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For institutional investors

The Company participates in the electronic voting rights exercise platform operated by ICJ.

Securities Code No. 7278

May 29, 2026

To Shareholders:

Tetsuya Yoshinaga

President and Representative Director

EXEDY Corporation

1-1-1 Kidamotomiya, Neyagawa-shi, Osaka

NOTICE OF CONVOCAION OF THE 76TH ANNUAL SHAREHOLDERS MEETING

Dear Shareholder,

Thank you for your continued interest in EXEDY Corporation (the "Company").

You are hereby notified that the 76th Annual Shareholders Meeting (the "Meeting") will be held as stated below.

In convening the Meeting, the Company has taken an electronic provision measure for providing information that constitute the Reference Documents for the General Meeting of Shareholders, etc. (measures for electronic provision of information, etc.). To review the information, please access any of these websites on which the information is posted.

[Website of the Company] <https://www.exedy.com/ja/stockholder/stockholder.html>

[Website for providing materials for the Meeting] <https://d.sokai.jp/7278/teiji/>

Shareholders not attending the meeting in person are allowed to exercise their voting rights via the internet or by mail instead. In such case, after examining the Reference Documents for Shareholders Meeting, please duly exercise your voting rights by 5:00 p.m. on June 18, 2026 (Thursday).

Sincerely,

Details

1. Date and Time 10:00 a.m. June 19, 2026 (Fryday)
2. Place EXEDY Hall, 2nd Floor, Main Building
EXEDY Corporation
1-1-1 Kidamotomiya, Neyagawa-shi, Osaka
3. Meeting Agenda
 - Matters to be Reported
 1. Report on the Business Report, and the Consolidated and Non-consolidated Financial Statements for the 76th Business Year (from April 1, 2025 to March 31, 2026)
 2. Report on the Audit Results of the Consolidated Financial Statements for the 76th Business Year by the Accounting Auditor and the Board of Corporate Auditors
 - Matters to be Resolved
 - Proposal No. 1: Appropriation of Surplus
 - Proposal No. 2: Partial Amendments to the Articles of Incorporation
 - Proposal No. 3: Election of Seven (7) Directors

Among the measures for electronic provision of information, etc., the consolidated statement of changes in equity, the notes to consolidated financial statements, the statement of changes in net assets, and the notes to financial statements are not included in the documents delivered to shareholders who have requested the delivery of documents, according to

provisions of the relevant laws and regulations, and Article 14 Paragraph 2 of the Articles of Incorporation of the Company.

If any change is made to the measures for electronic provision of information, etc., such changes will be notified on the website of the Company and the website for providing materials for the Meeting.

If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist. Furthermore, to save valuable resources, please bring this “Notice of Convocation” with you when attending the Shareholders Meeting.

4. Decided matters when convening the meeting

- (1) If you exercise your voting rights both via the Internet and by mail, the exercise of voting rights via the Internet will be deemed valid. If you exercise your voting rights more than once via the Internet, the last exercise of your voting rights will be considered valid.
- (2) If you do not indicate your approval or disapproval of each agenda item on the voting form you returned, we will treat it as if you had indicated your approval.

For Institutional Investors

The Company participates in the electronic voting platform operated by ICJ, Inc.

Reference Documents for the Shareholders Meeting

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters concerning the year-end dividend

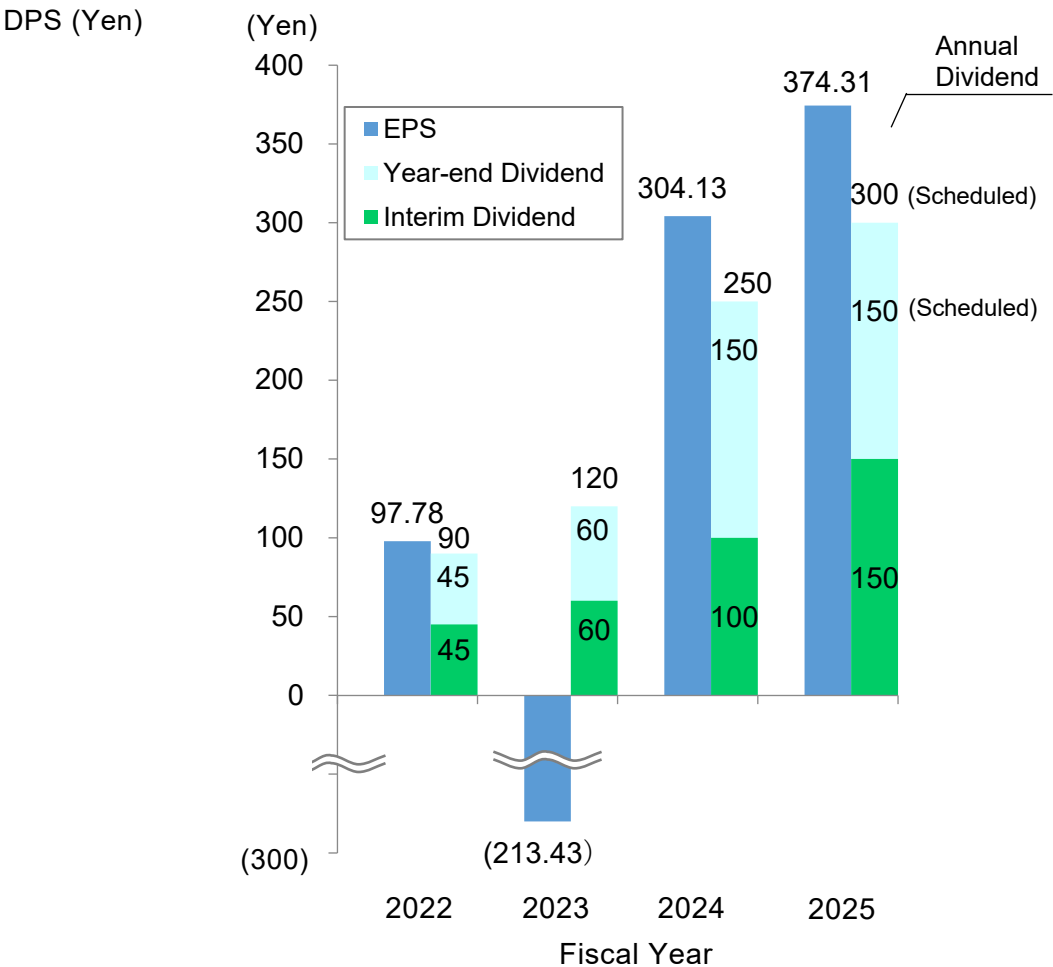
The Company aims to provide stable and continuous profit distribution in order to meet shareholder expectations, taking into consideration the capital needs and cash flow situation for future growth investments and business foundation development.

Based on the above policy, the Company proposes to pay a year-end dividend of ¥150 per share for the current fiscal year.

As a result, the annual dividend for the fiscal year will be ¥300 per share, an increase of ¥50 per share compared to the previous fiscal year, including the interim dividend of ¥150 per share paid on November 25, 2025.

1. Matters concerning and the total amount of the dividend property to be allotted to shareholders
¥150 per share of the Company
Total of ¥ 5,489,818,500
2. Effective date of dividends from the surplus
June 22, 2026

Dividend History



Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for the amendment

- (1) The Company intend to improve corporate governance by enhancing transparency and objectivity in management through the separation and strengthening of execution and supervision, and by achieving swift business execution that quickly responds to changes in the management environment. In order to further strengthen corporate governance, the Company is aiming to change the corporate governance structure of the Company from a Company with a board of corporate auditors to a Company with Nominating Committee, etc. To that end, the Company will propose the necessary amendments to the Articles of Incorporation, including the establishment of new provisions relating to the Nominating Committee, Remuneration Committee, Audit Committee and Executive Officers, and the deletion of provisions relating to Corporate Auditors and Board of Corporate Auditors.

In addition, the Company will also reduce the maximum number of Directors by one.

- (2) As the enforcement of "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) on May 1, 2015, it has become possible to conclude limitation-of-liability agreements with non-executive Directors, etc. Considering the purpose and content of this law amendment, the current provisions regarding limitation-of-liability agreements are to be amended, together with the above amendment to the Articles of Incorporation in (1).

Furthermore, the Company has obtained the consent of each existing corporate auditor regarding the details of the amendment to Article 24 of the Proposed Amendments.

- (3) This is to add business purposes to Article 2 (Purpose) in preparation for implementing new businesses aimed at transforming our Group's business portfolio.
- (4) To make changes to the article numbers and other necessary amendments resulting from the above changes.

2. Details of the Amendments to the Articles of Incorporation

The details of the amendments to the Articles of Incorporation are as follows. Furthermore, this amendment to the articles of incorporation, shall become effective at the conclusion of this shareholders meeting.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER I GENERAL PROVISIONS ARTICLE 1. (Omitted) ARTICLE 2. (PURPOSE) The purpose of the Company shall be to engage in the following businesses: (1)-(13)(Omitted) (New) (14) Any and all businesses incidental to any of the foregoing items. ARTICLE 3. (Omitted) ARTICLE 4. (CORPORATE ORGANIZATION) The Company shall have the following organizations in addition to the general meeting of shareholders and the Directors. (1) Board of Directors (2) <u>Corporate Auditors</u> (3) <u>Board of Corporate Auditors</u> (4) Accounting Auditors ARTICLE 5. (Omitted) CHAPTER II SHARES ARTICLE 6. -ARTICLE 8. (Omitted)	CHAPTER I GENERAL PROVISIONS ARTICLE 1. (Unchanged) ARTICLE 2. (PURPOSE) The purpose of the Company shall be to engage in the following businesses: (1)-(13)(Unchanged) (14) <u>Planning, development, design, manufacturing, processing, construction, repair, sales, and leasing of products in the fields of drones and other UAVs, mobility, infrastructure, and plant solutions</u> (15) Any and all businesses incidental to any of the foregoing items. ARTICLE 3. (Unchanged) ARTICLE 4. (CORPORATE ORGANIZATION) The Company shall have the following organizations in addition to the general meeting of shareholders and the Directors. (1) Board of Directors (2) <u>Nominating Committee, Remuneration Committee and Audit Committee</u> (3) <u>Executive Officers</u> (4) Accounting Auditors ARTICLE 5. (Unchanged) CHAPTER II SHARES ARTICLE 6. -ARTICLE 8. (Unchanged)

Current Articles of Incorporation	Proposed Amendments
ARTICLE 9. (SHARE HANDLING REGULATIONS) All matters concerning the procedures and the fees relating to shares, and procedures for the exercise of rights by shareholders thereof shall be governed by the “Share Handling Regulations” established by the Board of Directors, unless otherwise provided by laws, ordinances or the Articles of Incorporation. ARTICLE 10. (ADMINISTRATOR OF REGISTER OF SHAREHOLDERS) 1. The Company shall have an administrator of register of shareholders with respect to its shares. 2. The administrator of register of shareholders and its business office for handling such business shall be selected by resolution of the Board of Directors and public notice shall be given of such matters. ARTICLE 11. (RECORD DATE) 1. The Company shall treat the shareholders registered and recorded in the final register of shareholders as of March 31 of each year as the shareholders who are entitled to exercise their rights at the regular general meeting of shareholders relating to the last business year. 2. In addition to the preceding paragraph and unless otherwise provided in these Articles of Incorporation, if necessity arises, the Company may fix a record date by resolution of the Board of Directors, upon giving a prior public notice thereof.	ARTICLE 9. (SHARE HANDLING REGULATIONS) All matters concerning the procedures and the fees relating to shares, and procedures for the exercise of rights by shareholders thereof shall be governed by the “Share Handling Regulations” established by the Board of Directors <u>or by an executive officer authorized by a resolution of the Board of Directors,</u> unless otherwise provided by laws, ordinances or the Articles of Incorporation. ARTICLE 10. (ADMINISTRATOR OF REGISTER OF SHAREHOLDERS) 1. The Company shall have an administrator of register of shareholders with respect to its shares. 2. The administrator of register of shareholders and its business office for handling such business shall be selected by resolution of the Board of Directors <u>or by a decision of executive officer authorized by a resolution of the Board of Directors,</u> and public notice shall be given of such matters. ARTICLE 11. (RECORD DATE) 1. The Company shall treat the shareholders registered and recorded in the final register of shareholders as of March 31 of each year as the shareholders who are entitled to exercise their rights at the regular general meeting of shareholders relating to the last business year. 2. In addition to the preceding paragraph and unless otherwise provided in these Articles of Incorporation, if necessity arises, the Company may fix a record date by resolution of the Board of Directors <u>or by a decision of an executive officer authorized by a resolution of the Board of Directors,</u> upon giving a prior public notice thereof.

Current Articles of Incorporation	Proposed Amendments
CHAPTER III GENERAL MEETING OF SHAREHOLDERS ARTICLE 12. (Omitted) ARTICLE 13. (PERSON TO CONVENE MEETING AND CHAIRMAN OF THE GENERAL MEETING OF SHAREHOLDERS) 1. Unless otherwise provided in laws or ordinances, a general meeting of shareholders shall be convened and presided over by <u>the President in accordance with</u> the resolution of the Board of Directors. 2. If <u>the President</u> is unable to act, another Director shall convene and preside over a general meeting of shareholders in the order previously fixed by the resolution of Board of Directors. ARTICLE 14. -ARTICLE 16. (Omitted) CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS ARTICLE 17. (NUMBER OF DIRECTORS) The Company shall not have more than <u>12</u> Directors. ARTICLE 18. -ARTICLE 19. (Omitted) <u>ARTICLE 20. (DIRECTORS WITH SPECIFIC TITLES)</u> <u>By the resolutions of the Board of Directors, the Company may have a President.</u> <u>ARTICLE 21. (REPRESENTATIVE DIRECTORS)</u> <u>A Director or Directors to represent the Company shall be appointed from among the directors by the resolution of the Board of Directors</u>	CHAPTER III GENERAL MEETING OF SHAREHOLDERS ARTICLE 12. (Unchanged) ARTICLE 13. (PERSON TO CONVENE MEETING AND CHAIRMAN OF THE GENERAL MEETING OF SHAREHOLDERS) 1. Unless otherwise provided in laws or ordinances, a general meeting of shareholders shall be convened and presided over by <u>a director previously fixed by</u> the resolution of the Board of Directors. 2. If the <u>person specified in the preceding paragraph</u> is unable to act, another Director shall convene a general meeting of shareholders in the order previously fixed by the resolution of Board of Directors, <u>and another director or executive officer shall chair the meeting.</u> ARTICLE 14. -ARTICLE 16. (Unchanged) CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS ARTICLE 17. (NUMBER OF DIRECTORS) The Company shall not have more than 11 Directors. ARTICLE 18. -ARTICLE 19. (Unchanged) (Deleted) (Deleted)

Current Articles of Incorporation	Proposed Amendments
ARTICLE <u>22.</u> (PERSON TO CONVENE MEETING AND CHAIRMAN OF MEETING OF THE BOARD OF DIRECTORS) 1. Unless otherwise provided in laws or ordinances, the meeting of the Board of Directors shall be convened and presided over by <u>the President.</u> 2. If <u>the President</u> is unable to act, another Director shall convene and preside over the meeting of the Board of Directors in the order previously fixed by the resolution of the Board of Directors. ARTICLE <u>23.</u> (NOTICE OF CONVENING THE BOARD OF DIRECTORS) 1. Notice for convening a meeting of the Board of Directors shall be dispatched to each Director <u>and each Corporate Auditor</u> at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in case of emergency. 2. A meeting of the Board of Directors may be held without following the convening procedure, if so consented to by all the Directors <u>and the Corporate Auditors.</u>	ARTICLE <u>20.</u> (PERSON TO CONVENE MEETING AND CHAIRMAN OF MEETING OF THE BOARD OF DIRECTORS) 1. Unless otherwise provided in laws or ordinances, the meeting of the Board of Directors shall be convened and presided over by <u>the director previously determined by a resolution of the Board of Directors.</u> 2. If <u>the person specified in the preceding paragraph</u> is unable to act, another Director shall convene and preside over the meeting of the Board of Directors in the order previously fixed by the resolution of the Board of Directors. ARTICLE <u>21.</u> (NOTICE OF CONVENING THE BOARD OF DIRECTORS) 1. Notice for convening a meeting of the Board of Directors shall be dispatched to each Director at least three days prior to the date of such meeting; provided, however, that such period of notice may be shortened in case of emergency. 2. A meeting of the Board of Directors may be held without following the convening procedure, if so consented to by all the Directors.
ARTICLE <u>24.</u> -ARTICLE <u>25.</u> (Omitted)	ARTICLE <u>22.</u> -ARTICLE <u>23.</u> (Provisions remaining the same)
ARTICLE <u>26.</u> (REMUNERATION, ETC.) <u>The remuneration, bonuses and other property benefits that are received from the Company in consideration of management as the Director (hereinafter called "remuneration, etc.") shall be determined by resolution of a general meeting of shareholders.</u>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
ARTICLE <u>27.</u> (LIABILITY LIMITATION AGREEMENT WITH <u>OUTSIDE</u> DIRECTORS) In accordance with the provisions of Article 427, Paragraph 1 of the Company Law, the Company may enter into an agreement with <u>outside</u> Directors that limit the liability for damages of such <u>outside</u> Directors being negligent in their duty, provided however, the upper limit of the liability under such agreement shall be the minimum liability which is prescribed in Article 425 of the Company Law.	ARTICLE <u>24.</u> (LIABILITY LIMITATION AGREEMENT WITH DIRECTORS) In accordance with the provisions of Article 427, Paragraph 1 of the Company Law, the Company may enter into an agreement with Directors <u>(excluding an executive Director, etc.)</u> that limit the liability for damages of such Directors being negligent in their duty, provided however, the upper limit of the liability under such agreement shall be the minimum liability which is prescribed in Article 425 of the Company Law.
<u>CHAPTER V</u> <u>CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u>	(Deleted)
<u>ARTICLE 28. -ARTICLE 35.</u> (Omitted)	(Deleted)
(New)	<u>CHAPTER V NOMINATING COMMITTEE, REMUNERATION COMMITTEE AND AUDIT COMMITTEE</u>
(New)	<u>ARTICLE 25. (AUTHORITY AND DUTIES OF COMMISSIONERS)</u> <u>1. The Nominating Committee shall determine the content of the proposals for the election and dismissal of directors to be submitted to the General Meeting of Shareholders.</u> <u>2. The Remuneration Committee shall determine the policy regarding the determination of the content of individual remuneration received by directors and executive officers and the content of individual remuneration of directors and executive officers.</u>

Current Articles of Incorporation	Proposed Amendments
(New)	<u>3. The Audit Committee shall perform the following duties</u> <u>(1) Audit the execution of duties by directors and executive officers and prepare audit reports.</u> <u>(2) Determination of the content of proposals to be submitted to the General Meeting of Shareholders concerning the election and dismissal of the Accounting Auditor and the non-reappointment of the Accounting Auditor.</u> <u>4. The Nominating Committee, the Remuneration Committee, and the Audit Committee shall, in addition to those matters provided for by law or the Articles of Incorporation, conduct the matters provided for in the Committee Rules set forth in Article 28.</u>
(New)	<u>ARTICLE 26. (NUMBER OF MEMBERS)</u> <u>The Nominating Committee, Remuneration Committee and Audit Committee shall be composed of at least three directors, a majority of whom shall be outside directors.</u>
(New)	<u>ARTICLE 27. (SELECTION OF COMMITTEE MEMBERS)</u> <u>The members of the Nominating Committee, Remuneration Committee and Audit Committee shall be selected by resolution of the Board of Directors from among the directors.</u>
(New)	<u>ARTICLE 28. (COMMITTEE RULES)</u> <u>Matters concerning the Nominating Committee, Remuneration Committee and Audit Committee shall be governed by the rules established by the Board of Directors or each committee, in addition to those provided by law or these Articles of Incorporation.</u>
(New)	<u>CHAPTER VI EXECUTIVE OFFICERS</u>
(New)	<u>ARTICLE 29. (ELECTION OF EXECUTIVE OFFICERS)</u> <u>1. The Company shall have one or more Executive Officers.</u> <u>2. Executive Officers shall be elected by a resolution of the Board of Directors.</u>

Current Articles of Incorporation	Proposed Amendments
(New)	<u>ARTICLE 30. (TERM OF OFFICE OF EXECUTIVE OFFICERS)</u> <u>The term of office of Executive Officers shall expire at the end of the fiscal year ending within one year after their election.</u>
(New)	<u>ARTICLE 31. (REPRESENTATIVE EXECUTIVE OFFICERS AND EXECUTIVE OFFICERS WITH SPECIFIC TITLES)</u> <u>1. The Company shall appoint at least one Representative executive officer by resolution of the Board of Directors.</u> <u>2. The Company may appoint executive officers with specific titles by resolution of the Board of Directors.</u>
(New)	<u>ARTICLE 32. (REGULATIONS OF EXECUTIVE OFFICERS)</u> <u>Matters relating to Executive Officers shall be governed by the "Regulations of Executive Officers" established by the Board of Directors in addition to as provided in laws or ordinances or in these Articles of Incorporation.</u>
CHAPTER <u>VI</u> ACCOUNTING AUDITORS	CHAPTER <u>VII</u> ACCOUNTING AUDITORS
ARTICLE <u>36.</u> -ARTICLE <u>37.</u> (Omitted)	ARTICLE <u>33.</u> -ARTICLE <u>34.</u> (Provisions remaining the same)
ARTICLE <u>38.</u> (REMUNERATION, ETC. OF ACCOUNTING AUDITORS) The remuneration, etc. of the Accounting Auditors shall be determined by <u>Representative Directors with consent from the Board of Corporate Auditors.</u>	ARTICLE <u>35.</u> (REMUNERATION, ETC. OF ACCOUNTING AUDITORS) The remuneration, etc. of the Accounting Auditors shall be determined by <u>Director who is appointed by a resolution of the Board of Directors with consent from the Audit Committee.</u>
CHAPTER <u>VII</u> ACCOUNTS	CHAPTER <u>VIII</u> ACCOUNTS
ARTICLE <u>39.</u> -ARTICLE <u>42.</u> (Omitted)	ARTICLE <u>36.</u> -ARTICLE <u>39.</u> (Provisions remaining the same)

Current Articles of Incorporation	Proposed Amendments
(New)	<u>SUPPLEMENTARY PROVISIONS</u> <u>ARTICLE 1. (TRANSITIONAL MEASURES CONCERNING LIABILITY LIMITATION AGREEMENT OF CORPORATE AUDITORS)</u> <u>With respect to the agreement to limit liability for damages under Article 423, Paragraph 1 of the Companies Act with respect to the acts of Outside Corporate Auditors (including persons who were previously Outside Corporate Auditors) prior to the conclusion of the 76th Ordinary General Meeting of Shareholders, the provisions of Article 35 of the Articles of Incorporation before the amendment by the resolution of the said Ordinary General Meeting of Shareholders shall still apply</u>

Proposal No. 3: Election of Seven (7) Directors

All seven (7) Directors will complete their terms of office at the closing of this Shareholders Meeting.

In order to further reinforce prompt decision-making and highly effective supervisory function, the Company seek to appoint a majority of outside directors to the Board of Directors, consequently, the Company proposes the election of Seven (7) Directors, including four (4) Outside Directors.

The candidates for Directors are as follows:

Candidate No.		Name				Current position of the Company	Attendance of Board of Director's Meetings
1	Re-appointed	Tetsuya Yoshinaga		Male		Representative Director and President	12/12 (100%)
2	Re-appointed	Hiroshi Toyohara		Male		Representative Director and Senior Executive Managing Officer, Executive General Manager of Corporate Strategy Promotion Headquarters	12/12 (100%)
3	Re-appointed	Yuzuru Hirose		Male		Director and Executive Managing Officer, Executive General Manager of Strategic Business Headquarters	12/12 (100%)
4	Re-appointed	Toshiki Takano	Outside	Independent	Male	Outside Director	12/12 (100%)
5	Re-appointed	Takashi Hayashi	Outside	Independent	Male	Outside Director	12/12 (100%)
6	Re-appointed	Fukuko Inoue	Outside	Independent	Female	Outside Director	12/12 (100%)
7	Re-appointed	Kimiko Ito	Outside	Independent	Female	Outside Director	12/12 (100%)

1 Tetsuya Yoshinaga (January 3, 1960)

Number of shares of the Company held 18,833 shares



Re-appointed

▶ Career summary, position and duties at the Company (Important concurrent positions)

July 1988	Joined the Company
March 2009	President of EXEDY America Corporation
June 2009	Executive Officer of the Company
April 2016	President of EXEDY DYNAX Shanghai Co., Ltd.
April 2017	Senior Executive Officer of the Company
June 2019	Director of the company Executive General Manager, AT Manufacturing Headquarters of the Company Ueno Division General Manager of the Company
April 2020	Executive Managing Officer of the Company
April 2021	Senior Executive Managing Officer of the Company
June 2022	Representative Director and President of the Company to the present

▶ Reasons for candidacy for a director's position

Mr. Tetsuya Yoshinaga has long worked overseas as an expatriate and accumulated experience and achievements in China-related business operations, etc., and he was appointed Representative Director in June 2022. The Company has continued to appoint him as a candidate for a director's position because he has played a leading role in formulating the Company's Medium-to-Long-Term strategy and he is expected to contribute to enhancing corporate values with his leadership.

2 Hiroshi Toyohara (August 19, 1962)

Number of shares of the Company held 16,589 shares



Re-appointed

▶ Career summary, position and duties at the Company (Important concurrent positions)

January 1995	Joined the Company
April 2010	Executive Officer of the Company
April 2011	Executive General Manager, Financial Planning Headquarters of the Company
June 2012	Director of the Company
April 2013	Senior Executive Officer of the Company Executive General Manager, Administrative Headquarters of the Company
April 2016	Executive Managing Officer of the Company
April 2020	Senior Executive Managing Officer of the Company to the present
June 2022	Representative Director of the Company to the present
April 2025	Executive General Manager, Corporate Strategy Promotion Headquarters of the Company to the present

▶ Reasons for candidacy for a director's position

Mr. Hiroshi Toyohara has abundant experience and achievements in general administrative operations, as head of the financial and planning departments, etc., and he was appointed as Representative Director and Senior Executive Managing Officer in June 2022. The Company has continued to appoint him as a candidate for a director's position because he is expected to contribute to the enhancement of corporate value as a promoter of Medium-to-Long-Term strategy.

3 Yuzuru Hirose (February 21, 1972)

Number of shares of the Company held 10,940 shares



Re-appointed

▶ Career summary, position and duties at the Company (Important concurrent positions)

April 2001	Joined the Company
March 2011	President of EXEDY Globalparts Corporation
April 2014	Executive Officer of the Company
April 2018	Senior Executive Officer of the Company
April 2019	Executive General Manager, Sales Headquarters of the Company
June 2019	Director of the Company to the present
April 2023	Executive Managing Officer of the Company to the present
April 2025	Executive General Manager, Strategic Business Headquarters of the Company to the present

▶ Reasons for candidacy for a director's position

Mr. Yuzuru Hirose has long worked overseas as an expatriate and accumulated experience and achievements in sales field in general and he was appointed Director and Executive Managing Officer since April 2023. The Company has continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing corporate value through striving to create and nurture new businesses from a global perspective as the General Manager of the Strategic Business Division.

4 Toshiki Takano (August 31, 1954)

Number of shares of the Company held 3,000 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

January 1984 Joined ROHM Co., Ltd.
June 2010 Director of ROHM Co., Ltd.
June 2015 Retired from the post of director of ROHM Co., Ltd.
June 2017 Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Toshiki Takano has long been involved in management as a director of ROHM Co., Ltd. He has extensive knowledge of corporate management and new business development and provide the Company with various suggestions and advice, mainly on how to advance new business development such as strengthening our marketing. The Company has continued to appoint him as a candidate for an outside director's position because he is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

5 Takashi Hayashi (April 22, 1956)

Number of shares of the Company held 1,500 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

March 1979 Joined Nihon Radiator Co., Ltd. (Currently MARELLI)
June 2008 Director and Executive Vice President of the above company.
June 2011 Representative Director, President and CEO of TOKYO RADIATOR MFG Co., Ltd.
June 2019 Director and Chairperson of TOKYO RADIATOR MFG Co., Ltd.
June 2020 Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Takashi Hayashi has long been involved in management as a director of TOKYO RADIATOR MFG Co., Ltd. He has extensive knowledge as a manager in the automotive parts industry, and provide the Company with various suggestions and advice, mainly on organizational management issues, such as personnel allocation and reskilling, in the process of transforming the business portfolio. The Company has continued to appoint him as a candidate for an outside director's position because he is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

6 Fukuko Inoue (October 18, 1963)

Number of shares of the Company held 400 shares



Re-appointed

Outside

Independent

▶ Career summary, position and duties at the Company (Important concurrent positions)

April 1987	Joined UCC UESHIMA COFFEE CO., LTD.
Sep 1996	Human Resources Officer, Training Officer at Budget Personnel Bureau of Human Resources Department of Asian Development Bank
May 2004	Human Resources Development Manager at General Affairs and Human Resources Headquarters of Vodafone Japan Co., Ltd.
June 2006	Human Resources Manager of Tiffany & Co.
Sep 2011	Executive Officer of Human Resources, General Manager of Human Resources Headquarters of SAP Japan Co., Ltd.
Jan 2013	Section Chief, Human Resources Planning Division at Human Resources department of International Atomic Energy Agency
July 2017	Senior Human Resources Officer, Management Bureau of the above institution
April 2018	Professor, Doshisha Business School at Doshisha University to the present
June 2022	Director of the Company to the present
June 2023	Outside Director of ROHM Co., Ltd. to the present

▶ Reasons for candidacy for an outside director's position and overview of expected roles

Ms. Fukuko Inoue is serving as a professor at a university after holding important positions in human resources at global companies and international organizations. She has extensive academic expertise in organizational development and human capital management and provide the Company with various suggestions and advice, mainly on human resource development and improving employee engagement through AI utilization and reskilling. The Company has continued to appoint her as a candidate for an outside director's position because she is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

7 Kimiko Ito (January 20, 1949)

Number of shares of the Company held 0 share



Re-appointed

Outside

Independent

▶ Career summary, position and duties at the Company (Important concurrent positions)

June 1995	Representative Director and President of Tashima to the present.
April 2013	Regular executive board member of Kobe Association of Corporate Executives to the present.
Nov 2016	Deputy chairperson of the Kobe Chamber of Commerce and Industry.
Sep 2017	Deputy chairperson of Kobe City University of Foreign Studies.
June 2023	Director of the Company to the present

▶ Reasons for candidacy for an outside director's position and overview of expected roles

Ms. Kimiko Ito has long been involved in management as a representative director of Tashima. She has also contributed to regional promotion by serving as Deputy chairperson of the Kobe Chamber of Commerce and Industry, and provide the Company with various suggestions and advice, mainly on expansion of scope for new businesses development and on PMI planning after M&A. The Company has continued to appoint her as a candidate for an outside

director's position because she is expected to strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

(Notes)

1. No significant conflicts of interest exist between the Company and the proposed candidates for director.
2. Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms. Kimiko Ito are candidates for Outside Directors.
3. No business relationships exist between any companies where the outside director candidates hold concurrent positions and the Company.
4. Mr. Toshiki Takano's term of office, as an Outside Director, will be nine (9) years at the conclusion of this Shareholders Meeting.
5. Mr. Takashi Hayashi's term of office, as an Outside Director, will be six (6) years at the conclusion of this Shareholders Meeting.
6. Ms. Fukuko Inoue's term of office, as Outside Director, will be four (4) years at the conclusion of this Shareholders Meeting.
7. Ms. Kimiko Ito's term of office, as an Outside Director, will be three (3) year at the conclusion of this Shareholders Meeting.
8. The Company has entered into the contract with Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms. Kimiko Ito pursuant to the provision of the Company's Articles of Incorporation to limit their liabilities to the Company. In the event that this proposal is approved in its original form and that they are reappointed, the Company shall continue such contracts with them respectively.
An outline of the contents of the liability limitation contracts is as follows.
 - (1) If an Outside Director is liable to the Company for damages, the amount of such damages shall be limited to the minimum liability amount prescribed in Article 425 of the Companies Act;
 - (2) The foregoing limitation shall be limited to cases where an Outside Director is without knowledge of the act that gives rise to damages and is not grossly negligent in performing his or her duties.
9. The Company has entered into the contract with the insurance company for the directors and officers' liability insurance based on the regulation of Article 430-3, Paragraph 1 of the Companies Act, the legal damages in the event of a claim for damages due to an act (including omission) conducted by the individual insured persons including the directors of the Company based on their status, the compensation and litigation costs will be covered by the insurance contract. (However, except the case when the disclaimer applies such as criminal acts, illegal acts, fraudulent acts or acts conducted while recognizing the rules or regulations are violated) When each candidate is appointed as a director and assumed office, he or she will be insured by the insurance contract. In addition, the insurance contract will be renewed with the same contents at the next renewal.
10. Mr. Toshiki Takano, Mr. Takashi Hayashi, Ms. Fukuko Inoue and Ms. Kimiko Ito are Independent Officers stipulated by the Tokyo Stock Exchange.

(Reference) Composition of Directors and Corporate Auditors

The expertise and experience of each Director and Corporate Auditor when the third proposal is approved as originally proposed is as follows.

Name			Top Management Experience	Innovation, Knowledge in new BIZ development	knowledge in Core Business	Supply Chain Marketing	Finance	Human Resource Development	Sustainability ESG	Legal, Risk Management	Global
Directors	Tetsuya Yoshinaga		●	●	●				●		●
	Hiroshi Toyohara			●			●	●	●	●	
	Yuzuru Hirose			●	●	●					●
	Toshiki Takano	Outside Independent		●		●			●		●
	Takashi Hayashi	Outside Independent	●		●		●	●		●	●
	Fukuko Inoue	Outside Independent						●	●		●
	Kimiko Ito	Outside Independent	●	●				●			●

Nothing below this line