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(Stock Exchange Code 6958)

June 5, 2026

(Start date of measures for electronic provision: June 2, 2026)

**To Shareholders with Voting Rights:**

Yoshiaki Ishizaka  
President  
CMK Corporation  
6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

**NOTICE OF  
THE 66TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 66th Annual General Meeting of Shareholders of CMK Corporation (the “Company”). The meeting will be held for the purposes as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for electronic provision are to be taken) in electronic format, and posts this information on the following websites. Please access either of the following websites using the internet addresses shown below to review the information.

[Company website] <https://www.cmk-corp.com/ir/stock/meeting.html> (in Japanese)

[Website containing materials of General Meetings of Shareholders] <https://d.sokai.jp/6958/teiji/> (in Japanese)

In addition to the abovementioned websites, said items subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE), which can be accessed at the following address.

[Tokyo Stock Exchange 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 “CMK Corporation” in “Issue name (company name)” or the Company’s securities code “6958” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available

for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting, you can exercise your voting rights in writing (by post) or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:10 p.m. on Wednesday, June 24, 2026, Japan time.

1. **Date and Time:** Wednesday, June 25, 2026 at 10:00 a.m. Japan time
2. **Place:** Conference A, Nomura Conference Plaza Shinjuku located at 2nd Floor, Shinjuku Nomura Building, 1-26-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo
3. **Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 66th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 66th Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Seven (7) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 4:** Election of Three (3) Directors who are Audit and Supervisory Committee Members
- Proposal 5:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member
- Proposal 6:** Setting of Compensation for Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 7:** Setting of Compensation for Directors who are Audit and Supervisory Committee Members
- Proposal 8:** Setting of Compensation for the Granting of Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

4. **Matters Decided in Connection with this Convocation (Exercise of Voting Rights)**

- (1) If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form when exercising your voting rights in writing (by post), it shall be deemed a vote of approval for the Company proposal.
- (2) If you exercise your voting rights multiple times via the Internet, only the final vote exercised shall be deemed as valid.
- (3) If you exercise your voting rights via the Internet and in writing (by post), the voting right exercised via the Internet shall be deemed as the valid vote, regardless of the time of arrival.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form sent out with this Convocation Notice at the reception desk.
  - Any changes to the items subject to measures for electronic provision will be published on the abovementioned websites, with details before and after said changes.

- For this general meeting of shareholders, the paper based documents stating the items subject to measures for electronic provision will be provided to all shareholders regardless of whether they have made a request for delivery of such documents. Of the items subject to measures for electronic provision, the following matters are not included in written materials sent in accordance with laws and regulations, as well as Article 16 of the Company's Articles of Incorporation.
  - (1) In the Business Report, "Systems for Ensuring the Appropriateness of Business Operations" and "Summary of the Operation of Systems for Ensuring the Appropriateness of Business Operations"
  - (2) In the Consolidated Financial Statements, "Consolidated Statement of Changes in Equity" and the "Notes to Consolidated Financial Statements"
  - (3) In the Financial Statements, "Non-Consolidated Statement of Changes in Equity" and "Notes to Non-Consolidated Financial Statements"

Accordingly, this document constitutes part of the documents audited by the Corporate Auditors and the Accounting Auditor in preparing their audit reports.

- There will be no gifts provided to shareholders attending the General Meeting of Shareholders.

<Note on the cessation of the mailing of Notices of Resolutions>

Please note that, in order to conserve resources, the results of resolutions at this General Meeting of Shareholders will be posted on our website instead of being mailed as printed Notices of Resolutions.

[Company website] <https://www.cmk-corp.com/ir/stock/meeting.html> (in Japanese)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The appropriation of surplus is proposed as follows.

Matters concerning the year-end dividend:

The Company considers the return of profits to shareholders as one of its most important measures. The Company's basic policy is to implement the stable and continued payment of dividends targeting a consolidated dividend payout ratio of around 30%, while securing the necessary internal reserves for strengthening the management structure and future business development, as well as taking into consideration matters such as business performance and financial status.

Based on this policy, the Company proposes a year-end dividend for the fiscal year under review of 20 yen per share, as follows.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof  
20yen per share of common stock of the Company  
Total amount: 1,425,856,680yen
- (3) Effective date of distribution of surplus  
June 26, 2026

Reference: Amendments to the Basic Dividend Policy

The Basic Dividend Policy shall be amended as follows from the fiscal year ending March 2027.

- (1) Details of the Amendments  
The details of the Amendments are as follows.

(Amendments have been underlined.)

Before amendments	After amendments
The Company recognizes the return of profits to shareholders as one of its important management policies. While securing internal reserves necessary for strengthening the management base and future business development, we have adopted a basic policy of maintaining stable dividends, targeting a consolidated payout ratio of approximately 30%, taking into account business performance and financial conditions.	<u>To further enhance shareholder returns, the Company will pay dividends linked to shareholders' equity, targeting a Dividend on Equity ratio (DOE) of 3% (consolidated shareholders' equity basis). Under this policy, we aim to improve dividend predictability and optimize and strengthen shareholders' equity.</u>

- (2) Reason for the Amendments  
Through this initiative, we seek to enhance dividend predictability and optimize shareholders' equity, while pursuing stable dividends and further strengthening shareholders' equity.

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Purpose of the Amendments

- (1) To strengthen our corporate governance and speed up decision-making, we propose transitioning to a Company with an Audit and Supervisory Committee. This move aims to further enhance oversight of the Board of Directors and monitoring functions while promoting the delegation of authority for business execution. Accordingly, the Company will introduce provisions for the Audit and Supervisory Committee structure, eliminate provisions relating to the former Corporate Auditor system, establish provisions governing the delegation of authority for important business execution, revise the number of Directors, and make other necessary amendments.
- (2) In order to further enhance the effectiveness of the supervisory function, necessary changes will be made so that the convener and chairperson of the Board of Directors can be elected by resolution of the Board of Directors.
- (3) In order to implement flexible capital and dividend policies, a new provision will be established to enable decisions on dividends of surplus to be made by resolution of the Board of Directors in addition to the resolution of the General Meeting of Shareholders.
- (4) In accordance with the above changes, necessary changes, including the renumbering of articles, will be made.

2. Details of the Amendments

The details of the Amendments are as follows. Further, changes to the Articles of Incorporation as per this Proposal shall take effect as of the conclusion of this General Meeting.

(Amendments have been underlined.)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 – 3 (Omitted)</p> <p>(Establishment of Organizations) Article 4 In addition to General Meetings of Shareholders and Directors, the Company shall set up the following organizations: 1. Board of Directors; 2. <u>Audit &amp; Supervisory Board Members</u>; 3. <u>Audit &amp; Supervisory Board</u>; and 4. Accounting Auditor.</p> <p>Article 5 (Omitted)</p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Articles 1 – 3 (Unchanged)</p> <p>(Establishment of Organizations) Article 4 In addition to General Meetings of Shareholders and Directors, the Company shall set up the following organizations: 1. Board of Directors; 2. <u>Audit &amp; Supervisory Committee</u>; and (Deleted) 3. Accounting Auditor.</p> <p>Article 5 (Unchanged)</p>
<p style="text-align: center;">CHAPTER 2 SHARES</p> <p>Article 6 (Omitted)</p> <p>(Acquisition of Own Shares) Article 7 Based on the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire its own shares by a resolution of the Board of Directors.</p>	<p style="text-align: center;">CHAPTER 2 SHARES</p> <p>Article 6 (Unchanged)</p> <p style="text-align: center;">&lt;Deleted&gt;</p>
<p>Articles <u>8</u> – <u>12</u> (Omitted)</p> <p style="text-align: center;">CHAPTER 3 SHAREHOLDERS MEETING</p>	<p>Articles <u>7</u> – <u>11</u> (Unchanged)</p> <p style="text-align: center;">CHAPTER 3 SHAREHOLDERS MEETING</p>
<p>Articles <u>13</u> – <u>18</u> (Omitted)</p> <p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p>	<p>Articles <u>12</u> – <u>17</u> (Unchanged)</p> <p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p>
<p>(Number) Article <u>19</u> The Company shall have no more than <u>ten</u> (10) Directors.  &lt;Newly established&gt;</p>	<p>(Number) Article <u>18</u> (1) The Company shall have no more than <u>twelve</u> (12) Directors. (2) <u>The number of Directors in the preceding paragraph who are Audit and Supervisory Committee Members shall be 4 or less.</u></p>
<p>(Method of Election) Article <u>20</u> (1) Directors shall be elected by resolution at a General Meeting of Shareholders.</p>	<p>(Method of Election) Article <u>19</u> (1) Directors shall be elected by resolution at a General Meeting of Shareholders, by <u>distinguishing between Directors serving as Audit &amp; Supervisory Committee Members and those who are not.</u></p>

<p>(2) Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>(3) Resolutions for the election of Directors shall not be adopted by cumulative voting.</p> <p>(Term of Office) Article <u>21</u> The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after their election.</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p>(Representative Director and Directors with Special Titles) Article <u>22</u> (1) Representative Directors shall be selected by resolution of the Board of Directors.</p> <p>(2) The Board of Directors may, by resolution, appoint one (1) Chairperson of the Board of Directors and one (1) President of the Board of Directors, and a few (1) Vice-Chairperson of the Board of Directors, Counselor of the Board of Directors, Vice-President of the Board of Directors, Senior Managing Director, and Managing</p>	<p>(2) Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>(3) Resolutions for the election of Directors shall not be adopted by cumulative voting.</p> <p>(Term of Office) Article <u>20</u> (1) The term of office of Directors (<u>other than Directors serving as Audit &amp; Supervisory Committee Members</u>) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after their election.</p> <p>(2) <u>The term of office of Directors serving as Audit &amp; Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after their election.</u></p> <p>(3) <u>The term of office of Directors serving as Audit &amp; Supervisory Committee Members who are elected as substitutes for other Directors serving as Audit &amp; Supervisory Committee Members who have resigned before the expiration of their term shall expire when the term of office of the Directors serving as Audit &amp; Supervisory Committee Members who have resigned expires.</u></p> <p>(4) <u>The effective term of the resolution for the election of substitutes for Directors serving as Audit &amp; Supervisory Committee Members elected pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the beginning of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after their election.</u></p> <p>(Representative Director and Directors with Special Titles) Article <u>21</u> (1) Representative Directors shall be selected from <u>among Directors (other than Directors serving as Audit &amp; Supervisory Committee Members)</u> by resolution of the Board of Directors.</p> <p>(2) The Board of Directors may, by resolution, appoint one (1) Chairperson of the Board of Directors and one (1) President of the Board of Directors, and a few (1) Vice-Chairperson of the Board of Directors, Counselor of the Board of Directors, Vice-President of the Board of Directors, Senior Managing Director, and Managing Director</p>
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<p>Director.</p> <p>(Persons Who Have Rights to Convene Board of Directors' Meetings and Chairperson)</p> <p>Article <u>23</u></p> <p>(1) <u>The President</u> shall convene the Board of Directors' meeting and act as the Chairperson, except as otherwise provided for in laws and regulations.</p> <p>(2) If <u>the President</u> is unable to act, one (1) of the other Directors shall take his/her place in accordance with the order stipulated in advance by the Board of Directors.</p> <p>(Notice of Convocation of Board of Directors' Meeting)</p> <p>Article <u>24</u></p> <p>(1) A notice of convocation of a Board of Directors' meeting shall be delivered to each Director and <u>each Audit &amp; Supervisory Board Member</u> at least three (3) days prior .to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.</p> <p>(2) A Board of Directors' meeting may be held without following the convocation procedures if there is unanimous consent of all the Directors <u>and Audit &amp; Supervisory Board Members.</u></p> <p>Article <u>25</u> (Omitted)</p> <p>&lt;Newly established&gt;</p> <p>Article 26 (Omitted)</p> <p>(Remuneration, etc.)</p> <p>Article 27</p> <p>Remuneration, bonus and other property benefits received from the Company as the consideration for the execution of duties of the Directors (<u>hereinafter, "remuneration, etc."</u>) shall be determined by the resolution of the General Meeting of Shareholders.</p> <p>Article 28 (Omitted)</p>	<p><u>(Excluding persons who are Audit and Supervisory Committee Members.)</u></p> <p>(Persons Who Have Rights to Convene Board of Directors' Meetings and Chairperson)</p> <p>Article <u>22</u></p> <p>(1) <u>Director previously designated by the Board of Directors</u> shall convene the Board of Directors' meeting and act as the Chairperson, except as otherwise provided for in laws and regulations.</p> <p>(2) If <u>the Director referred to in the preceding paragraph</u> is unable to act, one (1) of the other Directors shall take his/her place in accordance with the order stipulated in advance by the Board of Directors.</p> <p>(Notice of Convocation of Board of Directors' Meeting)</p> <p>Article <u>23</u></p> <p>(1) A notice of convocation of a Board of Directors' meeting shall be delivered to each Director at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.</p> <p>(2) A Board of Directors' meeting may be held without following the convocation procedures if there is unanimous consent of all the Directors.</p> <p>Article <u>24</u> (Unchanged)</p> <p><u>(Delegation of Important Business Execution Decisions)</u></p> <p>Article <u>25</u></p> <p><u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article) to Directors.</u></p> <p>Article 26 (Unchanged)</p> <p>(Remuneration, etc.)</p> <p>Article 27</p> <p>Remuneration, bonus and other property benefits received from the Company as the consideration for the execution of duties of the Directors shall be determined by the resolution of the General Meeting of Shareholders <u>in such a way that differentiates between Directors who are Audit and Supervisory Committee Members and Directors who are not.</u></p> <p>Article 28 (Unchanged)</p>
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<p style="text-align: center;">CHAPTER 5  <u>AUDIT &amp; SUPERVISORY BOARD MEMBERS</u>  AND  <u>AUDIT &amp; SUPERVISORY BOARD</u></p>	<p style="text-align: center;">CHAPTER 5  <u>AUDIT &amp; SUPERVISORY COMMITTEE</u></p>
<p>(Number)  <u>Article 29</u>  <u>The Company shall have at no more than four (4) Audit &amp; Supervisory Board Members.</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p>
<p>(Method of Election)  <u>Article 30</u>  <u>(1) Audit &amp; Supervisory Board Member shall be elected by resolution at a General Meeting of Shareholders.</u>  <u>(2) Resolutions for the election of Audit &amp; Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p>
<p>(Term of Office)  <u>Article 31</u>  <u>(1) The term of office of Audit &amp; Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four (4) years after their election.</u>  <u>(2) The term of office of Audit &amp; Supervisory Board Members who are elected as substitutes for other Audit &amp; Supervisory Board Members who have resigned before the expiration of their term shall expire when the term of office of the Audit &amp; Supervisory Board Members who have resigned expires.</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p>
<p>(Full-Time Audit &amp; Supervisory Board Members)  <u>Article 32</u>  <u>Full-time Audit &amp; Supervisory Board Members shall be selected by resolution of the Audit &amp; Supervisory Board.</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p>
<p>(Notice of Convocation of Audit &amp; Supervisory Board Meeting)  <u>Article 33</u>  <u>(1) A notice of convocation of an Audit &amp; Supervisory Board meeting shall be delivered to each Audit &amp; Supervisory Board Member at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.</u>  <u>(2) An Audit &amp; Supervisory Board meeting may be held without following the convocation procedures if there is unanimous consent of all</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p>

<p><u>the Audit &amp; Supervisory Board Members.</u></p> <p><u>(Audit &amp; Supervisory Board Regulations)</u>  <u>Article 34</u>  <u>Matters concerning the Audit &amp; Supervisory Board shall be in compliance with laws and regulations or these Articles of Incorporation, and the Audit &amp; Supervisory Board Regulations determined by the Audit &amp; Supervisory Board.</u></p> <p><u>(Remuneration, etc.)</u>  <u>Article 35</u>  <u>The amount of Compensation, etc. for Audit &amp; Supervisory Board Members shall be determined by resolution at a General Meeting of Shareholders.</u></p> <p><u>(Exemption of Audit &amp; Supervisory Board Member from Liability)</u>  <u>Article 36</u>  <u>(1) Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit &amp; Supervisory Board Members (Including persons who were company auditors.) from liability for damages for failure to perform their duties to the extent permitted by laws and regulations.</u>  <u>(2) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Audit &amp; Supervisory Board Members that limits the Company's liability for damages due to failure to perform its duties. However, the maximum amount of liability based on such agreement shall be the amount prescribed by laws and regulations.</u></p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Full-Time Audit &amp; Supervisory Committee Members)</u>  <u>Article 29</u>  <u>Full-time Audit &amp; Supervisory Committee Members shall be selected by resolution of the Audit &amp; Supervisory Committee.</u></p> <p><u>(Notice of Convocation of Audit &amp; Supervisory Committee Meeting)</u>  <u>Article 30</u>  <u>(1) A notice of convocation of an Audit &amp; Supervisory Committee meeting shall be delivered to each Audit &amp; Supervisory Committee Member at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.</u>  <u>(2) An Audit &amp; Supervisory Committee meeting may be held without following the convocation procedures if there is unanimous consent of all the Audit &amp; Supervisory Committee Members.</u></p>
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<p style="text-align: center;">&lt;Newly established&gt;</p>	<p>(Audit &amp; Supervisory Committee Regulations) Article 31 <u>Matters concerning the Audit &amp; Supervisory Committee shall be in compliance with laws and regulations or these Articles of Incorporation, and the Audit &amp; Supervisory Committee Regulations determined by the Audit &amp; Supervisory Committee.</u></p>
<p style="text-align: center;">CHAPTER 6 ACCOUNTS</p>	<p style="text-align: center;">CHAPTER 6 ACCOUNTS</p>
<p>Article <u>37</u> (Omitted)</p>	<p>Article <u>32</u> (Unchanged)</p>
<p style="text-align: center;">&lt;Newly established&gt;</p>	<p>(Organization for Deciding Distribution of Surplus, Etc.) Article 33 <u>The Company may, by resolution of the Board of Directors, determine the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of surplus, except as otherwise provided for in laws and regulations.</u></p>
<p>(Distribution of Surplus) Article 38 <u>(1) Year-end dividends may be paid to shareholders or registered pledgees of shares entered or recorded in the register of shareholders at the end of each business year by resolution of the general meeting of shareholders.</u> <u>(2) In addition to the preceding paragraph, interim dividends may be paid to shareholders or registered pledgees of shares entered or recorded in the shareholder register as of September 30 of each year by resolution of the Board of Directors.</u></p>	<p>(Record Date for Distribution of Surplus) Article 34 <u>(1) The Company's record date for year-end dividend distributions shall be March 31st of each year.</u> <u>(2) The Company's record date for interim dividend distributions shall be September 30th of each year.</u></p>
<p style="text-align: center;">&lt;Newly established&gt;</p>	<p><u>(3) In addition to the preceding two paragraphs, the Company may set a record date for distribution of surplus.</u></p>
<p>Article <u>39</u> (Omitted)</p>	<p>Article <u>35</u> (Unchanged)</p>
<p style="text-align: center;">&lt;Newly established&gt;</p>	<p style="text-align: center;"><u>Supplementary Provisions</u></p>
<p style="text-align: center;">&lt;Newly established&gt;</p>	<p>(Interim Measure related to Exemption of Audit &amp; Supervisory Board Member from Liability.) Article 1 <u>(1) Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may exempt Audit &amp; Supervisory Board Members (Including persons who were company auditors.) from liability for damages due to their failure to perform their duties prior to the effectuation of a partial amendment to the Articles of Incorporation resolved at the 66th Ordinary General Meeting of Shareholders by resolution of the Board of Directors to the</u></p>

	<p><u>extent permitted by laws and regulations.</u></p> <p><u>(2) An agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act in relation to the acts of Audit &amp; Supervisory Board Members (Including persons who were company auditors.) prior to the effectuation of a partial amendment to the Articles of Incorporation resolved at the 66 th Ordinary General Meeting of Shareholders shall be governed by Article 36, Paragraph 2 of the Articles of Incorporation prior to amendment by resolution of the same Ordinary General Meeting of Shareholders.</u></p>
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**Proposal 3:** Election of Seven (7) Directors (Excluding Directors who are Audit and Supervisory Committee Members)

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee and the terms of office of all nine (9) Directors will expire at the time the amendments to the Articles of Incorporation take effect. Accordingly, the election of seven (7) Directors following the transition to a Company with an Audit and Supervisory Committee (excluding Directors who are Audit and Supervisory Committee Members, the same shall apply for the remainder of this Proposal) is proposed.

This Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities in the Company	Attendance at Board of Directors meetings	
1	Reappointment Male	Isao Osawa	Chairman	100% (13/13)
2	Reappointment Male	Yoshiaki Ishizaka	President	100% (13/13)
3	Reappointment Male	Kunihiko Tedo	Director and Executive Officer In charge of Accounting and Information Systems	100% (13/13)
4	New appointment Male	Kaneki Yamaguchi	Director and Executive Officer In charge of Development Technology	—
5	Reappointment Outside Independent Female	Rika Sato	Outside Director	100% (13/13)
6	Reappointment Outside Independent Male	Shoshiro Taneichi	Outside Director	100% (13/13)
7	Reappointment Outside Independent Male	Yosuke Tomoi	Outside Director	90% (9/10)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Isao Osawa (April 29, 1958)  Reappointment	September 1989    Joined CMK Kanbara Electronics Corporation August 1992        Joined Kuwabara Electric Corporation October 2014        Joined the Company Deputy General Manager of Domestic Operations Head Office and Kanbara Manufacturing Operation of the Company December 2014    General Manager of Domestic Operations Head Office and Quality Assurance Department of the Company February 2015      Executive Officer of the Company General Manager of Domestic Operations Head Office of the Company April 2016            In charge of Production of the Company June 2016            Director and Executive Officer of the Company April 2018            President of the Company January 2020        Chief Executive Officer of the Company June 2024            Chairman of the Company (current position) [Significant concurrent positions] Chairman of the Foundation for Technology Promotion of Electronic Circuit Board	32,476
[Reason for selection of the candidate for Director] Mr. Isao Osawa has steadily driven improvements in productivity and demonstrated leadership in profitability improvement since he was appointed as the Company's President in 2018. He has served as Chairman of the Company since 2024. The Company has determined that he can appropriately improve corporate value through his ample experience and insight, and therefore continues to propose to elect him as Director.			
2	Yoshiaki Ishizaka (December 3, 1965)  Reappointment	April 1988            Joined the Company December 2005      General Manager of Department III of East Japan Region Sales Division of the Company January 2015        Senior General Manager of East Japan Region Sales Division of the Company April 2017            Executive Officer of the Company Chairman and President of CMKC (HK) LIMITED Chairman and President of CMKC (SHENZHEN), LTD. April 2018            Senior General Manager of West Japan Region Sales Division of the Company October 2018        Senior General Manager of Sales Promotion Division of the Company June 2019            Chief Marketing Officer of the Company June 2021            Director and Executive Officer of the Company February 2022       In charge of Procurement of the Company April 2022            In charge of Sales of the Company December 2023     Managing Director and COO of the Company June 2024            President of the Company(current position)	24,875
[Reason for selection of the candidate for Director] Mr. Yoshiaki Ishizaka has ample experience and achievements such as his involvement mainly in the sales division since joining the Company, and overseeing the Group's sales and procurement divisions as Director and Executive Officer from 2021. He is currently at the helm of the Company's management as President and demonstrated leadership in further profitability improvement. The Company has determined that he can appropriately improve corporate value and therefore continues to propose to elect him as Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kunihiko Tedo (January 1, 1957)  Reappointment	<p>April 1980      Joined Canon Inc.</p> <p>January 1998    General Manager of F&amp;A of Canon Europa N.V.</p> <p>January 2000    Assistant CFO &amp; Consumer BU Business Controller of Canon Europe Ltd.</p> <p>July 2007        General Manager of Accounting Department of Office Imaging Products Division of Canon Inc.</p> <p>December 2009   SVP &amp; CFO and Treasurer of Canon USA, Inc.</p> <p>October 2012    SVP &amp; CFO and Treasurer of Canon USA, Inc.</p> <p>April 2016        President &amp; CEO of Canon Financial Services, Inc.</p> <p>April 2020        Outside Audit &amp; Supervisory Board Member of Canon Marketing Japan Inc.</p> <p>April 2021        Joined the Company, Advisor</p> <p>April 2021        Executive Officer of the Company</p> <p>June 2021        Director and Executive Officer of the Company (current position)</p> <p>April 2024        In charge of Information Systems of the Company (current position)</p> <p>August 2024     In charge of Accounting of the Company (current position)</p>	13,300
<p>[Reason for selection of the candidate for Director]</p> <p>Mr. Kunihiko Tedo has ample experience and achievements in the field of business structural reforms through his many years of involvement in accounting in his previous position and his career in important positions in overseas affiliated companies. As Director and Executive Officer, he is currently committed to strengthening our base in accounting and financing, and promoting projects including information systems. The Company has determined that he is qualified to contribute to the improvement of corporate value and therefore continues to propose to elect him as Director.</p>			
4	Kaneki Yamaguchi (September 25, 1966)  New appointment	<p>April 1990      Joined Kobe Steel, Ltd.</p> <p>April 2000      Joined KYODEN COMPANY, LIMITED</p> <p>June 2008      Director of KYODEN COMPANY, LIMITED</p> <p>June 2012      Representative Director and President of KYODEN COMPANY, LIMITED</p> <p>April 2018      Director and General Manager of the Technology and Development Division, KYODEN COMPANY, LIMITED</p> <p>March 2023     External Trustee of Osaka University of Economics and Law (current position)</p> <p>June 2024      Non-Executive Director (Audit &amp; Supervisory Committee Member) of Tokyo Cosmos Electric Co., Ltd.</p> <p>December 2025   Joined the Company, Advisor</p> <p>April 2026      Executive Officer in charge of Development Technology of the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>External Trustee of Osaka University of Economics and Law</p>	1,100
<p>[Reason for selection of the candidate for Director]</p> <p>Mr. Kaneki Yamaguchi has experience as a Representative Director of an operating company and extensive knowledge and achievements in the field of technology development. As Executive Officer, he is currently committed to improving technology development within the Group. The Company has determined that he is qualified to contribute to the improvement of corporate value and therefore proposes to elect him as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p>Rika Sato (August 15, 1962)</p> <p>Reappointment Outside Independent</p>	<p>April 1992 Registered as an attorney (Tokyo Bar Association)</p> <p>December 1998 Registered as an attorney in the New York State</p> <p>June 2000 Joined Asahi &amp; Koma Law Office (current Nishimura &amp; Asahi)</p> <p>January 2003 Partner, Asahi &amp; Koma Law Office</p> <p>June 2007 Joined the foreign law joint enterprise Jones Day Partner, Jones Day</p> <p>May 2015 External Audit &amp; Supervisory Board Member, Dexerials Corporation</p> <p>January 2016 Founded Ota &amp; Sato Partner, Ota &amp; Sato</p> <p>June 2018 Outside Director of the Company (current position)</p> <p>June 2019 Outside Director, Dexerials Corporation</p> <p>July 2019 Founded Sato &amp; Partners Representative, Sato &amp; Partners (current position)</p> <p>November 2019 Examiner for the Bar Examination and Examiner for the Preliminary Bar Examination (in charge of Code of Civil Procedure)</p> <p>June 2021 Outside Director, Audit and Supervisory Committee Member of Dexerials Corporation</p> <p>June 2022 External Director of NIHON PLAST CO., LTD. (current position)</p> <p>June 2025 Outside Corporate Auditor, DKK Co., Ltd. (current position)</p> <p>June 2026 Outside Director (Audit and Supervisory Committee Member), FEED ONE CO., LTD. (due for election)</p> <p>[Significant concurrent positions] Representative, Sato &amp; Partners External Director of NIHON PLAST CO., LTD. Outside Corporate Auditor, DKK Co., Ltd. Outside Director (Audit and Supervisory Committee Member), FEED ONE CO., LTD. (scheduled appointment)</p>	0
<p>[Reason for selection of the candidate for Outside Director and outline of expected role] Ms. Rika Sato has provided appropriate advice to the Company's management and supervision from her independent position by providing useful advice on management based on her specialist knowledge and experience as a lawyer and made appropriate remarks in the Board of Directors. Although she has never been involved in the management of a company other than as an Outside Director, the Company has determined that she can appropriately perform her duties as an Outside Director for the aforementioned reasons, and the Company expects her to contribute to the improvement of objectivity and transparency of the Nomination and Remuneration Advisory Committee, with the aim of continuously improving the Group's corporate value, and therefore continues to propose to elect her as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Shoshiro Taneichi (July 29, 1953)  Reappointment Outside Independent	<p>April 1979      Joined Toray Industries, Inc.</p> <p>June 2002      General Manager, Electronics and Information Materials Sales Division of Toray Industries, Inc.</p> <p>June 2006      Advisor, Head of the Electronics and Information Materials Research Center of Toray Industries, Inc.</p> <p>May 2009      Advisor, in charge of the Electronics and Information Materials Division (Technology and Production) of Toray Industries, Inc.</p> <p>June 2011      Executive Director, in charge of the Environment and Amenity Products Division (Technology and Production), General Manager, Shiga Plant of Toray Industries, Inc.</p> <p>June 2012      Executive Director, General Manager, Shiga Plant of Toray Industries, Inc.</p> <p>June 2016      Corporate Auditor of Toray Industries, Inc.</p> <p>June 2020      Executive Director of Toray Industries, Inc., Chairman of Greenerity GmbH</p> <p>June 2023      Outside Director of the Company (current position)</p>	0
<p>[Reason for selection of the candidate for Outside Director and outline of expected role]</p> <p>Mr. Shoshiro Taneichi has been providing useful advice on the Company's management, and supervision from an independent standpoint, by utilizing his extensive experience in key management positions at his previous position, including experience as an auditor and by making comments as appropriate at meetings of the Board of Directors. He is expected to provide advice from a management perspective and contribute to the improvement of objectivity and transparency of the Nomination and Remuneration Advisory Committee, with the aim of continuously improving the Group's corporate value, and therefore continues to propose to elect him as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Yosuke Tomoi (January 12, 1956)  Reappointment Outside Independent	<p>April 1980      Joined NIHON NOYAKU CO., LTD.</p> <p>August 1995    General Manager of New York Office of NIHON NOYAKU CO., LTD.</p> <p>December 2006   Executive Officer and General Manager of Corporate Planning Department of Corporate Office Division of NIHON NOYAKU CO., LTD.</p> <p>December 2007   Director and Executive Officer, and General Manager of Corporate Office Division of NIHON NOYAKU CO., LTD.</p> <p>December 2009   Director and Executive Officer, and Deputy Division Manager of Sales Division of NIHON NOYAKU CO., LTD.</p> <p>December 2011   Director and Managing Executive Officer, and General Manager of Corporate Office Division of NIHON NOYAKU CO., LTD.</p> <p>December 2014   Director and Senior Managing Executive Officer, and General Manager of Corporate Office Division of NIHON NOYAKU CO., LTD.</p> <p>December 2015   Representative Director and President of NIHON NOYAKU CO., LTD.</p> <p>June 2022        Director and Chairman of NIHON NOYAKU CO., LTD.</p> <p>June 2025        Outside Director of the Company (current position)</p>	0
<p>[Reason for selection of the candidate for Outside Director and outline of expected role]  Mr. Yosuke Tomoi has been providing useful advice on the Company's management, and supervision from an independent standpoint, by utilizing his many years of experience in an operating company and ample experience and extensive knowledge cultivated as Representative Director and by making comments as appropriate at meetings of the Board of Directors. He is expected to provide advice from a management perspective and contribute to the improvement of objectivity and transparency of the Nomination and Remuneration Advisory Committee, with the aim of continuously improving the Group's corporate value, and therefore continues to propose to elect him as Director.</p>			

- (Notes) 1. There are no special interests between each candidate for Director and the Company.
2. Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi are candidates for Outside Director. The terms of office of Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi as Outside Director will be eight (8) years, three (3) years, and one (1) year respectively, at the conclusion of this Annual General Meeting of Shareholders.
3. The Company has submitted notification that Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi have been designated as Independent Directors/Auditors as stipulated by the Tokyo Stock Exchange. If Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi are re-elected as Outside Directors, the Company intends to submit notification concerning their continuing appointment as Independent Directors.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi to limit the liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the reelection of Ms. Rika Sato, Mr. Shoshiro Taneichi, and Mr. Yosuke Tomoi is approved, the Company plans to continue the same agreement with them.
5. The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, naming the Company's Directors as the insured parties. The said insurance covers damages that may arise from the insured parties assuming responsibility. All candidates for Director will be insured under the said insurance agreement if they are elected as Director.

**Proposal4:** Election of Three (3) Directors who are Audit and Supervisory Committee Members

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The Board of Corporate Auditors has previously given its approval to this proposal.

This Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions and responsibilities in the Company	Attendance at Board of Directors meetings	Attendance at Board of Corporate Auditors meetings	
1	New appointment Male	Kazuto Ono	Director and Executive Officer In charge of Corporate (Human Resources and General Administration, Internal Control, CSR and Legal Affairs)	100% (13/13)	—
2	New appointment Outside Independent Male	Masaki Ashibe	Outside Corporate Auditor	100% (13/13)	100% (18/18)
3	New appointment Outside Independent Male	Kiyotaka Yokokoji	Outside Corporate Auditor	100% (13/13)	100% (18/18)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Kazuto Ono (July 20, 1957)  New appointment	April 1980      Joined Canon Inc. July 1987      Seconded to New York Headquarters of Canon U.S.A., Inc. April 2003      Unit Executive of Human Resources Unit of Human Resources Management & Organization Headquarters of Canon Inc. April 2012      Executive Officer and Group Executive of Human Resources Management & Organization Headquarters of March 2013      Canon Inc. Director and Group Executive of Human Resources March 2014      Management & Organization Headquarters of Canon Inc. Director and Group Executive of Planning Headquarters of Canon Inc. March 2015      Audit & Supervisory Board Member (full-time) of Canon Inc. November 2019      Senior Managing Director of Japan Audit & Supervisory Board Members Association February 2022      Joined the Company, Advisor April 2022      Executive Officer of the Company In charge of Personnel System Reform In charge of Compliance of the Company June 2022      Director and Executive Officer of the Company (current position) April 2025      In charge of Corporate (Human Resources and General Administration, Internal Control, CSR and Legal Affairs) of the Company (current position)	13,300
<p>[Reason for selection of the candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Mr. Kazuto Ono has ample experience and achievements in reforming personnel systems through his many years of involvement in human resources and general administration. In addition, he served in important positions of the Japan Audit &amp; Supervisory Board Members Association, and has excellent insight regarding compliance. As Director and Executive Officer, he is currently engaged in promoting human resources and general administration operations, including the formulation of measures for personnel system reform, as well as promoting compliance. The Company has determined that he is capable of providing appropriate audit and supervisory oversight, and hereby proposes his election as a new Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	Masaki Ashibe (July 30, 1957) New appointment Outside Independent	April 1981	Joined The Sumitomo Bank, Limited	0
		April 2010	Executive Officer of Sumitomo Mitsui Banking Corporation	
May 2013	Representative Director and President of SMBC Guarantee Co., Ltd.			
June 2018	Representative Director and Senior Managing Executive Officer of Ginsen Co., Ltd.			
April 2020	Representative Director, Vice President and Executive Officer of Ginsen Co., Ltd.			
June 2021	Outside Corporate Auditor of the Company (current position)			
[Reason for selection of the candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role] Mr. Masaki Ashibe possesses extensive experience and broad insight gained through many years in the financial industry, as well as substantial experience cultivated in his role as a Representative Director. The Company has determined that he is capable of leveraging this experience to provide appropriate audit and supervisory oversight, and hereby proposes his election as a new Outside Director who is an Audit and Supervisory Committee Member.				
3	Kiyotaka Yokokoji (November 17, 1957) New appointment Outside Independent	April 1980	Joined Kewpie Corporation	0
		July 2004	General Manager, Labor Management Department, Division of Personnel Affairs of Kewpie Corporation	
February 2010	President and Representative Director of K.System Co., Ltd.			
February 2013	Corporate Officer, Senior General Manager, Division of Personnel Affairs of Kewpie Corporation			
February 2018	Full-time Corporate Auditor of Kewpie Corporation			
May 2023	Audit & Supervisory Board Member (Outside) of ALiNK Internet, INC. (current position)			
June 2023	Outside Corporate Auditor of the Company (current position)			
[Significant concurrent positions] Audit & Supervisory Board Member (Outside) of ALiNK Internet, INC				
[Reason for selection of the candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role] Mr. Kiyotaka Yokokoji has extensive experience and broad insight gained through many years at operating companies and through serving as a Corporate Auditor. The Company has determined that he is capable of leveraging this experience to provide appropriate audit and supervisory oversight, and hereby proposes his election as a new Outside Director who is an Audit and Supervisory Committee Member.				

- (Notes) 1. There are no special interests between each candidate and the Company.
2. Mr. Masaki Ashibe and Mr. Kiyotaka Yokokoji currently serve as Outside Corporate Auditors of the Company. The terms of office of Mr. Masaki Ashibe and Mr. Kiyotaka Yokokoji as Outside Corporate Auditor will be five (5) years and three (3) years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
3. The Company has submitted notification that Mr. Masaki Ashibe and Mr. Kiyotaka Yokokoji have been designated as Independent Directors/Auditors as stipulated by the Tokyo Stock Exchange. If both candidates are elected as Outside Directors, the Company intends to submit notification concerning their continuing appointment as Independent Directors.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Mr. Masaki Ashibe and Mr. Kiyotaka Yokokoji to limit the liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the election of Mr. Masaki Ashibe and Mr. Kiyotaka Yokokoji is approved, the Company plans to continue the same agreement with them. Additionally, if the election of Mr. Kazuto Ono is approved, the Company plans to enter into the same agreement with him.
5. The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, and plans to continue and renew the agreement. Each individual will become an insured party under the agreement if their election is approved.

**Proposal 5:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, in order to fill a deficiency in the number of Directors who are Audit and Supervisory Committee Members as stipulated under laws and regulations, the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

This Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name	Current positions in the Company	Attendance at Board of Directors meetings	Attendance at Board of Corporate Auditors meetings
Rika Sato Outside Independent Female	Outside Director	100% (13/13)	—

For details of the date of birth, past experience, positions, areas of responsibility, and significant concurrent positions, the number of shares of the Company held and other matters, refer to candidate number 5 listed under Proposal 3 Election of Seven (7) Directors (Excluding Directors who are Audit and Supervisory Committee Members).

- (Notes)
1. There are no special interests between the candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and the Company.
  2. Ms. Rika Sato is candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and currently serves as Outside Director of the Company. The term of office of Ms. Rika Sato as Outside Director will be eight (8) years at the conclusion of this Annual General Meeting of Shareholders.
  3. The Company has submitted notification concerning Ms. Rika Sato's status as fulfilling the requirements of Independent Director/Auditor stipulated by the Tokyo Stock Exchange. If she is elected as Outside Director who is an Audit and Supervisory Committee Member, the Company intends to continue her status as Independent Director.
  4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Outside Directors to limit the liability under Article 423, Paragraph 1 of the Companies Act. If Ms. Rika Sato assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company plans to continue the agreement with her. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
  5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act, and plans to continue and renew the agreement with the same terms. If Ms. Rika Sato is appointed as Outside Director who is an Audit and Supervisory Committee Member, she will become an insured party under the agreement

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If Proposal 3 and Proposal 4 are approved as proposed at this meeting, the composition of the Board of Directors, as well as the specific roles, expertise, and backgrounds particularly anticipated from each individual, will be as follows.

		Corporate management	Global experience	Sales / Marketing	Sustainability	Development technology	Quality control	Human resources and labor Human resource development Wellbeing	Finance and accounting	Legal Compliance Risk management
Director	Isao Osawa	●	●		●		●			
	Yoshiaki Ishizaka	●	●	●	●					
	Kunihiko Tedo	●	●						●	
	Kaneki Yamaguchi	●	●			●	●			
	Rika Sato		●							●
	Shoshiro Taneichi	●	●	●		●				
	Yosuke Tomoi	●	●	●		●			●	
Directors who are Audit and Supervisory Committee Members	Kazuto Ono	●	●		●			●		●
	Masaki Ashibe	●		●					●	●
	Kiyotaka Yokokoji	●			●			●		●

(Note) The above list does not represent all the knowledge and experience of each person.

Skill	Reason for Selection
Corporate management	Decision-making from a company-wide perspective, flexible responses to changing business environments, and the formulation and execution of strategic directions for medium- to long-term growth are essential for sustainable improvement in corporate value, and it is necessary to have members of the Board of Directors with experience in corporate management.
Global experience	It is necessary to have members of the Board of Directors with extensive knowledge of overseas business management and overseas business environments and cultures from the perspective of acquiring foreign customers in the growing field of automotive applications and monitoring operations at overseas manufacturing bases in Thailand and other countries.
Sales / Marketing	The expansion of sales to major customers and the acquisition of new foreign customers in response to the increasing functionality of ECUs in the automotive field, as well as the acquisition of customers in new business areas, are essential for medium- to long-term growth, and it is necessary to have members of the Board of Directors with extensive knowledge and experience in this field from the perspective of monitoring the effective execution of sales and marketing activities.
Sustainability	In order to achieve a sustainable society, it is necessary to have members of the Board of Directors with sound knowledge and experience in this field who can strategically incorporate sustainability elements and fulfill social and environmental responsibilities while enhancing corporate value.
Development technology	It is becoming increasingly important to strengthen research and development capabilities and make strategic investments in technology in order to establish a new business area that will become the second pillar of our business following the automotive business, and it is necessary to have members of the Board of Directors with the knowledge and experience enabling proactive initiatives from a management perspective in order to achieve sustainable competitive advantage and create corporate value.

Quality control	The high quality of our products is a competitive advantage that builds trust with our customers, and in light of changes such as increased production volume at our Thai base and the full-scale launch of manufacturing in new business areas, it is necessary to have members of the Board of Directors with knowledge and experience from the perspective of promoting and monitoring the enhancement of quality control.
Human resources and labor Human resource development Wellbeing	In today's rapidly changing business environment, it is essential to fully harness the capabilities of each and every employee and ensure their well-being in order to achieve sustainable growth in corporate value. This requires a deep understanding of human resources strategy and human capital, as well as a focus on creating a safe and secure workplace environment that is essential for a manufacturing company. Therefore, it is necessary to have members of the Board of Directors with knowledge and experience in both human capital and workplace environments.
Finance and accounting	In order to continuously enhance corporate value, it is important to implement financial strategies and IR activities that are aligned with management strategies, while taking into account the demands of the capital market, and it is necessary to have members of the Board of Directors with sound knowledge and experience in this field.
Legal Compliance Risk management	Compliance with laws and regulations, ethical management, and appropriate responses to diversifying business risks are essential for sustainable growth and social trust for companies, and it is necessary to have members of the Board of Directors with sound knowledge and experience in this field.

**Proposal6:** Setting of Compensation for Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The amount of compensation for Directors of the Company was approved at the 47th Annual General Meeting of Shareholders held June 28, 2007, setting compensation a maximum of 420 million yen per year (excluding employee salaries paid to Directors who concurrently serve as employees), and has remained unchanged since then.

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved and adopted as proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, the current framework for Directors' compensation will be abolished, and the Company hereby proposes, as set forth in this proposal, the amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) following the transition to a Company with an Audit and Supervisory Committee.

Therefore, the Company requests shareholder approval to set the annual compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) to within 450 million yen (of which, annual compensation for Outside Directors is to be set to within 80 million yen). Furthermore, the specific amount for each Director and the timing of payment shall be determined by a resolution of the Board of Directors, following deliberations by the Nomination and Remuneration Advisory Committee, in which outside Directors constitute a majority of the members. Additionally, said limits to Director compensation shall not include employee salaries paid to Directors who concurrently serve as employees.

An outline of the Company's policy for determining the details of individual Directors' compensation is provided on page 44 to 46 of the Business Report (Japanese only). Should this proposal, and Proposal 8 Setting of Compensation for the Granting of Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) be approved as proposed, the Company plans to effectively retain the contents of said policy without change, with the exception of revisions to sections of the policy to reflect the contents of these proposals, and details concerning the transition to a Company with an Audit and Supervisory Committee. This proposal was determined by a resolution of the Board of Directors based on said policy following comprehensive consideration of the scale of the Company, its compensation levels and that of peer companies, the number of eligible Directors, and future trends. Accordingly, we deem this proposal is reasonable and appropriate.

If Proposal 2 Partial Amendments to the Articles of Incorporation and Proposal 3 Election of Seven (7) Directors (Excluding Directors who are Audit and Supervisory Committee Members) are approved as proposed, this proposal shall apply to said seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members), of which three (3) are Outside Directors.

Further, this Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

**Proposal7:** Setting of Compensation for Directors who are Audit and Supervisory Committee Members  
If Proposal 2 Partial Amendments to the Articles of Incorporation is approved and adopted as proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Therefore, the Company requests shareholder approval to set the annual compensation for Directors who are Audit and Supervisory Committee Members to a maximum of 70 million yen, with the specific amounts for each Director who is an Audit and Supervisory Committee Member, the timing of payment and other related matters to be determined in consultation with Directors who are Audit and Supervisory Committee Members.

This proposal was determined following comprehensive consideration of the scale of the Company, its compensation levels and that of peer companies, the number of eligible Directors who are Audit and Supervisory Committee Members, and future trends, and its contents have been deemed reasonable and appropriate.

If Proposal 2 Partial Amendments to the Articles of Incorporation and Proposal 4 Election of Three (3) Directors who are Audit and Supervisory Committee Members are approved and adopted as proposed, this proposal shall apply to said three (3) Directors who are Audit and Supervisory Committee Members, of which two (2) are Outside Directors.

Further, this Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

**Proposal 8: Setting of Compensation for the Granting of Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)**

The amount of compensation for Directors of the Company was approved at the 47th Annual General Meeting of Shareholders held June 28, 2007, setting compensation at a maximum of 420 million yen per year. Subsequently, at the 62nd Annual General Meeting of Shareholders held on June 28, 2022, shareholders approved the granting of restricted stock for Directors (excluding Outside Directors), separate from the abovementioned limit on the amount of compensation for Directors. This plan was established to provide incentives for sustainably enhancing corporate value and alignment with shareholder interests. Under this plan, it was resolved that the total amount of monetary claims to be granted shall be up to a maximum of 30 million yen per year, and the total number of common stock to be issued or disposed of set at a maximum of 80,000 shares per year.

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved and adopted as proposed, the Company will transition to a Company with an Audit and Supervisory Committee. Accordingly, the Company proposes the abolishment of the current framework for compensation for the granting of restricted stock to Directors and, following said transition to a Company with an Audit and Supervisory Committee, to introduce a new restricted stock compensation plan (hereafter, the “Plan”) for Directors, excluding Directors who are Audit and Supervisory Committee Members and Outside Directors (hereafter, “Eligible Directors”). Under this Plan, the amount of compensation for the granting of restricted stock shall be established separately from the compensation framework for Directors (excluding Directors who are Audit and Supervisory Committee Members) for which approval is requested in Proposal 6, as set forth in this proposal.

Accordingly, we request your approval to grant compensation to Eligible Directors for the granting of restricted stock. Under this Plan, the total annual monetary claims granted for restricted stock shall be set at a maximum of 40 million yen, with the total number of common stock to be issued or disposed of set at a maximum of 80,000 shares per year. Furthermore, specific amounts to be granted to each Director, the allocation, and the timing of payment shall be determined by a resolution of the Board of Directors following deliberations by the Nomination and Remuneration Advisory Committee, in which Outside Directors constitute a majority of the members.

If Proposal 2 Partial Amendments to the Articles of Incorporation and Proposal 3 Election of Seven (7) Directors (Excluding Directors who are Audit and Supervisory Committee Members) are approved as proposed, this proposal shall apply to four (4) Eligible Directors.

Furthermore, this Proposal shall take effect on the condition that the amendments to the Articles of Incorporation proposed in Proposal 2 Partial Amendments to the Articles of Incorporation take effect.

Details of the granting of restricted stock to Eligible Directors are as follows.

**1. Matters concerning payment for the issuance of restricted stock**

In principle, each fiscal year, Eligible Directors provide to the Company the entirety of the monetary compensation claims granted by resolution of the Company’s Board of Directors as a contribution in kind in exchange for the issuance or disposal of the Company’s common stock.

**2. Number of restricted stock granted to Eligible Directors**

Under this Plan, Eligible Directors shall be granted a maximum of 80,000 shares per year, to be issued or disposed of by the Company. However, the number of shares shall be adjusted as necessary and to a reasonable extent on and after the effective date of a stock split (including a gratis allotment of common stock) or a reverse stock split of the Company’s common stock in the event said stock split or reverse stock split takes effect on any date following the date of the resolution of this General Meeting of Shareholders.

The per-share subscription price for common stock issued or disposed of to Eligible Directors under the Plan shall be determined by the Board of Directors. This price will be based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board resolution setting the terms of the subscription (or, if no trade is executed on that day, the closing price on the most recent prior trading day), and shall be set within a range that does not provide any special benefit to the Eligible Directors.

**3. Matters concerning restricted stock allotments for Eligible Directors**

The Company will enter into a restricted stock allotment agreement with the Eligible Directors, which will include the matters described below (hereafter, the “Allotment Agreement”). (Common stock allotted under this agreement are hereafter referred to as the “Allotted Shares”).

**(1) Transfer restriction period**

During the period from the payment date of the Allotted Shares to the date on which the Eligible Director resigns or retires from their position as a Director of the Company or any other position determined by the

Company's Board of Directors (hereafter, the "Transfer Restriction Period"), the Eligible Director shall not transfer, pledge, gift, or otherwise dispose of the Allotted Shares.

(2) Conditions for the release of transfer restrictions

The transfer restrictions on all of the Allotted Shares will be lifted at the end of the Transfer Restriction Period, on the condition that the Eligible Director has continuously served as a Director of the Company or in another position determined by the Board of Directors during the period from the payment date of the Allotted Shares until the conclusion of the first Annual General Meeting of Shareholders to be held thereafter.

However, if an Eligible Director resigns or retires during the Transfer Restriction Period due to justifiable grounds or death, the number of Allotted Shares for which the transfer restrictions are to be lifted and the timing of such release will be reasonably adjusted as necessary.

(3) Reasons for acquisition without consideration

In the event that an Eligible Director resigns or retires during the Transfer Restriction Period without justifiable reasons, the Company shall automatically acquire the Allotted Shares without consideration.

Additionally, if any Allotted Shares remain unreleased from transfer restrictions at the time set forth in (2), the Company shall automatically acquire said Allotted Shares without consideration.

(4) Handling of organizational restructuring and related matters

Notwithstanding the provisions of (1) above, in the event that a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders (or, if such approval is not required, by the Board of Directors) during the Transfer Restriction Period, the Company shall, by resolution of the Board of Directors, reasonably adjust the number of Allotted Shares for which the transfer restrictions are to be lifted and the timing of such lifting, as necessary. In such case, if any of the Allotted Shares remain subject to transfer restrictions immediately after the lifting of the restrictions, the Company shall automatically acquire said shares without consideration.

(5) Other matters

Other matters concerning this Allotment Agreement shall be determined by resolution of the Board of Directors of the Company.

4. Reasons for the appropriateness of the allotment of restricted stock

A partial amendment of the Company's policy for determining the details of individual Directors' compensation was resolved at a Board of Directors' meeting held on Mar. 27, 2025. An outline of such policy is provided on page 44 to 46 of the Business Report (Japanese only). Should Proposal 6 Setting of Compensation for Directors (Excluding Directors who are Audit and Supervisory Committee Members) and this Proposal be approved as proposed, the Company plans to effectively retain the contents of said policy without change, with the exception of revisions to sections of the policy to reflect the contents of these proposals, and details concerning the transition to a Company with an Audit and Supervisory Committee. This proposal was determined by a resolution of the Board of Directors based on such policy following comprehensive consideration of the scale of the Company, its compensation levels and that of peer companies, the number of eligible Directors, and future trends. In addition, the total number of common stock to be issued or disposed of by the Company to Eligible Directors is set to a maximum of 80,000 shares per year, representing a negligible dilution rate of approximately 0.1% of the total issued shares. Therefore, we believe that the contents of this proposal and the allotment of restricted stock under the Plan are appropriate.

Further, to ensure that the shares allotted to the Eligible Directors under this Plan cannot be transferred, pledged, gifted, or otherwise disposed of during the Transfer Restriction Period, said shares will be maintained in a dedicated account opened by each Eligible Director at a securities company designated by the Company.