

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities code 7637)

June 4, 2025

To our shareholders

President and representative Koji Tsunoda

Hakudo Co., Ltd.

2-5-2, Marunouchi, Chiyoda-ku, Tokyo, Japan

Notice of the 76th Annual General Meeting of Shareholders

It is a pleasure to inform you that the 76th Annual General Meeting of Shareholders of Hakudo Co., Ltd. (the “Company”) will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters subject to measures for electronic provision). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

[The Company’s website]

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

(Please access the above website to confirm the information.)

In addition, apart from the Company’s website, matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please refer to the following.

[TSE website (Listed Company Search)]

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

(Access the TSE website by using the internet address shown above, enter “Hakudo Co., Ltd.” in “Issue name (company name)” or the Company’s securities code “7637” in “Code,” and click “Search.” Then, click “Basic information” followed by “Documents for public inspection/PR information” to find the “Notice of General Shareholders Meeting/Information Materials for a General Shareholder Meeting” under “Filed information available for public inspection.”)

If you are unable to attend the meeting, you may exercise your voting rights in writing (postal mail) or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 5:30 p.m. on Tuesday, June 24, 2025 (JST).

- 1. Date and Time:** Wednesday, June 25, 2025, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)
- 2. Venue:** Conference Square M+ Grand Room
10F Mitsubishi Building, 2-5-2 Marunouchi, Chiyoda-ku, Tokyo
(Please refer to the venue map at the end of this Notice.)
- 3. Meeting Agenda:**
 - Items to be reported:**
 1. The 76th Fiscal Year (April 1, 2024, to March 31, 2025)
The Business Report, Consolidated Financial Statements, and Audit Results of Consolidated Financial Statements by Financial Auditor and the Audit and Supervisory Committee
 2. The 76th Fiscal Year (April 1, 2024, to March 31, 2025)
Non-consolidated Financial Statements
 - Items to be resolved:**
 - Proposal No. 1 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal No. 2 Election of Four Directors Who Are Audit and Supervisory Committee Members
 - Proposal No. 3 Payment of Bonuses to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal No. 4 Payment of Bonuses to Directors Who Are Audit and Supervisory Committee Members

[The Exercise of Voting Rights]

- When exercising your voting right in writing (by postal mail), if you indicate neither your approval nor disapproval of the proposal(s) on the Voting Form, it will be deemed that you indicated your approval of the proposal(s).
- If you exercise your voting rights redundantly in writing and via the Internet, the Company will regard the vote exercised via the Internet as valid.
- If you exercise your voting rights more than once via the Internet, the Company will regard the last vote as valid.

- When you attend the meeting in person, please submit the Voting Form to the reception at the venue.
- For this general meeting of shareholders, paper-based documents stating matters subject to measures for electronic provision will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents. However, please note that the following items are excluded based on the laws and regulations and provision of Article 15, paragraph (2) of the Company's Articles of Incorporation.
 - Notes to Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements

Accordingly, the consolidated financial statements and non-consolidated financial statements described in these documents are part of the documents audited by the financial auditor and the Audit and supervisory committee in the course of preparing the Accounting Audit Report and Audit Report.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website.
- Please note that we will attend the Meeting in "Cool Biz" style with no necktie (casual business attire).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit and Supervisory Committee Members).

For reference, the Audit and supervisory committee has considered this proposal and expressed no opposing opinion on it.

Candidates for the role of Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name		Current Position	Number of Board of Directors meetings attended
1	Koji Tsunoda	Reelection	President and Representative Director	13 out of 13 meetings (100%)
2	Tetsuya Yamada	Reelection	Senior Managing Director	13 out of 13 meetings (100%)
3	Mitsushige Yamada	Reelection	Managing Director	13 out of 13 meetings (100%)
4	Junichi Furukawa	Reelection Outside Independent	Director	13 out of 13 meetings (100%)
5	Masatoshi Ishimoto	Reelection Outside Independent	Director	13 out of 13 meetings (100%)

Reelection represents candidate for Director to be re-elected

Outside represents candidate for outside Director

Independent represents independent officer as defined by the Securities Exchange, etc.

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's Shares Owned
1	<p>Koji Tsunoda August 15, 1962</p> <p>Number of Board of Directors meetings attended 13 out of 13 meetings (100%)</p> <p>Reelection</p>	<p>Apr. 1986 Joined Tokyo Express Co., Ltd.</p> <p>July 1986 Joined Hakudo Co., Ltd. (Kousei Co., Ltd.)</p> <p>May 2001 General Manager of Central Branch Office of the Company</p> <p>Apr. 2002 General Manager of Corporate Planning Department</p> <p>Dec. 2002 General Manager of China Department Director and General Manager of Shanghai Hakudo Precision Materials Co., Ltd.</p> <p>Apr. 2004 Executive Officer and Executive General Manager of the Overseas Sales Department of the Company</p> <p>Jan. 2009 Chairman of the Board of Shanghai Hakudo Precision Materials Co., Ltd.</p> <p>Apr. 2009 Executive Officer and Executive General Manager of Development & Sales Division of the Company</p> <p>Apr. 2010 Executive General Manager of Development & Sales Division</p> <p>June 2010 Director and Executive General Manager of Development & Sales Division</p> <p>July 2010 Director and Executive General Manager of Sales Division</p> <p>July 2011 Managing Director</p> <p>Apr. 2012 President and representative (current position) (to the present)</p>		5,000 shares
<p>[Reason for election] Koji Tsunoda has played a sufficient role as President and Representative Director in making decisions on important management matters and supervising business execution, and we have determined that Mr. Tsunoda's continued leadership in management is optimal for the Company's sustainable growth. Accordingly, we propose his election as a Director.</p>				

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
2	<p>Tetsuya Yamada March 28, 1969</p> <p>Number of Board of Directors meetings attended 13 out of 13 meetings (100%)</p> <p><u>Reelection</u></p>	<p>Apr. 1991 Joined the Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 1998 Joined the Company</p> <p>Apr. 1999 Manager of Eastern Purchasing Section of Eastern Branch Office</p> <p>Oct. 2005 General Manager of Atsugi Sales Office of Eastern Branch Office</p> <p>Apr. 2010 Deputy General Manager of Internal Audit Department</p> <p>June 2013 Director in charge of Administration Division</p> <p>Apr. 2016 Managing Director in charge of Standard Products Sales Division</p> <p>Feb. 2019 Director of Takase Aluminum Co., Ltd. (currently AQR Co., Ltd.) (current position)</p> <p>Apr. 2021 In charge of Special Order Products Sales Division, Shanghai Hakudo Precision Materials Co., Ltd. and Hakudo (Thailand) Co., Ltd.</p> <p>Dec. 2022 Director and CEO of Hakudo USA Inc. (current position)</p> <p>Apr. 2023 Senior Managing Director in charge of Standard Products Sales Division, and Executive General Manager of Standard Products Sales Division</p> <p>Apr. 2024 Senior Managing Director in charge of Standard Products Sales Division (current position) (to the present)</p>	10,000 shares
<p>[Reason for election]</p> <p>Tetsuya Yamada has an extensive knowledge in financial relations and management and is conversant with the Company's businesses, and we have determined that Mr. Yamada is capable of contributing to the Company's sustainable growth. Accordingly, we propose his election as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's Shares Owned
3	Mitsushige Yamada September 20, 1967 Number of Board of Directors meetings attended 13 out of 13 meetings (100%) <div>Reelection</div>	Apr. 1991	Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)	290,000 shares
		Aug. 2002	Strategy Group of Deloitte Tohmatsu Consulting LLC (current ABeam Consulting Ltd.)	
		Nov. 2005	Corporate Advisory Headquarters of Shinsei Bank (currently SBI Shinsei Bank, Limited)	
		May 2008	CFO and General Manager of Administration Department of Revamp Corporation	
		June 2008	Outside Corporate Auditor of the Company	
		Apr. 2010	Outside Corporate Auditor of Krispy Kreme Doughnuts Japan	
		June 2010	Outside Director of the Company	
		June 2014	Outside Director of LIFE HAKUDO INC.	
		Apr. 2015	Director in charge of Special Order Products Sales Division and Executive General Manager of Special Order Products Sales Division of the Company	
		Apr. 2018	Managing Director, Director in charge of Special Order Products Sales Division, and Executive General Manager of Special Order Products Sales Division	
		Apr. 2019	Managing Director in charge of Manufacturing Division (current position) (to the present)	
	<div>[Reason for election]</div> Mitsushige Yamada has extensive experiences in corporate finance and a sufficient insight based on his participation in management at several companies, and we have determined that Mr. Yamada is capable of contributing to the Company's sustainable growth. Accordingly, we propose his election as a Director.			

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's Shares Owned
4	Junichi Furukawa March 27, 1968 Number of Board of Directors meetings attended 13 out of 13 meetings (100%) <div><div>Reelection</div><div>Outside</div><div>Independent</div></div>	Apr. 1990 Apr. 2007	Joined Asahi Mutual Life Insurance Company Seconded to Asahi Life Asset Management Co., Ltd. and General Manager of Planning & Administration Department of Asahi Life Asset Management Co., Ltd.	- shares
		Aug. 2008 Oct. 2009 Apr. 2010 June 2015 June 2019 Apr. 2020 Mar. 2023 (Significant concurrent positions outside the Company) President and representative of FURUKAWA RINGYO CO., LTD. Outside Director of The Yokohama Rubber Co., Ltd.	Executive General Manager of Forest Business Division of FURUKAWA RINGYO CO., LTD. Executive Director and Executive General Manager of Forest Business Division President and representative (current position) Outside Director of the Company (current position) Outside Director of Chuo Real Estate Co., Ltd. (currently Chuo-Nittochi Co., Ltd.) (current position) Outside Director of Chuo-Nittochi Group Co., Ltd. (current position) Outside Director of The Yokohama Rubber Co., Ltd. (current position) (to the present)	
<div>[Reason for election and overview of expected roles] Junichi Furukawa has abundant managerial experiences and a broad insight, etc. and is conversant with sound and efficient management with a sense of balance as a manager, and we expect Mr. Furukawa to appropriately execute duties as outside Director. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selection of the Company's executive candidates and decisions on executive remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</div>				
5	Masatoshi Ishimoto March 30, 1962 Number of Board of Directors meetings attended 13 out of 13 meetings (100%) <div><div>Reelection</div><div>Outside</div><div>Independent</div></div>	Apr. 1984 July 1992 Apr. 1996 Apr. 2002	Joined DENTSU INC. Joined Eli Lilly and Company Joined DESCENTE LTD. General Manager of Corporate Planning Department	5,000 shares
		Apr. 2006 June 2008 June 2011 June 2013 June 2018	Executive Officer and General Manager of New Business Department Director in charge of Staff Division Executive Director and General Manager of Staff Division President Outside Director of the Company (current position) (to the present)	
<div>[Reason for election and overview of expected roles] Masatoshi Ishimoto has been engaged in the management of a company listed on the First Section of the Tokyo Stock Exchange (current Prime Market) for many years and has abundant managerial experience and broad insight, etc., and we expect Mr. Ishimoto to appropriately execute duties as outside Director. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selection of the Company's executive candidates and decisions on executive remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</div>				

- (Notes) 1. There is no special interest between any of the candidates and the Company.
 2. Of the candidates for Director, Mr. Furukawa and Mr. Ishimoto are candidates for outside Director.

3. The Company has registered Mr. Furukawa and Mr. Ishimoto as independent officers as provided for by the Tokyo Stock Exchange.
If the reelection of Mr. Furukawa and Mr. Ishimoto is approved, the Company plans for their registration as independent officers to continue.
4. Mr. Furukawa and Mr. Ishimoto are currently outside Directors of the Company. At the conclusion of this Annual General Meeting of Shareholders, Mr. Furukawa's tenure as outside Director of the Company will have been ten years, and Mr. Ishimoto's tenure will have been seven years.
5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Mr. Furukawa and Mr. Ishimoto to limit their liability for damages under Article 423, paragraph (1) of the said Act. The maximum amount of liability for damages under these agreements is the amount stipulated by laws and regulations, and if their reelection is approved, the Company plans to continue such agreements.
6. The Company has not entered into indemnity agreements with each candidate for Director.
7. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses that may arise when the insured, including the Company's Directors, assumes liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. If each candidate is reelected and assumes the office as Director, they will be included as insureds in the said insurance policy. In addition, when the said insurance policy is renewed, the Company plans to renew it again with the same terms.

Proposal No. 2 Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of all Directors who are Audit and Supervisory Committee Members (four) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of four Directors who are Audit and Supervisory Committee Members.

This proposal has been approved by the Audit and Supervisory Committee.

Candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name		Current Position	Number of Board of Directors meetings attended
1	Ryuichi Iwata	Reelection	Director (Audit and Supervisory Committee Member)	13 out of 13 meetings (100.0%)
2	Hajime Nukada	Reelection Outside Independent	Director (Audit and supervisory committee member)	13 out of 13 meetings (100.0%)
3	Toru Takama	New election Outside Independent	—	—
4	Kanako Tajiri	New election Outside	—	—

Reelection represents candidate for Director to be reelected

New election represents new candidate for Director to be elected

Outside represents candidate for outside Director

Independent represents independent officer as defined by the securities exchange, etc.

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
1	<p>Ryuichi Iwata February 17, 1962</p> <p>Number of Board of Directors meetings attended 13 out of 13 meetings (100%)</p> <p><u>Reelection</u></p>	<p>Apr. 1985 Joined Naniwa Co., Ltd. (currently Xanax Corporation)</p> <p>Sept. 1990 Joined Hakudo Co., Ltd. (Kousei Co., Ltd.)</p> <p>Apr. 2006 General Manager of Western Branch Office of the Company</p> <p>Apr. 2008 Executive Officer and General Manager of Western Branch Office</p> <p>Apr. 2009 Executive Officer, Executive General Manager of Inventory Products Sales Division and General Manager of Eastern Branch Office</p> <p>July 2010 General Manager of Internal Audit Department</p> <p>June 2011 Corporate auditor</p> <p>July 2012 General Manager of West Japan Business Department</p> <p>Apr. 2013 General Manager of East Japan Business Department</p> <p>Oct. 2013 Executive General Manager of Sales Division and General Manager of the East Japan Sales Department</p> <p>Apr. 2015 Executive General Manager of Standard Products Sales Division and General Manager of the East Japan Sales Department</p> <p>Feb. 2019 President and representative of Takase Aluminum Co., Ltd. (currently AQR Co., Ltd.)</p> <p>Nov. 2021 Executive General Manager of Standard Products Sales Division and General Manager of the West Japan Sales Department of the Company</p> <p>Apr. 2022 Executive General Manager of Standard Products Sales Division</p> <p>Apr. 2023 Special Appointive Executive General Manager to President</p> <p>June 2023 Director of the Company (Audit and Supervisory Committee Member, Full-time) (current position) (to the present)</p>	2,000 shares
<p>[Reason for election]</p> <p>Ryuichi Iwata has abundant experience and specialized knowledge in the Company's business over many years. In addition, through his experience as General Manager of Internal Audit Department, Mr. Iwata has deep insight into the Company's internal control and risk management. We expect him to utilize this knowledge to provide appropriate supervision and advice and to make fair and equitable decisions and ensure the soundness of the Company's business as a Director who is an Audit and Supervisory Committee Member. Accordingly, we propose his election as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
2	<p>Hajime Nukada December 13, 1971</p> <p>Number of Board of Directors meetings attended 13 out of 13 meetings (100%)</p> <p>Reelection Outside Independent</p>	<p>Apr. 1994 Joined Showa Ota & Co.</p> <p>Apr. 1997 Registered as a certified public accountant</p> <p>Aug. 1999 Joined KPMG Peat Marwick</p> <p>July 2000 Joined Yanagisawa & Sakomoto Certified Public Accountant Office</p> <p>Apr. 2005 Corporate Auditor of Bonmax Co., Ltd.</p> <p>June 2006 Registered as a certified tax accountant Employee of Shinso Tax Corporation (currently, Ginza K.T.C Tax Corporation)</p> <p>Apr. 2008 Representative partner of Shinso Tax Corporation (currently, Ginza K.T.C Tax Corporation)</p> <p>June 2010 Corporate auditor of the Company</p> <p>Mar. 2016 Outside Corporate Auditor of Z-Works co. jp</p> <p>June 2017 Outside Director of the Company (Audit and supervisory committee member) (current position)</p> <p>Oct. 2017 Representative of Nukada Certified Public Accountant Office (current position)</p> <p>Jan. 2018 Outside Corporate Auditor of Ideal Brain Co, LTD.</p> <p>May 2024 Non-Executive Director of MURAKAMI CO., LTD. (current position) (to the present)</p> <p>(Significant concurrent positions outside the Company) Representative of Nukada Certified Public Accountant Office Non-Executive Director of MURAKAMI CO., LTD.</p>	- shares
<p>[Reason for election and overview of expected roles]</p> <p>Hajime Nukada is conversant with corporate finance and tax affairs as a certified public accountant and tax accountant, and therefore, is expected to provide supervision and advice on the execution of duties by Directors from a professional perspective, utilizing this knowledge. We have determined that Mr. Nukada is capable of appropriately performing the duties as an outside Director who is an Audit and Supervisory Committee Member. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selecting the Company's executive candidates and deciding on executive remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
3	<p>Toru Takama September 14, 1957</p> <p>Number of Board of Directors meetings attended —</p> <p>New election Outside Independent</p>	<p>Apr. 1981 Joined Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation)</p> <p>Oct. 1987 Operations Officer of Asia Technical Development of International Bank for Reconstruction and Development</p> <p>June 1998 Executive Director of Corporate Development of Verio Inc.</p> <p>June 2001 Vice President of SME Hosting BU and Products of Verio Inc.</p> <p>Apr. 2007 Director and General Manager of CRM system of NTT Communications Corporation</p> <p>June 2009 Director and Chief of Advanced IP Architecture Center</p> <p>June 2012 Member of the Board, and General Manager of Core Technology, Quality Management and Engineering Division of NTT COMWARE CORPORATION</p> <p>June 2016 Managing Director and Executive Director of Sales Promotion Department, in charge of Chief Information Security Officer (CISO), Quality Assurance Center and Software Production Technology Center of NTT TechnoCross Corporation</p> <p>June 2020 President and CEO of NTT Anode Energy Corporation</p> <p>July 2023 Representative Director and President of Takama Associates Co., Ltd. (current position)</p> <p>Aug. 2024 Outside Director of Yanekara Co., Ltd. (current position) (to the present)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of Takama Associates Co., Ltd. Outside Director of Yanekara Co., Ltd.</p>	- shares
<p>[Reason for election and overview of expected roles]</p> <p>Toru Takama has abundant experiences as a corporate executive and extensive knowledge in ICT and overseas business. In addition, through these expertise, Mr. Takama is expected to provide supervision and advice on the execution of duties by Directors, particularly from a professional perspective on system development and information security issues. We have determined that he is capable of appropriately performing the duties as an outside Director who is an Audit and Supervisory Committee Member. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selecting the Company's executive candidates and deciding on executive remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
4	<p>Kanako Tajiri April 10, 1981</p> <p>Number of Board of Directors meetings attended —</p> <p>New election Outside</p>	<p>Dec. 2008 Admitted to the Daini Tokyo Bar Association Joined Mori Hamada & Matsumoto</p> <p>July 2014 Seconded to Deposit Insurance Corporation of Japan</p> <p>Jan. 2020 Counsel of Mori Hamada & Matsumoto</p> <p>Nov. 2021 Outside Audit & Supervisory Board Member of DIGITAL DATA SOLUTION INC.</p> <p>Sep. 2022 Outside Director and Audit and Supervisory Committee member</p> <p>Apr. 2023 Audit & Supervisory Board Member of Nadia Inc.</p> <p>Jan. 2024 Partner of Mori Hamada & Matsumoto (current position)</p> <p>Apr. 2025 Outside Director of GENDA Inc. (current position) (to the present)</p> <p>(Significant concurrent positions outside the Company) Partner of Mori Hamada & Matsumoto Outside Director of GENDA Inc.</p>	- shares
<p>[Reason for election and overview of expected roles]</p> <p>Kanako Tajiri has abundant experiences and specialized knowledge as a lawyer over many years, and therefore, is expected to provide supervision and advice on the execution of duties by Directors from a professional perspective, utilizing this knowledge. We have determined that Ms. Tajiri is capable of appropriately performing the duties as a Director who is an Audit and Supervisory Committee Member. Accordingly, we propose her election as an outside Director. In addition, if her election is approved, we expect her to be involved in selecting the Company's executive candidates and deciding on executive remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</p>			

- (Note)
1. Toru Takama and Kanako Tajiri are new candidates for Director.
 2. Kanako Tajiri's name on her family register is Kanako Hayashi.
 3. There is no special interest between any of the candidates and the Company.
 4. Of the candidates for Directors who are Audit and Supervisory Committee Members, Mr. Nukada, Mr. Takama, and Ms. Tajiri are candidates for outside Director.
 5. The Company has registered Mr. Nukada as an independent officer as provided for by the Tokyo Stock Exchange. If the election of Mr. Nukada and Mr. Takama is approved, the Company intends for them to act as independent officers.
 6. Mr. Nukada is currently outside Director of the Company. At the conclusion of this Annual General Meeting of Shareholders, Mr. Nukada's tenure as outside Director of the Company will have been eight years.
 7. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Nukada to limit his liability for damages under Article 423, paragraph (1) of the said Act. The maximum amount of liability for damages under the agreement is the amount stipulated by laws and regulations. If the reelection of Mr. Nukada approved, the Company plans to continue such agreements. If the reelection of Mr. Takama and Ms. Tajiri is approved, the Company plans to enter into the same limited liability agreement with both individuals.
 8. The Company has not entered into indemnity agreements with each candidate for Director who is an Audit and supervisory committee member.
 9. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses that may arise when the insured, including the Company's Directors who are Audit and Supervisory Committee Members, assumes liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. If each candidate is reelected and assumes the office as Director who is an Audit and supervisory committee member, they will be included as insureds in the said insurance policy. In addition, when the said insurance policy is renewed, the Company plans to renew it again with the same terms.

Proposal No. 3 Payment of Bonuses to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company proposes to pay a total of ¥54 million in bonuses to three Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) as of the end of the fiscal year under review, taking into consideration the amount previously paid and the Company's business results during the fiscal year under review.

The Company requests that the amount to be paid to each Director should be left to the discretion of the Board of Directors. In addition, decision policies pertaining to the contents of remuneration, etc., to each Director of the Company is as described on page 30-33 of the Business Report (in Japanese only).

This proposal was decided by the Board of Directors following deliberation by the Nomination and Remuneration Advisory Committee while comprehensively taking into account the Company's business results and each Director's performance, and is in line with the above decision policies, and is therefore considered appropriate.

For reference, the Audit and supervisory committee has considered this proposal and expressed no opposing opinion on it.

Proposal No. 4 Payment of Bonuses to Directors Who Are Audit and Supervisory Committee Members

The Company proposes to pay a total of ¥6 million in bonuses to one Director who is an Audit and Supervisory Committee Member (excluding outside Director) as of the end of the fiscal year under review, taking into consideration the amount previously paid and the Company's business results during the fiscal year under review.

The Company requests that the amount to be paid to each Director who is an Audit and Supervisory Committee Member should be left to the discussions of the Directors who are Audit and Supervisory Committee Members. In addition, decision policies pertaining to the contents of remuneration, etc., to each Director of the Company is as described on page 30-33 of the Business Report (in Japanese only).

This proposal was decided by the meeting of Directors who are Audit and Supervisory Committee Members, while comprehensively taking into account the Company's business results and each Director's performance, and is in line with the above decision policies and is therefore considered appropriate.

[Reference]

Directors' Expertise and Experience (Skill Matrix)

• If Proposals No.1 and No. 2 are approved, the expertise and experience of each Director will be as follows:

Name	Position in the Company	Attributes*		Areas of Particular Expertise							
				Corporate Management	Financial Accounting	Human Resource Development and Training	Legal Affairs, Compliance	Production Technology	Global Business	ICT	ESG and Sustainability
Koji Tsunoda	President and representative			●			●	●		●	●
Tetsuya Yamada	Senior Managing Director			●		●	●		●		●
Mitsushige Yamada	Managing Director			●	●			●	●	●	
Junichi Furukawa	Director	Outside	Independent	●	●		●				●
Masatoshi Ishimoto	Director	Outside	Independent	●	●	●			●		
Ryuichi Iwata	Director (Audit and supervisory committee member, full-time)			●		●	●	●			●
Hajime Nukada	Director (Audit and supervisory committee member)	Outside	Independent		●		●		●		●
Toru Takama	Director (Audit and supervisory committee member)	Outside	Independent	●		●			●	●	
Kanako Tajiri	Director (Audit and supervisory committee member)	Outside					●				●

* Outside: Outside Director, Independent: Independent Director as defined by the securities exchange, etc.

(Note) Of the expertise each Director possesses, items are marked with ●, which indicates the area each Director is especially expected to contribute to.

Independence and Diversity of Directors

(Unit: persons)

Outside director(s)	5/9
Independent outside director(s)	4/9
Female director(s)	1/9