 Toshihiro Hagiwara</b></p> <p data-bbox="309 400 458 483">Date of birth: August 1, 1971 Age: 54</p> <p data-bbox="229 510 541 562">No. of years served as Director: 2 years</p> <p data-bbox="188 591 579 642">Number of shares of the Company held: -</p>	<p data-bbox="608 210 1401 689"> Apr. 1996    Joined RECOF Corporation  Aug. 2004    Joined Cerberus Japan K.K.  Apr. 2006    Managing Director, Cerberus Japan K.K.  Jan. 2017    The Asahi Shimbun Company (Corporate Planning  Office, Strategic Investment Division)  May 2019    Managing Executive Officer (in charge of  Management), TechnoPro Holdings, Inc.  Director and Senior Executive Officer, TechnoPro, Inc.  Jul. 2019    Managing Executive Officer (in charge of Management)  and CFO, TechnoPro Holdings, Inc.  Sep. 2019    Director (in charge of Management), Managing  Executive Officer and CFO, TechnoPro Holdings, Inc.  Director, TechnoPro Construction, Inc.  Jul. 2021    Managing Director and CFO, TechnoPro Holdings, Inc.  Jun. 2024    Outside Director, the Company (to present) </p> <p data-bbox="608 723 987 752">[Significant concurrent positions]</p> <p data-bbox="608 763 619 779">-</p>
<p data-bbox="188 790 735 819">[Special interest relationship with the Company]</p> <p data-bbox="188 819 1404 974">TechnoPro, Inc. where Mr. Toshihiro Hagiwara served as Director and Senior Executive Officer until September 2025 and the Company have a business relationship in which the Company receives engineering personnel services from TechnoPro, Inc. However, the amount of transactions related to these services is less than 0.6% of the Company's consolidated net sales in the most recent fiscal year, and therefore, these transactions do not affect his independence.</p>	
<p data-bbox="188 987 1129 1016">[Reasons for nomination as a candidate for Director and overview of expected role]</p> <p data-bbox="188 1016 1404 1205">Having held important posts at a foreign investment fund, an M&amp;A advisory firm, and technology-related human resource service companies, Mr. Toshihiro Hagiwara is well versed in each field of corporate acquisitions, finance, accounting, and tax affairs. He also has deep insight into corporate management with an awareness of capital markets and has abundant practical experience. The Company judges that he can provide useful advice for the Company's growth strategy, capital policy, etc. from an objective and professional perspective.</p> <p data-bbox="188 1205 1404 1332">In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Mr. Hagiwara. Thus, if his reelection is approved as proposed, the Company intends to continue his designation as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>	
<p data-bbox="188 1341 759 1370">[Directors and officers liability insurance contract]</p> <p data-bbox="188 1370 1404 1496">The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p data-bbox="188 1496 1404 1556">If reelection of Mr. Toshihiro Hagiwara is approved as proposed, he will be insured under the insurance contract.</p>	
<p data-bbox="188 1565 515 1594">[Limited liability agreement]</p> <p data-bbox="188 1594 1404 1783">In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p data-bbox="188 1783 1404 1843">If reelection of Mr. Toshihiro Hagiwara is approved as proposed, the Company intends to continue the said contract with him.</p>	

Name	Career summary
<p data-bbox="288 210 485 293">New appointment Outside Director Independent Officer</p> <p data-bbox="248 327 521 365"><b>5 Kyoko Matsuba</b></p> <p data-bbox="320 400 450 483">Date of birth: April 6, 1974 Age: 52</p> <p data-bbox="229 510 541 562">No. of years served as Director: -</p> <p data-bbox="189 591 580 642">Number of shares of the Company held: -</p>	<p data-bbox="608 210 1331 304">Apr. 1997    Joined Ministry of Posts and Telecommunications (current Ministry of Internal Affairs and Communications)</p> <p data-bbox="608 309 1086 338">Aug. 2002    Joined Capgemini U.S. LLC</p> <p data-bbox="608 342 1139 371">Aug. 2004    Joined Navigant Consulting, Inc.</p> <p data-bbox="608 376 1362 434">Mar. 2006    Joined Columbia University Medical Center (current Columbia University Irving Medical Center)</p> <p data-bbox="608 439 1369 497">Sep. 2008    Director of Operations, Office of the CEO, Columbia University Medical Center</p> <p data-bbox="608 501 1235 530">Apr. 2010    Joined GE HealthCare Japan Corporation</p> <p data-bbox="608 535 1401 593">Oct. 2015    General Manager, Healthcare Digital Business Unit, GE Healthcare Japan Corporation</p> <p data-bbox="608 598 1305 656">Apr. 2018    General Manager, Academic Business Unit, GE Healthcare Japan Corporation</p> <p data-bbox="608 660 1321 719">Jan. 2019    Executive Officer, General Manager, Academic Business Unit, GE Healthcare Japan Corporation</p> <p data-bbox="608 723 1327 815">Jul. 2020    Executive Officer, General Manager, Academic Business Unit, General Manager, Edison Solution Business Unit, GE Healthcare Japan Corporation</p> <p data-bbox="608 819 1398 878">Jan. 2024    Executive Officer, General Manager, Strategic Business Unit, GE Healthcare Japan Corporation</p> <p data-bbox="608 882 1257 911">Mar. 2026    Outside Director, FINDEX Inc. (to present)</p> <p data-bbox="608 949 987 1008">[Significant concurrent positions] Outside Director, FINDEX Inc.</p>
<p data-bbox="186 1016 735 1046">[Special interest relationship with the Company]</p> <p data-bbox="186 1050 197 1079">-</p>	
<p data-bbox="186 1113 1129 1142">[Reasons for nomination as a candidate for Director and overview of expected role]</p> <p data-bbox="186 1146 1407 1364">Ms. Kyoko Matsuba has deep insight into global corporate management with her experience serving as Executive Officer, including as General Manager of the Strategic Business Unit, at a major foreign corporation, many years of involvement in university hospital management in the United States, and additional experience in consulting. The Company judges that she can provide useful advice for the Company's management from an objective and professional perspective and that she can contribute to strengthening the Company's growth strategy, business development, and governance, and therefore nominates her as a candidate for Outside Director.</p> <p data-bbox="186 1368 1407 1494">In light of the independence standards stipulated by the Tokyo Stock Exchange and the Company's independence standards, none of the attributes that may cause conflict of interest with general shareholders applies to Ms. Matsuba. Thus, if her election is approved as proposed, the Company intends to designate her as an Independent Officer as prescribed by the Tokyo Stock Exchange.</p>	
<p data-bbox="186 1500 759 1529">[Directors and officers liability insurance contract]</p> <p data-bbox="186 1534 1407 1655">The Company has entered into a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.</p> <p data-bbox="186 1659 1407 1688">If election of Ms. Kyoko Matsuba is approved as proposed, she will be insured under the insurance contract.</p>	
<p data-bbox="186 1695 517 1724">[Limited liability agreement]</p> <p data-bbox="186 1729 1407 1912">In order to enable Directors (excluding Executive Directors, etc.) to fulfill their expected roles, the Company's Articles of Incorporation allow the Company to enter into agreements (limited liability agreement) with Directors (excluding Executive Directors, etc.) that limit their liabilities for damages stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. The Company has entered into a limited liability agreement with each of the incumbent Directors (excluding Executive Directors, etc.).</p> <p data-bbox="186 1917 1407 1975">If election of Ms. Kyoko Matsuba is approved as proposed, the Company intends to enter into the similar contract with her.</p>	

(Reference)

### **Independence Standards for Outside Directors**

If none of the following attributes applies to an Outside Director or a candidate for Outside Director, the Company judges that such Outside Director or candidate for Outside Director is independent from the Company.

1. A person who currently serves as Director (excluding Outside Director, with the same applying hereinafter), Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Member, with the same applying hereinafter), Executive Officer or employee of the Company or subsidiaries of the Company (hereinafter referred to as the “Dexerials Group”) (hereinafter referred to collectively as “Director, etc.”) or served as such in the 10 years prior to his/her appointment.
2. A second-degree or closer relative of a Director, etc. of the Dexerials Group
3. A major shareholder of the Company (or if the shareholder is an organization, such as a corporation, a person who belongs to it) (\*1)
4. A person who belongs to an organization of which the Company is a major shareholder
5. A major business partner of the Dexerials Group (or if the business partner is a corporation, etc., a person who belongs to it) (\*2)
6. A major lender to or creditor of the Dexerials Group (or if the lender or creditor is an organization, such as a corporation, a person who belongs to it) (\*3)
7. A person who has received a donation amounting to 10 million yen or more in the current fiscal year from the Dexerials Group (or if the person receiving such donation is an organization, such as a corporation or an association, a person who belongs to such organization or belonged to such organization in the most recent five years)
8. A person who has received remuneration amounting to 10 million yen or more in the current fiscal year for providing professional services concerning law, finance, tax affairs, etc. or consulting services to the Dexerials Group (or if such person is an organization, such as a corporation, a person who belongs to it)
9. The company where a person serves as a Director, etc. and the Dexerials Group have a relationship of interlocking outside officers. (\*4)

Notes:

1. “Major shareholder” means a person who directly or indirectly holds 10% or more of the total voting rights.
2. “Major business partner” means a person who received from the Dexerials Group or paid to the Dexerials Group an amount equal to 2% or more of annual consolidated sales of the said business partner or the Dexerials Group.
3. “Major lender” means a lender from which the Dexerials Group borrows an amount equivalent to 2% or more of consolidated total assets.
4. “Relationship of interlocking outside officers” means receiving an outside officer from a company where a Director, etc. of the Dexerials Group serves as an outside officer.

Note: About “Number of shares of the Company held” in Proposal 2

The number of shares of the Company held by each candidate includes the number of shares to be granted under the stock compensation plan during his/her term of office and at the time of retirement, which is indicated within the parentheses. Moreover, although the Company has established an officers’ shareholding association for Directors, etc. (including Outside Directors and Directors serving as Audit & Supervisory Committee Members). The number of shares substantially held by individuals in the name of the officers’ shareholding association is not included in the number of shares of the Company held

by each candidate.

(Explanation on shares to be granted under the stock compensation plan)

The Company has introduced a stock compensation plan for the Company's Directors, etc. (excluding Outside Directors and Directors serving as Audit & Supervisory Committee Members). The number of shares to be granted to each of the candidates under the said plan indicated corresponds to the number of points, which was determined on the day of the Annual General Meeting of Shareholders for the fiscal year ended March 31, 2021, and the number of points granted under the performance-linked stock compensation plan approved at the 12th Annual General Meeting of Shareholders held on June 25, 2024.

The voting rights for the shares to be granted under the said plan will not be exercised until future granting of the shares to each candidate in question.