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Securities code: 3153
June 3, 2026
(Date of commencement of electronic provision measures: June 1, 2026)

To Shareholders with Voting Rights:

Shigeki Seimiya
President & Group COO
Yashima Denki Co., Ltd.
3-1-1 Shimbashi, Minato-ku,
Tokyo, Japan

Convocation Notice for the 82nd Annual General Meeting of Shareholders

We hereby inform you that the 82nd Annual General Meeting of Shareholders of Yashima Denki Co., Ltd. (the "Company") will be held as described below.

In convening this Meeting, the Company has taken measures of electronically providing information contained in the Reference Documents for the General Meeting of Shareholders, etc. and posted the said information on its website on the Internet. The URL of website is referenced below.

The Company's website:
https://www.yashimadenki.co.jp/ir/library/meeting.html

The Company has also posted the above-mentioned information on the website of the Tokyo Stock Exchange (TSE). Please access the TSE's following website (Listed Company Search), enter "Yashima Denki" in the "Issue name (company name)" field or the Company's securities code "3153" in the "Code" field to conduct the search, and click "Basic information" and then "Documents for public inspection/PR information" link to see the button information.

TSE's website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If you intend not to attend the Meeting in person, you can exercise voting rights in writing or via the Internet, etc. Please examine the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m., Japan time, Tuesday, June 23, 2026.

1. Date and Time: Wednesday, June 24, 2026 at 10:00 a.m., Japan time
(Reception starts at 9:00 a.m.)

2. Venue: Port Hall, Office Tower 1F, Tokyo Portcity Takeshiba
1-7-1 Kaigan, Minato-ku, Tokyo
Please note that no souvenirs will be provided to shareholders attending the Meeting.

3. Meeting Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the Company's 82nd Fiscal Year (April 1, 2025–March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the above-mentioned Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 82nd Fiscal Year (April 1, 2025–March 31, 2026)

Proposals to be resolved:

Proposal 1: Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members

Proposal 2: Election of Three (3) Board Directors Serving as Audit and Supervisory Committee Members

Proposal 3: Election of One (1) Substitute Board Director Serving as an Audit and Supervisory Committee Member

Proposal 4: Revision of the Maximum Amount of Cash Compensation for Board Directors not Serving as Audit and Supervisory Committee Members

Proposal 5: Revision of the Maximum Amount of Restricted Stock Compensation for Board Directors not Serving as Audit and Supervisory Committee Members or Outside Board Directors

4. Other Matters Determined in Convening the Meeting

(1) If there is no indication of approval or disapproval on the voting rights exercise form returned to us, it will be treated as an indication of approval.
(2) If you exercise your voting rights both by sending your voting rights exercise form and via the Internet, etc., only the vote cast via the Internet, etc. will be valid.
(3) If you exercise your voting rights multiple times via the Internet, etc., only the last vote cast will be valid.

■ The paper copy sent to shareholders who have requested the delivery of such copy does not include the following items pursuant to laws and regulations and provisions of the Company's Articles of Incorporation:

(i) Business Report
- Out of the "Matters Regarding the Current Status of the Corporate Group":
  Principal business, major offices, the status of employees, principal lenders, and other important matters regarding the current status of the corporate group
- "Matters Regarding the Company's Stock"
- "Matters Regarding Share Acquisition Rights Pertaining to the Company's Stock"
- Out of the "Matters Regarding the Company's Board Directors and Officers":
  Outline of the content of liability limitation agreements, matters regarding outside Board Directors and officers, and other important matters regarding outside Board Directors and officers
- "Matters Regarding the Company's Board Directors and Officers Liability Insurance Agreements"
- "Status of the Accounting Auditor"
- "The Company's Systems and Policies"

(ii) Consolidated Financial Statements
- "Consolidated Balance Sheet"
- "Consolidated Statement of Income"
- "Statement of Changes in Equity"
- "Notes to the Consolidated Financial Statements"

(iii) Non-consolidated Financial Statements
- "Non-consolidated Balance Sheet"

- “Non-consolidated Statement of Income”
- “Non-consolidated Statement of Changes in Equity”
- “Notes to the Non-consolidated Financial Statements”

(iv) Audit Reports

- “The Accounting Auditor’s Audit Report Regarding the Consolidated Financial Statements”
- “The Accounting Auditor’s Audit Report”
- “The Audit and Supervisory Committee’s Audit Report”

The Audit and Supervisory Committee and the Accounting Auditor audit documents subject to auditing, including the items listed above.

■ If any revisions arise to the Electronically Provided Information, the Company will post on its website and the TSE’s website on the Internet described above to that effect as well as the information before making those revisions and the information after making those revisions.

■ When attending the Meeting in person, please submit the attached voting rights exercise form to the reception desk at the venue.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal 1: Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members

The terms of office of all five (5) Board Directors not serving as Audit and Supervisory Committee Members (the same shall apply hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.
Accordingly, the Company proposes the election of six (6) Board Directors, adding one (1) Outside Board Director to secure management transparency and further strengthen corporate governance after the reappointment of all the five members.
This proposal has been reviewed by the Audit and Supervisory Committee, and no special opinions were expressed.
The candidates for Board Directors are as follows:

No.	Name		Position in the Company
1	Akio Ota	[Reappointment] [Male]	Chairman & CEO; Representative Board Director
2	Shigeki Seimiya	[Reappointment] [Male]	President & Group COO; Representative Board Director
3	Tadashi Matsuzaki	[Reappointment] [Male]	Board Director; Executive Vice President & Executive Officer; CMO; General Manager, Business Operations Group
4	Tomizo Oda	[Reappointment] [Male]	Board Director; Senior Vice President & Executive Officer; CFO; General Manager, Management Operations Group
5	Yosuke Okatani	[Reappointment] [Male]	Board Director; Senior Vice President & Executive Officer; CHRO; Deputy General Manager, Management Operations Group
6	Nao Ageishi	[New appointment] [Outside] [Independent] [Female]	–

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Akio Ota
(June 20, 1948)

Reappointment

Male</td><td>Mar. 1971
Apr. 2001

Apr. 2004
June 2005
Apr. 2006
Apr. 2013
Apr. 2017
Apr. 2023</td><td>Joined the Company
Executive Officer; General Manager, Industrial Machinery Sales Division
Senior Vice President & Executive Officer
Board Director
Senior Executive Vice President & Board Director
President & Representative Board Director
Chairman & President; Representative Board Director
Chairman & CEO; Representative Board Director (current position)</td><td>193,191</td></tr>
<tr><td colspan="4"><u>Reasons for nomination</u>
Mr. Akio Ota has been consistently involved in the sales management since joining the Company. After serving in various managerial positions including General Manager of the engineering operation, he assumed the position of President & Representative Board Director of the Company in 2013 and then concurrently served as Chairman through March 2023, leading the overall management of the Company. Since April 2023, he has served as Chairman & CEO; Representative Board Director, continuing to work to enhance the entire Group’s corporate value. We expect him to leverage his abundant management accomplishments and extensive personal connections in ensuring appropriate decision-making at the Company’s Board of Directors and strengthening the effectiveness of its supervisory functions. Accordingly, we propose his reappointment.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Shigeki Seimiya
(April 24, 1971)

Reappointment

Male</td><td>Apr. 1993 Joined the Company
Sept. 2018 Board Director, Yashima Environmental Engineerings Co., Ltd. (concurrent position)
Apr. 2019 General Manager, Transportation System Division, the Company
Apr. 2020 Executive Officer; General Manager, Transportation System Division
Apr. 2022 Vice President & Executive Officer; General Manager, Business Operations Group
Apr. 2023 President & COO
June 2023 President & COO; Representative Board Director
Dec. 2024 President & Group COO; Representative Board Director (current position)
Dec. 2025 Chairman of the Board Directors, Yashima Environment Technology Foundation (current position)</td><td>33,679</td></tr>
<tr><td colspan="3"><u>Reasons for nomination</u>
Mr. Shigeki Seimiya has been involved in the sales management, mainly in the transportation system business, since joining the Company, where he has gained abundant experience in the area of sales and extensive personal connections. He has served as President & COO since April 2023, as Representative Board Director since June of the same year, and as Group COO since December 2024, working to promote consolidated management and enhance the Group’s corporate value with Mr. Ota. We expect him to leverage his great capacity as a leader in ensuring appropriate decision-making at the Company’s Board of Directors and strengthening the effectiveness of its supervisory functions. Accordingly, we propose his reappointment.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Tadashi Matsuzaki
(April 23, 1964)

Reappointment

Male</td><td>Apr. 1987 Joined the Company
Apr. 2015 General Manager, Plant Business Department
Apr. 2017 Executive Officer; General Manager, Plant Business Department 2
Apr. 2018 Board Director, Sanyo Plant Construction Co., Ltd. (concurrent position)
Nov. 2018 Board Director, Nishinihon Power Systems Co., Ltd. (concurrent position)
Apr. 2019 Board Director Yashima Information System Co., Ltd. (concurrent position)
Apr. 2020 Vice President & Executive Officer; General Manager, Plant Engineering Business Unit, the Company
Apr. 2021 Senior Vice President & Executive Officer; General Manager, Plant Engineering Business Unit
Apr. 2023 Executive Vice President & Executive Officer; General Manager, Business Operations Group; General Manager, Transportation Systems Business Unit
Apr. 2023 Board Director, Yashima Plant Construction Co., Ltd. (concurrent position)
June 2023 Board Director, Chugoku Power Systems Co., Ltd. (concurrent position) (current position)
June 2023 Board Director, Nishinihon Power Systems Co., Ltd. (concurrent position) (current position)
Apr. 2024 Board Director, Yashima Control Systems Co., Ltd. (concurrent position) (current position)
Apr. 2025 Executive Vice President & Executive Officer; CMO; General Manager, Business Operations Group, the Company
June 2025 Board Director; Executive Vice President & Executive Officer; CMO; General Manager, Business Operations Group (current position)</td><td>49,190</td></tr>
<tr><td colspan="3"><u>Reasons for nomination</u>
Mr. Tadashi Matsuzaki has been involved in the sales management, mainly in the plant business and transportation system business, since joining the Company, where he has gained abundant experience in the area of sales and extensive personal connections. He has been engaged in overall sales and business management for the Company as General Manager of the Business Operations Group since April 2023 and has worked on the formulation and promotion of the Group’s long-term business strategy as CMO since April 2025. We expect him to leverage his great capacity as a leader in ensuring appropriate decision-making at the Company’s Board of Directors and strengthening the effectiveness of its supervisory functions. Accordingly, we propose his reappointment.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Tomizo Oda (May 31, 1964) Reappointment Male	Apr. 1987 Joined Kokusai Electric Co., Ltd. Apr. 2015 Joined the Company June 2015 Board Director, Yashima Control Systems Co., Ltd. (concurrent position) June 2015 Corporate Auditor, Yashima・Eco・System Co., Ltd. (concurrent position) Apr. 2017 General Manager, Management Planning Division, the Company June 2017 Executive Officer; General Manager, Management Planning Division, the Company Apr. 2018 Vice President & Executive Officer; General Manager, Management Operations Group Apr. 2018 Board Director, Sanyo Plant Construction Co., Ltd. (concurrent position) June 2018 Board Director, Chugoku Power Systems Co., Ltd. (concurrent position) Nov. 2018 Corporate Auditor, Nishinihon Power Systems Co., Ltd. (concurrent position) Feb. 2020 Vice President & Executive Officer; General Manager, Management Operations Group; General Manager, Finance Division; and Department Manager, Sales Administration Department, the Company June 2020 Board Director; Vice President & Executive Officer; General Manager, Management Operations Group; General Manager, Finance Division Apr. 2021 Board Director; Vice President & Executive Officer; General Manager, Management Operations Group Apr. 2022 Board Director, Yashima Environment & Information Technology Co., Ltd. (concurrent position) Apr. 2023 Board Director; Senior Vice President & Executive Officer; General Manager, Management Operations Group, the Company Oct. 2024 Corporate Auditor, Tokyo Kiden Co., Ltd. (concurrent position) (current position) Apr. 2025 Board Director; Senior Vice President & Executive Officer; CFO; General Manager, Management Operations Group, the Company (current position) Apr. 2026 Corporate Auditor, Yashima Control Systems Co., Ltd. (concurrent position) (current position) Apr. 2026 Corporate Auditor, Chugoku Power Systems Co., Ltd. (concurrent position) (current position) Apr. 2026 Corporate Auditor, Nishinihon Power Systems Co., Ltd. (concurrent position) (current position)	55,272
	Reasons for nomination Mr. Tomizo Oda has been involved in the accounting and the corporate planning functions since joining the Company to gain abundant work experience and expertise in finance and accounting. He has also served as a Board Director of our Group companies and is well-versed in the Group's overall management. Since April 2025, he has worked as CFO on the enhancement of the financial foundation and governance system to enhance corporate value. We expect him to leverage his abundant experience and profound insight in ensuring appropriate decision-making of the Company's Board of Directors and strengthening the effectiveness of its supervisory functions. Accordingly, we propose his reappointment.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">5</td><td>Yosuke Okatani
(December 26, 1968)

Reappointment

Male</td><td>Apr. 1991 Joined Hitachi, Ltd.
July 2017 General Manager, Legal Center
July 2018 Joined PwC Consulting LLC; Managing Director, Risk Consulting Division
Jan. 2019 Joined the Company
Apr. 2019 General Manager, Legal & CSR Division
Apr. 2020 Executive Officer; General Manager, Legal & CSR Division
Oct. 2020 Board Director, Yashima Control Systems Co., Ltd. (concurrent position)
Apr. 2021 Vice President & Executive Officer; General Manager, Administration Operations Group, the Company
June 2023 Board Director; Vice President & Executive Officer; General Manager, Administration Operations Group, the Company
Apr. 2024 Board Director; Vice President & Executive Officer; Deputy General Manager, Management Operations Group
Apr. 2025 Board Director; Senior Vice President & Executive Officer; CHRO; Deputy General Manager, Management Operations Group (current position)</td><td>16,411</td></tr>
<tr><td colspan="3">Reasons for nomination

Mr. Yosuke Okatani was involved in legal affairs at Hitachi, Ltd. Since joining the Company, he has successively served as General Manager of Legal & CSR Division and General Manager of Administration Operations Group and is well-versed in a broad range of the headquarters function, such as general affairs, human resources, and legal affairs. Since April 2025, he has been working as CHRO to pursue human resources development strategies and strengthen the governance system to enhance corporate value. We expect him to leverage his abundant experience and profound insight in ensuring appropriate decision-making of the Company’s Board of Directors and strengthening the effectiveness of its supervisory functions. Accordingly, we propose his reappointment.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">6</td><td>Nao Ageishi
(October 4, 1970)

New appointment

Outside

Independent

Female</td><td>Apr. 1998
Jan. 2007

June 2015

Mar. 2019</td><td>Registered as an attorney
Partner, Makinouchi & Ageishi Law Office (current Makinouchi Law Office)
Auditor of Nippon Care Supply Co., Ltd. (current position)
Established Shikino Law Office; Attorney (current position)</td><td>–</td></tr>
<tr><td colspan="4">Reasons for nomination and expected roles
Ms. Nao Ageishi is well-versed in all aspects of corporate legal affairs as an attorney. Therefore, we expect her to supervise management and provide advice on overall management from a broad perspective based on her professional knowledge and experience. Although she has never been involved in corporate management other than in her capacity as an outside officer, we believe that she will properly fulfill her duties as an Outside Board Director not serving as an Audit and Supervisory Committee Member for the reason above. Accordingly, we propose her appointment.</td></tr>
</table>

Notes:
1. The Company has made financial contributions to Yashima Environment Technology Foundation where Mr. Shigeki Seimiya, a candidate for Board Director, serves as its director. There are no special interests between the other candidates and the Company.
2. The number of shares of the Company held by each candidate includes their ownership via the Yashima Denki Director Shareholding Association.
3. Ms. Nao Ageishi is a candidate for Outside Board Director.
4. Ms. Nao Ageishi satisfies the requirements for an Independent Officer based on the provisions of the Tokyo Stock Exchange, and if she assumes the position of Outside Board Director, the Company will notify the Tokyo Stock Exchange of her appointment as an Independent Officer.
5. The Company plans to conclude a liability limitation contract with Ms. Nao Ageishi, if her election is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The outline of the said liability limitation contract is as follows:
   - If a Board Director not serving as an Executive Board Director is held liable for damages to the Company due to their negligence in the performance of their duties, they are held liable for the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act.
   - Such limitation of liability is granted only when the Board Directors not serving as Executive Board Directors executed their duties, which have caused the liability, in good faith and without gross negligence.
6. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover legal damages, litigation expenses, and other costs that may arise in the event that a claim for damages is made against any of the insureds due to their act (or omission) committed in the course of their respective duties of director.
   However, the Company has taken measures to ensure that integrity in the execution of duties by directors is maintained by not exempting directors from damages that may arise from either criminal acts such as bribery, legal violations, or other deliberate acts. Insurance premiums for the said contract are fully borne by the Company. If the candidates assume the positions of Director, they will be included as the insureds under this insurance policy, and the Company plans to renew the said insurance contract on the same terms and conditions during their terms of office.
7. Abbreviations of candidates' positions are as follows.
   CEO: Position with the highest responsibility for management
   COO: Position with the highest responsibility for execution
   CMO: Position with the highest responsibility for marketing
   CFO: Position with the highest responsibility for finance
   CHRO: Position with the highest responsibility for human resources

Proposal 2: Election of Three (3) Board Directors Serving as Audit and Supervisory Committee Members

Upon the close of this General Meeting of Shareholders, the terms of office of all three (3) Board Directors serving as Audit and Supervisory Committee Members will expire.
Accordingly, the election of three (3) Board Directors serving as Audit and Supervisory Committee Members is proposed.
The Audit and Supervisory Committee has consented to this proposal.
The candidates for Board Directors serving as Audit and Supervisory Committee Members are as follows:

No.	Name		Position in the Company
1	Naohito Miya	[Reappointment] [Outside] [Independent] [Male]	Outside Board Director (Audit and Supervisory Committee Member)
2	Yutaka Yamauchi	[Reappointment] [Outside] [Independent] [Male]	Outside Board Director (Audit and Supervisory Committee Member)
3	Junichi Iwase	[Reappointment] [Outside] [Independent] [Male]	Outside Board Director (Audit and Supervisory Committee Member)

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Naohito Miya
(January 29, 1950)

Reappointment

Outside

Independent

Male</td><td>Apr. 1974 Joined Chuo Joint Audit Corporation
Sept. 1975 Registered as Certified Public Accountant (CPA)
Oct. 1993 Representative Partner, Asahi & Co.
June 2008 Founded Miya Naohito CPA Firm (current position)
June 2009 Outside Corporate Auditor, the Company
June 2010 Outside Board Director, Tsukui Corporation
Oct. 2010 Representative Partner, Futaba Audit Corporation
June 2012 Outside Corporate Auditor, TESEC Corporation
June 2016 Outside Board Director (Audit and Supervisory Committee Member), TSUKUI HOLDINGS CORPORATION
June 2016 Outside Board Director (Audit and Supervisory Committee Member), the Company (current position)
Oct. 2020 Outside Corporate Auditor, Strawberry jams (current position)
Apr. 2022 Director, Incorporated Educational Institution Teisei Gakuen</td><td>26,416</td></tr>
<tr><td colspan="3"><u>Reasons for nomination and expected roles</u>
Mr. Naohito Miya has abundant experience as a Certified Public Accountant (CPA) and as an Outside Corporate Auditor, and considerable expertise concerning finance, accounting, legal affairs, and compliance. In addition, although he has never been involved in corporate management other than in his capacity as an outside officer, he has audited and supervised the Company’s management from an objective standpoint as an Outside Board Director serving as an Audit and Supervisory Committee Member, and provided the Company with useful opinions and suggestions in the deliberation of proposals to the Board. We expect him to continue to fulfill these roles, and accordingly we propose his reappointment.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Yutaka Yamauchi
(January 18, 1953)

Reappointment

Outside

Independent

Male</td><td>Sept. 1978

Mar. 1988

Dec. 2004
June 2023</td><td>Registered as Certified Public Accountant (CPA),
Founded a CPA firm (current position)
Outside Corporate Auditor, MAEKAWA MFG. CO., LTD., (current position)
Chief Audit Commissioner of Tsukuba City
Outside Board Director (Audit and Supervisory Committee Member), the Company (current position)</td><td>3,469</td></tr>
<tr><td colspan="4"><u>Reasons for nomination and expected roles</u>
Mr. Yutaka Yamauchi is well-versed in accounting and finance as a Certified Public Accountant and has gained profound insight and a broad range of experience, although he has never been involved in corporate management other than in his capacity as an outside officer. He has audited and supervised the Company’s management from an objective standpoint as an Outside Board Director serving as an Audit and Supervisory Committee Member, and provided the Company with useful opinions and suggestions in the deliberation of proposals to the Board. We expect him to continue to fulfill these roles, and accordingly we propose his reappointment.</td></tr>
</table>

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<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Junichi Iwase
(June 8, 1958)

Reappointment

Outside

Independent

Male</td><td>Apr. 1982
June 2014

Apr. 2017

Apr. 2019

June 2020

June 2024</td><td>Joined Koa Oil Co., Ltd.
Executive Officer, General Manager, Engineering Department, JX Nippon Oil & Energy Corporation
Board Director, Senior Vice President & Board Director, General Manager, Manufacturing Division, JXTG Nippon Oil & Energy Corporation
Board Director, Senior Executive Vice President & Executive Officer
Board Director, Senior Executive Vice President, Executive Officer, ENEOS Holdings, Inc. (concurrent position)
Outside Board Director (Audit and Supervisory Committee Member), the Company (current position)</td><td>1,000</td></tr>
<tr><td colspan="4"><u>Reasons for nomination and expected roles</u>
After joining Koa Oil Co., Ltd., Mr. Junichi Iwase was in charge of engineering in the energy business, including production technology and operation of refineries, for many years and has abundant experience and accomplishments in that area. In addition, he served as Board Director of ENEOS Holdings, Inc., etc., successfully leading the management of the energy business, talent development in production operations, environmentally-conscious corporate management, etc. Therefore we expect him to audit and supervise the Company’s management and provide the Company with useful opinions and suggestions from an objective standpoint, and primarily from an engineering perspective, as an Outside Board Director serving as an Audit and Supervisory Committee Member. Accordingly, we propose his reappointment.</td></tr>
</table>

Notes:
1. There are no special interests between any of the candidates and the Company.
2. The number of shares of the Company held by each candidate includes their ownership via the Yashima Denki Director Shareholding Association.
3. Messrs. Naohito Miya, Yutaka Yamauchi, and Junichi Iwase are candidates for Outside Board Directors serving as Audit and Supervisory Committee Members.
4. The Company has notified Tokyo Stock Exchange, Inc. (TSE) of the appointments of Messrs. Naohito Miya, Yutaka Yamauchi, and Junichi Iwase as Independent Officers based on the provisions of Tokyo Stock Exchange. If the election of the candidates is approved, the Company plans to reappoint them as Independent Officers.
5. The Company has, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, concluded a liability limitation contract with Messrs. Naohito Miya, Yutaka Yamauchi, and Junichi Iwase, and if they are reappointed, the Company plans to continue the said liability limitation contract. The outline of the said liability limitation contract is as follows:
   - If a Board Director not serving as an Executive Board Director is held liable for damages to the Company due to their negligence in the performance of their duties, they are held liable for the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act.
   - Such limitation of liability is granted only when the Board Directors not serving as Executive Board Directors executed their duties, which have caused the liability, in good faith and without gross negligence.
6. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover legal damages, litigation expenses, and other costs that may arise in the event that a claim for damages is made against any of the insureds due to their act (or omission) committed in the course of their respective duties of director.
   However, the Company has taken measures to ensure that integrity in the execution of duties by directors is maintained by not exempting directors from damages that may arise from either criminal acts such as bribery, legal violations, or other deliberate acts. Insurance premiums for the said contract are fully borne by the Company. If the candidates assume the positions of Board Director, they will be included as the insureds under this insurance policy, and the Company plans to renew the said insurance contract on the same terms and conditions during their terms of office.
7. At the end of his current term (upon the close of this General Meeting of Shareholders), Mr. Naohito Miya will have served for ten (10) years as an Outside Board Director serving as an Audit and Supervisory Committee Member.
8. At the end of his current term (upon the close of this General Meeting of Shareholders), Mr. Yutaka Yamauchi will have served for three (3) years as an Outside Board Director serving as an Audit and Supervisory Committee Member.

9. At the end of his current term (upon the close of this General Meeting of Shareholders), Mr. Junichi Iwase will have served for two (2) years as an Outside Board Director serving as an Audit and Supervisory Committee Member.

Reference

Skills and Expertise of the Board Directors

(upon approval of their election at the Annual General Meeting of Shareholders)

Name	Position in the Company	Corporate management	Finance, accounting	Legal affairs, governance, compliance	Problem-solving and proposal-based sales	Solution provision through engineering	HR, labor management, talent development	Investor relations
Akio Ota	Chairman & CEO; Representative Board Director	●	●	●	●	●	●	●
Shigeki Seimiya	President & Group COO; Representative Board Director	●	●	●	●	●	●	●
Tadashi Matsuzaki	Board Director; Executive Vice President & Executive Officer; CMO	●	●	●	●	●	●	●
Tomizo Oda	Board Director; Senior Vice President & Executive Officer; CFO		●	●				●
Yosuke Okatani	Board Director; Senior Vice President & Executive Officer; CHRO			●			●	
Naohito Miya	Outside Board Director (Audit and Supervisory Committee Member)		●	●				
Yutaka Yamauchi	Outside Board Director (Audit and Supervisory Committee Member)		●	●				
Junichi Iwase	Outside Board Director (Audit and Supervisory Committee Member)	●		●		●		
Nao Ageishi	Outside Board Director		●	●				

Proposal 3: Election of One (1) Substitute Board Director Serving as an Audit and Supervisory Committee Member

In preparation for situations where the number of Board Directors serving as Audit and Supervisory Committee Members falls short of the number stipulated by laws and regulations, the Company proposes the election of one (1) substitute Board Director serving as an Audit and Supervisory Committee Member pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act.
Regarding the effectiveness of election in this proposal, the election can be canceled only before the candidate assumes the position of Board Director serving as an Audit and Supervisory Committee Member, subject to consent of the Audit and Supervisory Committee and a resolution of the Board of Directors.
The Audit and Supervisory Committee has consented to this proposal.
The candidate for substitute Board Director serving as an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions		Number of shares of the Company held
Sumio Shirai (November 1, 1960) Reappointment Outside Independent Male	Apr. 1983	Joined Tokyo Regional Taxation Bureau	100
	July 2011	Tokyo Internal Inspector, National Tax Agency	
	July 2012	Special Examiner, First Large Enterprise Examination Department, Tokyo Regional Taxation Bureau	
	July 2015	District Director, Kawasaki Minami Tax Office	
	July 2016	Director, Corporation Taxation Division, Second Taxation Department, Tokyo Regional Taxation Bureau	
	July 2019	Deputy Commissioner (Large Enterprise Examination and Criminal Investigation), Sendai Regional Taxation Bureau	
	July 2020	Assistant Regional Commissioner, Second Large Enterprise Examination Department, Tokyo Regional Taxation Bureau	
	Aug. 2021	Registered as Certified Public Tax Accountant (belonging to Tokyo Certified Public Tax Accountants' Association)	

Reasons for nomination and expected roles

Mr. Sumio Shirai has long years of work experience in the National Tax Agency, expertise as a certified public tax accountant, and a wealth of knowledge in finance and accounting, although he has never been involved in corporate management. Therefore we expect him to audit and supervise the Company's management from these professional perspectives and provide the Company with useful opinions and suggestions, if he assumes the position of Board Director serving as an Audit and Supervisory Committee Member. Accordingly, we propose his appointment as a substitute Board Director serving as an Audit and Supervisory Committee Member.

Notes:
1. There are no special interests between the candidate for substitute Board Director serving as an Audit and Supervisory Committee Member and the Company.
2. Mr. Sumio Shirai is a candidate for substitute Outside Board Director serving as an Audit and Supervisory Committee Member.
3. Mr. Sumio Shirai satisfies the requirements for an Independent Officer based on the provisions of the Tokyo Stock Exchange, and if he assumes the position of Board Director serving as an Audit and Supervisory Committee Member, the Company will notify the Tokyo Stock Exchange of his appointment as an Independent Officer.
4. The Company plans to conclude a liability limitation contract with Mr. Sumio Shirai, if he assumes the position of Board Director serving as an Audit and Supervisory Committee Member, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The outline of the said liability limitation contract is as follows:
   - If a Board Director not serving as an Executive Board Director is held liable for damages to the Company due to their negligence in the performance of their duties, they are held liable for the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act.
   - Such limitation of liability is granted only when the Board Director not serving as an Executive Board Director executed their duties, which have caused the liability, in good faith and without gross negligence.
5. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover legal damages, litigation expenses, and other costs that may arise in the event that a claim for damages is made against any of the insureds due to their act (or omission) committed in the course of their respective duties of director.
   However, the Company has taken measures to ensure that integrity in the execution of duties by directors is maintained by not exempting directors from damages that may arise from either criminal acts such as bribery, legal violations, or other deliberate acts. Insurance premiums for the said contract are fully borne by the Company. If the candidate assumes the position of Board Director, he will be included as the insured under this insurance policy, and the Company plans to renew the said insurance contract on the same terms and conditions during his term of office.
6. The appointment of a Substitute Board Director serving as an Audit and Supervisory Committee Member shall be effective until the conclusion of the annual general meeting of shareholders for the last business year which ends within two (2) years after the resolution of this proposal.

Proposal 4: Revision of the Maximum Amount of Cash Compensation for Board Directors not Serving as Audit and Supervisory Committee Members

The Company pays Board Directors not serving as Audit and Supervisory Committee Members remuneration that consists of fixed compensation, performance-linked compensation, and non-cash compensation (restricted stock compensation). The fixed compensation and the performance-linked compensation are paid in cash. With the target ratio of fixed compensation to performance-linked compensation to non-cash compensation being approximately 60 to 30 to 10, the Company determines the amount of performance-linked compensation using its consolidated ordinary profit as an indicator.
At the 79th Annual General Meeting of Shareholders held on June 27, 2023, the Company obtained approval of the proposal that the amount of cash compensation shall be not more than 350 million yen per year, that this maximum amount shall not include salaries paid to Board Directors concurrently serving as employees for their service as employees, and that the specific amount of cash compensation paid to the individual Board Directors entitled to the compensation, the payment schedule, etc. shall be determined by resolution of the Board of Directors.
Considering recent circumstances such as economic conditions and changes in the business environment, the Company reviews its executive compensation plan in order to raise awareness of contributing to continued improvement of business results and further improvement of corporate value. In addition, if Proposal 1 “Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members” is approved as originally proposed at this Annual General Meeting of Shareholders, an Outside Board Director, except for Board Directors serving as Audit and Supervisory Committee Members, will be newly elected. Accordingly, the Company intends to set the compensation amount for Board Directors not serving as Audit and Supervisory Committee Members at not more than 600 million yen per year, and the compensation amount for Outside Board Director among them at not more than 20 million yen per year. As in the past, the compensation amount for Board Directors shall not include salaries paid to Board Directors concurrently serving as employees for their service as employees. In addition, this revision is also intended to ensure that the Company can deal with compensation if it becomes necessary in the future to increase the number of Board Directors not serving as Audit and Supervisory Committee Members from the perspective of building a proper governance system.
The Company considers the content of this proposal appropriate, as it was decided by the Board of Directors, after review and approval by the Nomination and Remuneration Advisory Committee, considering comprehensively the scale of the Company’s operations, the Company’s compensation structure and compensation levels, etc.
The number of Board Directors not serving as Audit and Supervisory Committee Members is five (5) at present and will be six (6) (of which one member is an Outside Board Director) if Proposal 1 “Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members” is approved.

Proposal 5: Revision of the Maximum Amount of Restricted Stock Compensation for Board Directors not Serving as Audit and Supervisory Committee Members or Outside Board Directors

1. Outline of the plan

The Company obtained approval of the proposal "Determination of the Maximum Amount of Compensation for Granting Restricted Stock to Board Directors not Serving as Audit and Supervisory Committee Members" at the 74th Annual General Meeting of Shareholders held on June 26, 2018, and has introduced a stock compensation plan, which offers non-monetary compensation to Board Directors not serving as Audit and Supervisory Committee Members (hereinafter "Eligible Board Directors"). The plan, under which the Company issues or disposes of restricted stock in consideration of in-kind contribution of cash compensation claims provided for Eligible Board Directors, is intended to provide Eligible Board Directors with an incentive to strive to continuously enhance the Company's corporate value, as well as to further promote sharing value with shareholders. At the 79th Annual General Meeting of Shareholders held on June 27, 2023, the Company obtained approval of the proposal that the amount of cash compensation claims provided for Eligible Board Directors shall be not more than 45 million yen per year; at the 74th Annual General Meeting of Shareholders held on June 26, 2018, the Company obtained approval of the proposal that the total number of shares of the Company's restricted common stock issued or disposed of shall be not more than 60,000 per year, and that the maximum amount of cash compensation claims provided for Eligible Board Directors shall not include salaries paid to Board Directors concurrently serving as employees for their service as employees.

2. Details of revision of the plan

The Company pays Eligible Board Directors remuneration that consists of fixed compensation, performance-linked compensation, and non-cash compensation (restricted stock compensation). The amount of the fixed compensation, the amount of the performance-linked compensation, and the amount of the restricted stock compensation are set at a ratio of approximately 60 to 30 to 10. The Company wishes to continue to expand the stock compensation plan in view of the above purposes of the plan. Therefore, the Company hereby proposes revising the maximum amount of cash compensation claims provided for Eligible Board Directors from 45 million yen per year to 100 million yen per year. As in the past, the maximum amount of cash compensation claims provided for Eligible Board Directors shall not include salaries paid to Board Directors concurrently serving as employees for their service as employees. This revision is intended to make it possible to at least maintain, and also further increase in the future, the ratio of the amount of stock compensation to the total amount of the remuneration for Eligible Board Directors. In addition, this proposal is also intended to revise the maximum amount to the level that ensures that the Company can deal with compensation if the number of Eligible Board Directors increases in the future.

If Proposal 1 "Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members" is approved as originally proposed at this Annual General Meeting of Shareholders, an Outside Board Director, except for Board Directors serving as Audit and Supervisory Committee Members, will be newly elected; however, this Outside Board Director shall not be covered by the stock compensation plan.

The Company considers the content of this proposal appropriate, as it was decided by the Board of Directors, after review and approval by the Nomination and Remuneration Advisory Committee, considering comprehensively the scale of the Company's operations, the Company's compensation structure and compensation levels, etc.

The number of Board Directors not serving as Audit and Supervisory Committee Members is five (5) at present, and the number of Eligible Board Directors will be five (5), except Board Directors serving as Audit and Supervisory Committee Members and Outside Board Directors, if Proposal 1 “Election of Six (6) Board Directors not Serving as Audit and Supervisory Committee Members” is approved.