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: 8065

(Date of Mailing: May 29, 2025)

(Commencement Date of Measures for Electronic Provision: May 21, 2025)

To our shareholders:

Tetsuo Nozawa
President and Executive Officer
SATOSHOJI CORPORATION
1-8-1 Marunouchi, Chiyoda-ku, Tokyo

Notice of the 102nd Annual General Meeting of Shareholders

It is our pleasure to inform you that the 102nd Annual General Meeting of Shareholders of SATOSHOJI

When convening this general meeting of shareholders, the Company takes measures to provide information that constitutes the contents of the reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website using the internet address below to review the information.

### Company Website: https://www.satoshoji.co.jp/en/ir/stock/meeting.html

CORPORATION (the "Company") will be held as described below.

Items subject to the measures for electronic provision are posted on the Tokyo Stock Exchange (TSE) website, in addition to the Company's website.

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

(Please access the TSE website above, and enter "SATO SHO-JI CORPORATION" in the "Issue name (company name)" field or the Company's securities code "8065" in the "Code" field, and click "Search." On the search results page, select "Basic information" followed by "Documents for public inspection/PR information," and refer to "Notice of General Shareholders Meeting /Informational Materials for General Shareholders Meeting" under "Filed information available for public inspection" to access and confirm the information you are searching for.)

In lieu of attending the meeting in person, you may exercise your voting rights in writing or by electromagnetic means (e.g., via the Internet). We kindly ask you to exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Thursday, June 19, 2025, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)

**2. Venue:** Conference Room 911 on the 9th floor of TEKKO KAIKAN

3-2-10, Nihonbashi-Kayabacho, Chuo-ku, Tokyo

#### 3. Purpose of the Meeting

#### **Matters to be reported:**

- 1. The Business Report and Consolidated Financial Statements for the Company's 102nd fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit and Supervisory Committee
- 2. Non-consolidated Financial Statements for the Company's 102nd fiscal year (from April 1, 2024 to March 31, 2025)

#### Matters to be resolved:

**Proposal No. 1** Appropriation of Surplus

Proposal No. 2 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory

Committee Members)

**Proposal No. 3** Election of One Director Who Is an Audit and Supervisory Committee Member

**Proposal No. 4** Election of Two Substitute Directors Who Are Audit and Supervisory Committee Members

## 4. Guidance on the Exercise of Voting Rights, etc.

If exercising voting rights by attending the meeting in person:

When attending the meeting, please submit the Voting Rights Exercise Form, enclosed with this Notice of Convocation, at reception.

If exercising voting rights in writing:

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return the form so that it is received by 5:30 p.m. on Wednesday, June 18, 2025 (JST).

If exercising voting rights via the Internet, etc.:

Please follow the instructions on Page 5 (in Japanese only) and enter your votes for or against the proposals by 5:30 p.m. on Wednesday, June 18, 2025 (JST).

- Among items subject to the measures for electronic provision, the following are not included in the hard copy to be sent to shareholders in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of the Company.
  - Business Report (Principal business activities; major sales offices and plants; status of employees; status of major lenders; status of share acquisition rights, etc.; status of financial auditors; system to ensure proper operations; overview of the management of the system to ensure proper operations; and basic policy on company control)
  - Consolidated Financial Statements (Changes in equity for the Consolidated Financial Statements, and notes to the Consolidated Financial Statements)
  - Non-consolidated Financial Statements (Balance sheets, statements of income, and changes in equity for the Non-consolidated Financial Statements; and notes to the Non-consolidated Financial Statements)
  - Audit Reports (Audit reports by the financial auditor on the Consolidated Financial Statements and Non-consolidated Financial Statements, and audit reports prepared by the Audit and Supervisory Committee)

The hard copy therefore comprises parts of the Business Report and Consolidated Financial Statements that were audited by the Audit and Supervisory Committee and financial auditor in the preparation of the audit reports.

- If revisions to the items subject to the 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 aforementioned websites for taking measures for providing information in electronic format.
- Company staff will attend the meeting in casual business attire, and neckties will not be worn.

# Reference Documents for the General Meeting of Shareholders

# **Proposal No. 1** Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

# Year-end dividend

Regarding the distribution of profits, taking into consideration the future profit outlook etc., and in order to ensure continuous profits, the Company's basic policy is to provide continuous stable dividends of 30% or more of consolidated deemed earnings\*, with a minimum annual dividend of ¥55 per share.

\*Consolidated deemed earnings: Consolidated ordinary profit x (1 - Effective tax rate)

- (1) Type of dividend property Cash
- (2) Allotment of dividend property and the aggregate amount thereof ¥42 per common share of the Company Total amount of dividend: ¥881,410,782
- (3) Effective date of dividend of surplus June 20, 2025

The total annual dividends will be \forall 76 per share, including the interim dividend of \forall 34 per share already paid.

**Proposal No. 2** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all eight Directors (excluding Directors who are Audit and Supervisory Committee Members, applicable to the rest of this proposal) shall expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

Each nominated Director has been determined by the Board of Directors, based on the recommendations by the Nominating & Remuneration Committee.

The Audit and Supervisory Committee has stated that there are no particular matters to be pointed out in response to this proposal.

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current position and responsibilities, etc.	Attributes
1	Tetsuo Nozawa	Male	President and Executive Officer in charge of Audit Dept.	Reelection
2	Masami Urano	Male	Director and Senior Managing Executive Officer in charge of Management Dept. (General Affairs Dept., PR & IR Dept., Management administration Dept., and Information Systems Dept.)	Reelection
3	Kazunori Suga	Male	Director and Managing Executive Officer in charge of Electronics Dept.	Reelection
4	Akihiko Ito	Male	Director and Managing Executive Officer in charge of Non-ferrous metals Dept.	Reelection
5	Ikuo Oguri	Male	Outside Director	Reelection Outside Independent
6	Hajime Sato	Male	Outside Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange, etc.

Candidate No.	Name (date of birth)	Career sumi	mary, position and responsibilities in the Company	Number of the Company's shares owned			
		Dec. 1980	Joined the Company	owned			
		May 1995	General Manager of Shiga Branch				
		Apr. 2005	General Manager in control of a Department				
	Tetsuo Nozawa	Apr. 2007	Executive Officer				
	(January 23, 1957)	June 2011	Director in control of a Department				
	(34114417 23, 1737)	Apr. 2014	Managing Director in control of a Department				
	Reelection	June 2014	Director and Managing Executive Officer in				
		2011	control of a Department	18,000 shares			
	Number of years in office as a	Apr. 2019	Director and Managing Executive Officer in				
1	Director	· · ·	charge of a Department				
	14 years	Apr. 2022	President (currently President and Executive Officer) (current position)				
		Significant co	oncurrent positions outside the Company				
		None					
	Reasons for nomination as cano	lidate for Dire	ector				
	Tetsuo Nozawa has been nominated as a candidate for Director because of his experience and abundant knowledge of						
	strategy, acquired over many years of service in the Iron and Steel Dept., the Company's main business, and since						
	strategy, acquired over many year	rs of service in	the Iron and Steel Dept., the Company's main busin	ess, and since			
			the Iron and Steel Dept., the Company's main busing in 2022. The Company has judged that he will con				
		ntative Directo	or in 2022. The Company has judged that he will con				
	assuming the position of Represe	ntative Directo	or in 2022. The Company has judged that he will con				
	assuming the position of Represe	ntative Directos and enhancin	or in 2022. The Company has judged that he will cong the Group's corporate value.				
	assuming the position of Represe	ntative Directo s and enhancin Apr. 1981	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company				
	assuming the position of Represe	ntative Directo s and enhancin Apr. 1981	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting				
	assuming the position of Represe	ntative Directo s and enhancin Apr. 1981 Feb. 1995	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.				
	assuming the position of Represe expanding the Group's businesse	ntative Directo s and enhancin Apr. 1981 Feb. 1995 June 2001	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.				
	assuming the position of Represe expanding the Group's businesse  Masami Urano	ntative Directo s and enhancin Apr. 1981 Feb. 1995 June 2001	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a				
	assuming the position of Represe expanding the Group's businesse	ntative Directo s and enhancin Apr. 1981 Feb. 1995 June 2001 Apr. 2007	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department				
	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)	ntative Directors and enhancin Apr. 1981 Feb. 1995 June 2001 Apr. 2007 Apr. 2008	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer				
	assuming the position of Represe expanding the Group's businesse  Masami Urano	ntative Directo s and enhancin Apr. 1981 Feb. 1995 June 2001 Apr. 2007 Apr. 2008 Apr. 2015	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer  Senior Corporate Officer				
	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a	ntative Directo s and enhancin Apr. 1981 Feb. 1995 June 2001 Apr. 2007 Apr. 2008 Apr. 2015	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer  Senior Corporate Officer  Managing Executive Officer in control of a Department  Director and Managing Executive Officer in	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a Director	Apr. 2008 Apr. 2015 June 2018 June 2019	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company Manager of Accounting Section, Accounting Dept. General Manager of Audit Dept. Deputy General Manager in control of a Department Executive Officer Senior Corporate Officer Managing Executive Officer in control of a Department Director and Managing Executive Officer in control of a Department	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a	Apr. 2007 Apr. 2008 Apr. 2015 June 2018	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer  Senior Corporate Officer  Managing Executive Officer in control of a Department  Director and Managing Executive Officer in control of a Department  Director and Senior Managing Executive	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a Director	Apr. 2008 Apr. 2015 June 2018 June 2019	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company Manager of Accounting Section, Accounting Dept. General Manager of Audit Dept. Deputy General Manager in control of a Department Executive Officer Senior Corporate Officer Managing Executive Officer in control of a Department Director and Managing Executive Officer in control of a Department	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a Director	Apr. 2008 Apr. 2015 June 2018 June 2019	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer  Senior Corporate Officer  Managing Executive Officer in control of a Department  Director and Managing Executive Officer in control of a Department  Director and Senior Managing Executive  Officer in charge of Management Dept.	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a Director	Apr. 2008 Apr. 2015 June 2018 June 2019	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company  Manager of Accounting Section, Accounting Dept.  General Manager of Audit Dept.  Deputy General Manager in control of a Department  Executive Officer  Senior Corporate Officer  Managing Executive Officer in control of a Department  Director and Managing Executive Officer in control of a Department  Director and Senior Managing Executive Officer in control of a Department  Director and Senior Managing Executive Officer in charge of Management Dept.  (General Affairs Dept., PR & IR Dept.,	tribute to further			
2	assuming the position of Represe expanding the Group's businesse  Masami Urano (January 16, 1958)  Reelection  Number of years in office as a Director	ntative Directors and enhancin Apr. 1981 Feb. 1995 June 2001 Apr. 2007 Apr. 2008 Apr. 2015 June 2018 June 2019 Apr. 2024	or in 2022. The Company has judged that he will cong the Group's corporate value.  Joined the Company Manager of Accounting Section, Accounting Dept. General Manager of Audit Dept. Deputy General Manager in control of a Department Executive Officer Senior Corporate Officer Managing Executive Officer in control of a Department Director and Managing Executive Officer in control of a Department Director and Senior Managing Executive Officer in charge of Management Dept. (General Affairs Dept., PR & IR Dept., Management administration Dept., and	tribute to further			

### Reasons for nomination as candidate for Director

Masami Urano has been nominated as a candidate for Director because of his outstanding knowledge of human resources, finance, and all aspects of management administration, acquired over many years of experience in administrative departments, and since assuming the position of Representative Director in 2024. The Company has judged that he will contribute to expanding the Group's businesses in Japan and overseas and enhancing the Group's corporate value.

Candidate No.	Name (date of birth)	Career sum	mary, position and responsibilities in the Company	Number of the Company's shares owned		
3	Kazunori Suga (July 30, 1965) Reelection Number of years in office as a Director	Apr. 1991 Apr. 2004 Apr. 2008 Apr. 2010 June 2014 June 2018 Apr. 2019 June 2019	Joined the Company Manager of Materials Section, Electronic Materials Dept. General Manager of Electronic Materials Dept. General Manager in control of a Department Executive Officer Senior Corporate Officer Senior Corporate Officer in control of a Department Director and Senior Corporate Officer in charge of a Department	28,900 shares		
	6 years	None	Director and Managing Executive Officer in charge of Electronic Materials Dept. (currently Electronics Dept.) (current position) oncurrent positions outside the Company			
	Reasons for nomination as candidate for Director  Kazunori Suga has been nominated as a candidate for Director because of his abundant knowledge of strategy and management, particularly overseas, acquired over many years of experience in the Electronics Dept. The Company has judged that he will contribute to expanding the Group's businesses in Japan and overseas and enhancing the Group's corporate value.					
4	Akihiko Ito (April 13, 1961)  Reelection  Number of years in office as a Director 3 years	_	Joined the Company Manager of the Third Section, Non-ferrous metals Dept. General Manager of Nagoya Branch Deputy General Manager in control of a Department General Manager in control of a Department Executive Officer Senior Corporate Officer in charge of a Department Director and Senior Corporate Officer in charge of a Department Director and Managing Executive Officer in charge of Non-ferrous metals Dept. (current position) Oncurrent positions outside the Company METAL ACT Co., Ltd.	24,200 shares		

# Reasons for nomination as candidate for Director

Akihiko Ito has been nominated as a candidate for Director because of his abundant knowledge of strategy and management, particularly overseas, acquired over many years of experience in the Iron and Steel Dept. and the Nonferrous metals Dept. The Company has judged that he will contribute to expanding the Group's businesses in Japan and overseas and enhancing the Group's corporate value.

Candidate No.	Name (date of birth)	Career sumr	nary, position and responsibilities in the Company	Number of the Company's shares owned
		Mar. 1974	Joined HASEKO Corporation	
		Oct. 1989	Manager of Urban Environment Design Office,	
			Engineering Division of HASEKO Corporation	
		Apr. 2001	General Manager of Engineering Division of	
			HASEKO Corporation	
		June 2001	Director of HASEKO Corporation	
	Ikuo Oguri	June 2004	Managing Director of HASEKO Corporation	
	(May 11, 1950)	July 2006	Representative Director and Executive	
			Operating Officer, In Charge of Engineering of	
	Reelection		HASEKO Corporation	
	Outside	Apr. 2010	President and Representative Director of	1,500 shares
	Independent		HASEKO Corporation	1,500 shares
		Apr. 2014	Chairman and Representative Director of	
5	Number of years in office as an		HASEKO Corporation	
	Outside Director	Apr. 2020	Director and Executive Advisor of HASEKO	
	4 years		Corporation	
		June 2020	Executive Advisor of HASEKO Corporation	
			(current position)	
		June 2021	Outside Director of the Company (current	
			position)	
		_	oncurrent positions outside the Company	
		Executive Ad	visor of HASEKO Corporation	

The Company has nominated Ikuo Oguri as a candidate for Outside Director again, expecting him to provide advice on management decisions and supervise the execution of business operations from a practical and expert viewpoint, based on his extensive knowledge and wealth of experience cultivated through his experience in the engineering department and management at a general contractor and as an outside director at other companies.

Candidate No.	Name (date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned	
		Apr. 1981	Joined Kayaba Industry Co., Ltd. (currently KYB Corporation)		
		Feb. 2003	Managing Director of KYB Europe GmbH of KYB Corporation		
		Oct. 2011	General Manager of Marketing Division, Automotive Components Operations of KYB Corporation		
		Apr. 2016	Executive Officer of KYB Corporation		
	Hajime Sato (January 1, 1957)	May 2016	President of KYB (Thailand) Co., Ltd. of KYB Corporation		
	,	June 2018	Managing Executive Officer and Deputy		
	Reelection		General Manager of Automotive Components		
	Outside		Operations of KYB Corporation	2 100 ahama	
	Independent	Jan. 2020	Senior Managing Executive Officer and General Manager of Automotive Components	2,100 shares	
6	Number of years in office as an		Operations of KYB Corporation		
O	Outside Director 2 years	Apr. 2022	Executive Vice President and Executive Officer in Charge of Sales Division of KYB		
			Corporation		
		June 2022	Member of the Board of Directors, Executive Vice President and Executive Officer of KYB		
		June 2023	Corporation Outside Director of the Company (current position)		
		Significant co	oncurrent positions outside the Company		
	Reasons for nomination as candidate for Outside Director and outline of expected role  The Company has nominated Hajime Sato as a candidate for Outside Director again, expecting him to use his experience and knowledge to provide advice on management decisions and supervise the execution of business operations, based on his extensive knowledge and abundant experience in the sales division of an automobile parts				

Notes:

- 1. There is no special interest between any of the candidates and the Company.
- 2. Mr. Oguri and Mr. Sato are candidates for Outside Director.

charge of overseas operations.

3. The number of years in office shown for each candidate for Director refers to the number of years as of the conclusion of this Annual General Meeting of Shareholders.

manufacturer, as well as a wealth of international experience and management expertise acquired as a representative in

- 4. In accordance with Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, paragraph (1) of the same act. Liability for damages under this agreement is limited to the amount provided for in laws and regulations.
  - The Company has entered into a liability limitation agreement with Mr. Oguri and Mr. Sato and intends to continue the agreement if this proposal is approved and passed.
- 5. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages that may arise when the insured are held liable for the performance of their duties or are subject to claims related to the pursuit of such liability (however, certain exemptions apply, such as when an act is committed with the knowledge that it violates laws and regulations). The candidates shall be included in the insured parties in the insurance agreement if this proposal is approved and passed. The Company plans to renew the insurance agreement according to the same details at the time of renewal.
- 6. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Oguri and Mr. Sato have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Oguri and Mr. Sato is approved, the Company plans for their designation as independent officers to continue.
  - There is no special interest between Mr. Oguri and the Company. The Company has therefore judged that there is no risk of a conflict of interest between Mr. Oguri and general shareholders.
  - The value of the business transactions between KYB Corporation, where Mr. Sato previously worked, and the Company is less than 1% of the Company's consolidated net sales, and KYB Corporation does not hold any of the Company's shares. Therefore, its influence on the Company is considered insignificant. The Company has therefore judged that there is no risk of a conflict of interest between Mr. Sato and general shareholders.

7.	The Company received a recommendation and guidance from the Japan Fair Trade Commission pursuant to the Act against
	Delay in Payment of Subcontract Proceeds, etc. to Subcontractors as of April 21, 2025 during the term of office of Mr.
	Oguri and Mr. Sato as Outside Directors. Mr. Oguri and Mr. Sato have consistently expressed the need for strict legal
	compliance at meetings of the Board of Directors and other occasions, and after the violation of the relevant laws and
	regulations was recognized, they have fulfilled their responsibilities by providing advice on measures to prevent recurrence
	as well as other matters.

### **Proposal No. 3** Election of One Director Who Is an Audit and Supervisory Committee Member

Mikio Akaishi, Director who is an Audit and Supervisory Committee Member, will resign at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member.

The nominated Director who is an Audit and Supervisory Committee Member has been determined by the Board of Directors, based on the recommendations by the Nominating & Remuneration Committee. In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

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

Name (date of birth)	Caree	Number of the Company's shares owned	
Ken Kotani (September 12, 1946)  New election Outside Independent  Male  Number of years in office as an Outside Director 8 years	Apr. 1969 Apr. 1994 June 1998 June 2000 Apr. 2003 Apr. 2006 Apr. 2010 Apr. 2013 June 2015 June 2017 Significant co	Joined TOPY ENTERPRISES, LIMITED General Manager of Project Sales Department, Metal Construction Materials Division of TOPY ENTERPRISES, LIMITED Director of TOPY ENTERPRISES, LIMITED Managing Director of TOPY ENTERPRISES, LIMITED Senior Managing Director of TOPY ENTERPRISES, LIMITED Director and Vice President of TOPY ENTERPRISES, LIMITED President of TOPY ENTERPRISES, LIMITED Director and Counselor of TOPY ENTERPRISES, LIMITED Counselor of TOPY ENTERPRISES, LIMITED Outside Director of the Company (current position) Incurrent positions outside the Company	14,000 shares

# Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected role

The Company has nominated Ken Kotani as a candidate for Outside Director who is an Audit and Supervisory Committee Member, expecting him to continue to provide advice on management decisions and supervise the execution of business operations from the standpoint of an Audit and Supervisory Committee Member, since he has served as an Outside Director and as a Nominating & Remuneration Committee Member of the Company over many years, contributing to the strengthening of the Company's corporate governance.

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange, etc.

Notes:

- 1. Mr. Kotani is currently an Outside Director of the Company and will retire as an Outside Director at the conclusion of this Annual General Meeting of Shareholders due to the expiration of his term of office.
- 2. The Company received a recommendation and guidance from the Japan Fair Trade Commission pursuant to the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors as of April 21, 2025 during the term of office of Mr. Kotani as Outside Director. Mr. Kotani has consistently expressed the need for strict legal compliance at meetings of the Board of Directors and other occasions, and after the violation of the relevant laws and regulations was recognized, he has fulfilled his responsibilities by providing advice on measures to prevent recurrence, as well as other matters.
- 3. Mr. Kotani is a new candidate for Outside Director who is an Audit and Supervisory Committee Member.
- 4. There is no special interest between the candidate and the Company.
- 5. The number of years in office shown for the candidate for Director refers to the number of years as of the conclusion of this Annual General Meeting of Shareholders.
- 6. In accordance with Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, paragraph (1) of the same act. Liability for damages under this agreement is limited to the amount provided for in laws and regulations.
  - The Company has entered into a liability limitation agreement with Mr. Kotani and intends to continue the agreement if this proposal is approved and passed.
- 7. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages that may arise

when the insured are held liable for the performance of their duties or are subject to claims related to the pursuit of such liability (however, certain exemptions apply, such as when an act is committed with the knowledge that it violates laws and regulations). The candidate shall be included in the insured parties in the insurance agreement if this proposal is approved and passed. The Company plans to renew the insurance agreement according to the same details at the time of renewal.

8. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Kotani has been designated as an independent officer as provided for by the aforementioned exchange. If the election of Mr. Kotani is approved, the Company plans for his designation as an independent officer to continue.

Eight years have elapsed since Mr. Kotani retired from TOPY ENTERPRISES, LIMITED in June 2016, and he is no longer in a position to be influenced by that company's interests. The Company purchases less than 1% of supplies from TOPY ENTERPRISES, LIMITED or its Group companies, and there is no significant dependence. Moreover, that company does not hold any of the Company's shares. Therefore, its influence on the Company is considered insignificant. The Company has therefore judged that there is no risk of a conflict of interest between Mr. Kotani and general shareholders.

# <Reference> Main areas of experience and expertise of Directors (including Directors who are Audit and Supervisory Committee Members) after the General Meeting of Shareholders.

\* If all of the candidates listed in this Notice of Convocation are elected as originally proposed, each Director's main area of experience and expertise will be as follows:

mam area or empe	main area of experience and experiese will be as follows.							
Name	Gender	Corporate Management	Financial Accounting	Legal and Compliance	Business Investment	Sales and Marketing	Global	Manufacturing and Technology
Tetsuo Nozawa	Male	•			•	•		
Masami Urano	Male		•	•	•			
Kazunori Suga	Male				•	•	•	
Akihiko Ito	Male				•	•	•	
Ikuo Oguri	Male	•			•			•
Hajime Sato	Male	•				•	•	
Takahiro Mori	Male		•	•		•		
Ken Kotani	Male	•		•		•		
Ryoko Sugiyama	Female	•		•			•	

<sup>\*</sup> The above list does not represent all the knowledge and experience possessed by each individual.

### **Proposal No. 4** Election of Two Substitute Directors Who Are Audit and Supervisory Committee Members

The Company proposes to elect two substitute Directors who are Audit and Supervisory Committee Members to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The candidates for substitute Directors who are Audit and Supervisory Committee Members are as stated below. Mr. Sakao is a candidate for substitute Director for Mr. Mori, who is currently serving as a Director who is an Audit and Supervisory Committee Member as well as for Mr. Kotani, who is to be elected as a Director who is an Audit and Supervisory Committee Member subject to the approval and adoption of Proposal No. 3 "Election of One Director Who Is an Audit and Supervisory Committee Member" in its original form. Ms. Ochi is also a candidate for substitute Director for Ms. Sugiyama, who is currently serving as a Director who is an Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained with respect to this proposal.

Apr. 1987 Joined NAKAMURAYA CO., LTD. Oct. 1992 Joined Inoue Saito Eiwa Audit Corporation (currently KPMG AZSA LLC)  Mar. 1996 Established Sakao CPA Office Oct. 1996 Joined BUSINESS BANK CONSULTING (CO., LTD. (currently AI storm Co., Ltd.)  Male  Aug. 2004 President of App-Right Ltd. (currently App- Right CO., LTD.) (current position)  Significant concurrent positions outside the Company Representative Director of ITCPA (Information Technology Certified Public Accountant) (NPO)	Candidate No.	Name (date of birth)		Career summary		
Certified I dolle Accountaint) (NFO)	1	(March 12, 1965)	Oct. 1992  Mar. 1996 Oct. 1996  Aug. 2004  Significant correspondence of Representative	Joined Inoue Saito Eiwa Audit Corporation (currently KPMG AZSA LLC) Established Sakao CPA Office Joined BUSINESS BANK CONSULTING CO., LTD. (currently AI storm Co., Ltd.) President of App-Right Ltd. (currently App- Right CO., LTD.) (current position) concurrent positions outside the Company we Director of ITCPA (Information Technology	0 shares	

# Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected role

Eiji Sakao has been nominated because he possesses knowledge of accounting and finance acquired over many years as a certified public accountant. The Company has judged that, should he assume office as a Director who is an Audit and Supervisory Committee Member, he would be able to utilize his knowledge to provide effective advice for the Company's audit system. After his appointment, the Company expects him to utilize his expertise as an accountant to strengthen the supervisory function.

Candidate No.	Name (date of birth)		Career summary			
2	Takako Ochi (July 13, 1969) Female	Outside Audi Securities Co Outside Audi Corporation	Joined Arthur Andersen Eiwa Audit Corporation (currently KPMG AZSA LLC) Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Established Ochi Accounting Firm Established Takako Ochi Tax Accounting Firm Joined Koyama Medical and Welfare Group (current position) Outside Audit & Supervisory Board Member of J Trust Global Securities Co., Ltd. (current position) Joined SCS Global LLC (current position) Outside Audit & Supervisory Board Member of K.R.S. Corporation (current position) Outside Director serving as Audit & Supervisory Committee Member of Tomoe Engineering Co., Ltd. (current position) oncurrent positions outside the Company t & Supervisory Board Member of J Trust Global, Ltd. t & Supervisory Board Member of K.R.S.	Company's shares owned  0 shares		
	Member of Tomoe Engineering Co., Ltd.  Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory  Committee Member and outline of expected role					
	management other than by servi	ng as an Outsido	ite the absence of past experience of being directly in e Officer, she possesses knowledge of accounting an i. The Company has judged that, should she assume	d finance acquired		

Notes:

1. There is no special interest between any of the candidates and the Company.

accountant to strengthen the supervisory function.

It is proposed to elect Mr. Sakao and Ms. Ochi as candidates for substitute Outside Directors who are Audit and Supervisory Committee Members.

who is an Audit and Supervisory Committee Member, she would be able to utilize her knowledge to provide effective advice for the Company's audit system. After her appointment, the Company expects her to utilize her expertise as an

- 3. In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, paragraph (1) of the same act. Liability for damages under this agreement is limited to the amount provided for in laws and regulations. If this proposal is approved and passed, and Mr. Sakao and Ms. Ochi assume office as Directors who are Audit and Supervisory Committee Members, the Company intends to enter into this liability limitation agreement with them as Outside Directors.
- 4. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages that may arise when the insured are held liable for the performance of their duties or are subject to claims related to the pursuit of such liability (however, certain exemptions apply, such as when an act is committed with the knowledge that it violates laws and regulations). If this proposal is approved and passed, and Mr. Sakao and Ms. Ochi assume office as Directors who are Audit and Supervisory Committee Members, they shall be included in the insured parties in the insurance agreement.
- 5. Mr. Sakao and Ms. Ochi satisfy the requirements for an independent officer as provided for by the Tokyo Stock Exchange. If Mr. Sakao and Ms. Ochi assume office as Directors who are Audit and Supervisory Committee Members, the Company intends to register them as independent officers with the aforementioned exchange.