

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.  
In the event of any discrepancy between this document and the Japanese original, the original shall prevail.*

Securities code: 3106

June 7, 2024

To our shareholders:

Haruya Fujita  
President

**KURABO INDUSTRIES LTD.**

7-1, Honmachi, Kurashiki, Okayama

(Osaka Head Office: 4-31, 2-chome, Kyutaro-machi, Chuo-ku, Osaka)

### **NOTICE OF THE 216th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby announce the 216th Ordinary General Meeting of Shareholders of KURABO INDUSTRIES LTD. (the “Company”), which will be held as indicated below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format (electronic provision measures matters) and posted them as the “NOTICE OF THE 216th ORDINARY GENERAL MEETING OF SHAREHOLDERS and informational materials for the general meeting of shareholders” on the Company’s website. Please access the Company’s website below to confirm the information.

The Company website:

<https://www.kurabo.co.jp/ir/shareholdersmeeting/> (in Japanese)

In addition to the Company’s website above, electronic provision measures matters are also made available on each of the following websites.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3106/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

(To confirm the information at the TSE website (Listed Company Search), please access the URL above, enter or search for the issue name (company name) or securities code, and select “Basic information” and “Documents for public inspection/PR information.”)

Given that you are able to exercise your voting rights beforehand without attending the meeting by doing so in writing or via the Internet, etc. **please take all possible efforts to exercise your voting rights beforehand.** When exercising your votes beforehand, the Company asks you to review the Reference Documents for the Ordinary General Meeting of Shareholders, read the Instructions for exercising voting rights on pages 3 to 4, and **exercise your voting rights by 6:00 p.m., Monday, June 24, 2024 (Japan Standard Time).**

## Meeting Details

**1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** KURASHIKI IVY SQUARE  
7-2, Honmachi, Kurashiki, Okayama

### 3. Purposes:

#### Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 216th fiscal year (from April 1, 2023 to March 31, 2024) and Reports of Audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 216th fiscal year (from April 1, 2023 to March 31, 2024)

#### Matters to be resolved:

**Proposal 1:** Appropriation of Surplus for the 216th Fiscal Year

**Proposal 2:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal 3:** Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

### 4. Other Matters Concerning the Meeting:

- (1) If you do not indicate your approval or disapproval of the proposals in your vote, the Company will assume that you have voted in favor of the proposals.
- (2) If you exercise your voting rights more than once via the Internet, etc. the last exercise will be deemed valid.
- (3) If you exercise your voting rights both by mail and via the Internet, etc. the one exercised via the Internet, etc. will be deemed valid.
- (4) In the event that you exercise your voting rights diversely, you are required to send notice providing the details and reasons. Please note that you must ensure the notice arrives three (3) days prior to the day of the Ordinary General Meeting of Shareholders.

\* For those attending, please present the enclosed voting form at the reception desk on arrival at the meeting.

\* In the event that any revision is made to an electronic provision measures matter, a statement to that effect, and the matter before and after the revision will be posted on each of the above website on the Internet.

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**Instructions for exercising voting rights**

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**To institutional investors**  
Institutional investors may use the  
“Electronic Platform to Exercise Voting  
Rights” operated by ICJ, Inc.

**Exercising voting rights by mail**

**Deadline: To be valid, votes must be received by 6:00 p.m., Monday, June 24, 2024 (Japan Standard Time)**

**Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the form to us.**

If you do not indicate your approval or disapproval of the proposals, the Company will assume that you have voted in favor of the proposals.

**Exercising voting rights via the Internet**

**Deadline: To be valid, votes must be received by 6:00 p.m., Monday, June 24, 2024 (Japan Standard Time)**

**Please read the following page and indicate your vote of approval or disapproval of each proposal through the voting website.**

If you exercise your voting rights more than once via the Internet using a PC and a smartphone, etc., the last vote will be deemed valid.

- If you exercise your voting rights both by mail and via the Internet, etc. the one exercised via the Internet, etc. will be deemed valid.
- In the event that you exercise your voting rights diversely, you are required to send notice providing the details and reasons. Please note that you must ensure the notice arrives three (3) days prior to the day of the Ordinary General Meeting of Shareholders.

## Instruction for Exercise of Voting Rights via the Internet

### Scanning QR code

You can simply login to the voting website without entering your login ID and temporary password printed on the Voting Form.

1. Please scan the QR code located on the right side of the Voting Form.

\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Indicate your approval or disapproval by following the instructions on the screen.

### Entering login ID and temporary password

Voting Website:  
<https://evote.tr.mufg.jp/> (in Japanese)

1. Please access the Voting Website.

2. Enter your “login ID” and “temporary password” printed on the Voting Form.

3. Indicate your approval or disapproval by following the instructions on the screen.

**In case you need instructions for how to operate your personal computer/smartphone in order to exercise your voting rights via the Internet, please contact:**

**Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation**

**Tel: 0120-173-027**

(Toll free only from Japan / Hours: 9:00 a.m. to 9:00 p.m. JST)

**Instructions for Accessing Streamed Video  
After the 216th Ordinary General Meeting of Shareholders**

The matters reported on the day of the Ordinary General Meeting of Shareholders and other such content will be made available in video streaming format for a certain period of time via the Company's website (link below) as soon as possible upon conclusion of the meeting and once preparations are made.

We appreciate your understanding with respect to our need to film the meeting proceedings, and furthermore hope that shareholders who do not attend in person on the meeting day will take advantage of this access.

The Company's website (<https://www.kurabo.co.jp/ir/shareholdersmeeting/>) (in Japanese)

**<Period of online availability>**

From July 8, 2024, until October 31, 2024 (tentative)

Note: The period of online availability is subject to change due to certain circumstances.

**<Notes>**

- Shareholders are to assume all costs and charges incurred for online access to the content.
- Please note that we will take steps to ensure privacy and avoid filming shareholders in attendance when filming the meeting, and accordingly intend to edit the streamed video in cases where shareholders inadvertently appear in the footage.
- Online availability of the meeting footage is subject to change or cancellation due to certain circumstances.
- The streamed video to be posted after the meeting will be offered in Japanese only.

## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposals and Reference Matters

#### **Proposal 1: Appropriation of Surplus for the 216th Fiscal Year**

The Company regards the return of profits to its shareholders as one of its key priorities, and continuous and stable distribution of dividend is basic policy. In order to determine a specific amount of the dividend, the Company takes into account comprehensively profit conditions, corporate strength and dividend payout ratio, etc. from medium to long term perspective. In accordance with the above policy, the year-end dividend for the 216th fiscal year is proposed to be ¥60.00 per share as follows, in consideration of the trend of business results and other factors. Accordingly, including the interim dividend of ¥40.00 per share, the annual dividend for the 216th fiscal year will be ¥100.00 per share, a ¥30.00 increase compared with the annual dividend for the previous fiscal year.

#### **Matters concerning the year-end dividend**

- i) Type of dividend property:  
Cash
- ii) Allocation of dividend assets to be paid to shareholders and total dividend amount:  
¥60.00 per share of common stock of the Company  
Total amount: ¥1,086,136,320
- iii) Effective date of dividends from surplus:  
June 26, 2024

**Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

As the term of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) is to expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes to elect seven (7) Directors.

The candidates for Director are as follows.

Nomination of the candidates for Director has been decided based on reports from the Nomination and Remuneration Advisory Committee, which the Company voluntarily established.

No.	Name	Current positions and areas of responsibility in the Company	Board of Directors Meeting Attendance
1	Haruya Fujita Reelection	Representative Director, President	15/15 (100%)
2	Atsushi Kitabatake Reelection	Representative Director, Director, Senior Managing Executive Officer Responsibility General Manager, Textile Business Division	15/15 (100%)
3	Toshio Baba Reelection	Representative Director, Director, Senior Managing Executive Officer Responsibility General Manager, Chemical Products Division	15/15 (100%)
4	Kenshi Kawano Reelection	Director, Managing Executive Officer Responsibility General Manager, Advanced Technology Division	15/15 (100%)
5	Shinji Nishigaki Reelection	Director, Managing Executive Officer Responsibility Manager, Industrial Materials Sales Department, Chemical Products Division	12/12 (100%)
6	Susumu Inaoka Reelection	Director, Executive Officer Responsibility Officer in charge of Managerial Planning Department, Personnel Department, Environment & Construction Department, Intellectual Property Department and Technical Research Laboratory	15/15 (100%)
7	Hiroshi Fujii Reelection	Director, Executive Officer Responsibility Officer in charge of Finance & Accounting Department, System & EDP Department, General Administration Department and Estate Promotion Department	15/15 (100%)

Note: Regarding the Board of Director Meeting attendance of Mr. Shinji Nishigaki, the total number of Board of Director Meetings counted is different from that of other candidates for Director because he was elected for a Director at the Ordinary General Meeting of Shareholders held on June 29, 2023.

<b>1 Haruya Fujita</b>		Date of birth: July 26, 1958	<b>Reelection</b>
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
17,700 shares	None	None	15/15

**Career summary**  
**(positions and areas of responsibility in the Company)**

Apr. 1983	Joined the Company
Jun. 2012	Director, Executive Officer of the Company
Jun. 2013	Director, Managing Executive Officer of the Company
Jun. 2014	Representative Director, President of the Company (to present)

**Reasons for appointing as a candidate for Director**

Mr. Haruya Fujita assumed the position of Director of the Company in June 2012, and as Representative Director and President since June 2014 he has demonstrated outstanding management capability, facilitating the enhancement of corporate value. The Company has appointed Mr. Fujita as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.

<b>2 Atsushi Kitabatake</b>		Date of birth: January 11, 1960	<b>Reelection</b>
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
6,800 shares	None	None	15/15

**Career summary**  
**(positions and areas of responsibility in the Company)**

Apr. 1982	Joined the Company
Apr. 2006	Manager, Textile Materials Sales Department of the Company
Jun. 2013	Executive Officer of the Company
Jun. 2014	Director, Executive Officer of the Company
Jun. 2017	Representative Director, Director, Managing Executive Officer of the Company
Jun. 2022	Representative Director, Director, Senior Managing Executive Officer of the Company (to present)

**Reasons for appointing as a candidate for Director**

Mr. Atsushi Kitabatake assumed the position of Director of the Company in June 2014 and Representative Director in June 2017, he has drawn on his wealth of experience and knowledge in all aspects of textile business as the Director in charge of the textile business, facilitating the enhancement of corporate value. The Company has appointed Mr. Kitabatake as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.

(General Manager, Textile Business Division)



3 Toshio Baba		Date of birth: June 9, 1959		<b>Reelection</b>
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance	
6,400 shares	None	None	15/15	
<b><u>Career summary</u></b> <b><u>(positions and areas of responsibility in the Company)</u></b>		<b>Reasons for appointing as a candidate for Director</b>		
Apr. 1982	Joined the Company	Mr. Toshio Baba assumed the position of Director of the Company in June 2014 and Representative Director in June 2017, he has drawn on his wealth of experience and knowledge in all aspects of chemical products business as the Director in charge of the chemical products business, facilitating the enhancement of corporate value. The Company has appointed Mr. Baba as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.		
Oct. 2004	Manager, Industrial Materials Sales Department of the Company			
Jun. 2012	Executive Officer of the Company			
Jun. 2014	Director, Executive Officer of the Company			
Jun. 2017	Representative Director, Director, Managing Executive Officer of the Company			
Jun. 2022	Representative Director, Director, Senior Managing Executive Officer of the Company (to present)			
(General Manager, Chemical Products Division)				

4 Kenshi Kawano		Date of birth: March 19, 1962		<b>Reelection</b>
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance	
6,200 shares	None	None	15/15	
<b><u>Career summary</u></b> <b><u>(positions and areas of responsibility in the Company)</u></b>		<b>Reasons for appointing as a candidate for Director</b>		
Apr. 1985	Joined the Company	Mr. Kenshi Kawano assumed the position of Director of the Company in June 2017, and since then he has drawn on his wealth of experience and knowledge in all aspects of advanced technology business as the Director in charge of advanced technology business, facilitating the enhancement of corporate value. The Company has appointed Mr. Kawano as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.		
Apr. 2011	Manager, Hong Kong Branch of the Company and President of Kurabo Denim (HK) Limited			
Sep. 2013	Manager, Hong Kong Branch of the Company			
Apr. 2014	Assistant to Manager, Managerial Planning Department of the Company			
Jun. 2014	Executive Officer of the Company			
Jun. 2017	Director, Executive Officer of the Company			
Jun. 2020	Director, Managing Executive Officer of the Company (to present)			
(General Manager, Advanced Technology Division)				

5 Shinji Nishigaki		Date of birth: July 11, 1962	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
3,300 shares	None	None	12/12

**Career summary**

**(positions and areas of responsibility in the Company)**

Apr. 1986	Joined the Company
Jun. 2014	Manager, Industrial Materials Sales Department of the Company (to present)
Apr. 2018	Manager, Industrial Materials Sales Department and Manager, KUMAMOTO Office and R&D Center of the Company
Jun. 2018	Executive Officer of the Company
Jun. 2022	Managing Executive Officer of the Company
Jun. 2023	Director, Managing Executive Officer of the Company (to present)

(Manager, Industrial Materials Sales Department, Chemical Products Division)

**Reasons for appointing as a candidate for Director**

Mr. Shinji Nishigaki assumed the position of Director of the Company in June 2023, and since then he has demonstrated outstanding management capability in all aspects of chemical products business, in particular, as the Director in charge of high-performance resin products for semiconductor manufacturing equipment, a growth and priority business for the Company, facilitating the enhancement of corporate value. The Company has appointed Mr. Nishigaki as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.

6 Susumu Inaoka		Date of birth: June 3, 1960	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
7,100 shares	None	None	15/15

**Career summary**

**(positions and areas of responsibility in the Company)**

Apr. 1983	Joined the Company
May 2007	Manager, Chemical Products Administration Department of the Company
Jun. 2010	Standing Auditor of the Company
Jun. 2014	Director, Executive Officer of the Company (to present)

(Officer in charge of Managerial Planning Department, Personnel Department, Environment & Construction Department, Intellectual Property Department and Technical Research Laboratory)

**Reasons for appointing as a candidate for Director**

Mr. Susumu Inaoka assumed the position of Director of the Company in June 2014, and since then he has drawn on his wealth of experience and knowledge in managerial planning, personnel policy, intellectual property strategy and R&D, etc. as the Director in charge of managerial planning, personnel, environment and construction, intellectual property and the Technical Research Laboratory, facilitating the enhancement of corporate value. The Company has appointed Mr. Inaoka as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.

7 Hiroshi Fujii		Date of birth: September 22, 1960	Reelection
Number of the Company's shares held	Special interest with the Company	Important concurrent positions	Board of Directors Meeting Attendance
7,600 shares	None	None	15/15

<b>Career summary (positions and areas of responsibility in the Company)</b>		<b>Reasons for appointing as a candidate for Director</b>
Apr. 1983	Joined the Company	Mr. Hiroshi Fujii assumed the position of Director of the Company in June 2016, and since then he has drawn on his wealth of experience and knowledge in operations related to finance and accounting, systems, legal affairs, risk management, and real estate as the Director in charge of finance and accounting, system & EDP, and general administration departments, and real estate business, facilitating the enhancement of corporate value. The Company has appointed Mr. Fujii as a candidate for Director, judging that he is a talented individual who is capable of continuing to manage the whole Group appropriately as a Director to contribute to the further enhancement of corporate value.
Apr. 2011	Manager, Finance & Accounting Department of the Company	
Jun. 2013	Executive Officer of the Company	
Jun. 2016	Director, Executive Officer of the Company (to present)	
(Officer in charge of Finance & Accounting Department, System & EDP Department, General Administration Department and Estate Promotion Department)		

Note: The Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The individuals in this proposal, comprising Mr. Haruya Fujita, Mr. Atsushi Kitabatake, Mr. Toshio Baba, Mr. Kenshi Kawano, Mr. Shinji Nishigaki, Mr. Susumu Inaoka and Mr. Hiroshi Fujii, each of whom is currently a Director of the Company, are included in the policy as insureds. Under this insurance policy, compensation for damages and litigation expenses, etc. for which those insured become responsible as a result of claims for damages arising from their actions performed as Directors (including nonfeasance) will be covered, and the Company pays all insurance premiums for those insured. In the event that the re-election of them is approved under this proposal, they will remain insured under said insurance policy. The aforementioned insurance policy is scheduled to be renewed with the same terms and conditions in July 2024.

### Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee was involved in the election and remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members, hereinafter the same) of the Company, with all Audit and Supervisory Committee Members attending at the Nomination and Remuneration Advisory Committee for voicing opinions and reviewing matters including the contents of the report from the Nomination and Remuneration Advisory Committee to the Board of Directors.

The election as well as remuneration of Directors has been proposed, deliberated and decided in line with the Kurabo Corporate Governance Guidelines. It is believed that the procedures for making decisions on the election as well as remuneration of Directors were appropriate while the detail and contents thereof were reasonable.

**Proposal 3: Election of Four (4) Directors Who Are Audit and Supervisory Committee Members**

As the term of office of Directors Mr. Osamu Okada, Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura are to expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes to elect four (4) Directors who are Audit and Supervisory Committee Members.

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

Nomination of the candidates for Directors who are Audit and Supervisory Committee Members has been decided based on reports from the Nomination and Remuneration Advisory Committee, which the Company voluntarily established. With respect to the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent has been obtained from the Audit and Supervisory Committee.

No.	Name	Current positions and areas of responsibility in the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance
1	Osamu Okada Reelection	Director (Full-time Audit and Supervisory Committee Member)	15/15 (100%)	13/13 (100%)
2	Teppei Mogi Reelection Outside Independent	Outside Director (Audit and Supervisory Committee Member)	15/15 (100%)	13/13 (100%)
3	Daisuke Shinkawa Reelection Outside Independent	Outside Director (Audit and Supervisory Committee Member)	15/15 (100%)	13/13 (100%)
4	Motohide Nishimura Reelection Outside Independent	Outside Director (Audit and Supervisory Committee Member)	15/15 (100%)	13/13 (100%)

1 Osamu Okada		Date of birth: October 21, 1960		Reelection
Number of the Company's shares held	Special interest with the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance	
9,100 shares	None	15/15	13/13	
Important concurrent positions				
None				
<b><u>Career summary (positions and areas of responsibility in the Company)</u></b>		<b>Reasons for appointing as a candidate for Director (Audit and Supervisory Committee Member)</b>		
Apr. 1984	Joined the Company	Mr. Osamu Okada assumed the position of Director (Full-time Audit and Supervisory Committee Member) of the Company in June 2016, and as a Full-time Audit and Supervisory Committee Member, has enhanced the effectiveness of audit by cooperating with Auditing Department, properly auditing and supervising the execution of duties by Directors. The Company has appointed Mr. Okada as a candidate for Director (Audit and Supervisory Committee Member), judging that he is a talented individual who is capable of continuing to carry out his duties in an appropriate manner as a Director (Audit and Supervisory Committee Member).		
Jun. 2010	Manager, Personnel Department of the Company			
Jun. 2012	Executive Officer of the Company			
Jun. 2016	Director (Full-time Audit and Supervisory Committee Member) of the Company (to present)			

2	<b>Tepei Mogi</b>	Date of birth: October 17, 1958	Reelection	Outside	Independent
Number of the Company's shares held		Special interest with the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance	
0 shares		None	15/15	13/13	
Important concurrent positions					
<p>Outside Director (Audit and Supervisory Committee Member) of NIITAKA Co., Ltd.          Managing Director of Japan Association of Arbitrators          Managing Partner of Oh-Ebashi LPC &amp; Partners          Partner of Oh-Ebashi Law Firm</p>					
<b>Career summary</b>			<b>Reasons for appointing as a candidate for Outside Director (Audit and Supervisory Committee Member)</b>		
<b>(positions and areas of responsibility in the Company)</b>					
Apr. 1989	Registered as an attorney at law (Osaka Bar Association) Joined Oh-Ebashi Law Firm		<p>Although in the past Mr. Tepei Mogi has not been involved in the management of a company in a manner other than serving as an outside director or outside auditor, he has been engaged in corporate legal affairs for many years as an attorney at law. The Company has appointed Mr. Mogi as a candidate for Outside Director (Audit and Supervisory Committee Member), judging that he is capable of continuing to properly audit and supervise the execution of duties by Directors from an objective and independent perspective as an Outside Director (Audit and Supervisory Committee Member).</p>		
Jul. 1992	Service at Brussels Office of Cleary, Gottlieb, Steen & Hamilton LLP				
Jan. 1993	Service at Rotterdam Office of De Brauw Blackstone Westbroek				
Apr. 1994	Partner of Oh-Ebashi Law Firm (to present)				
Aug. 2002	Partner of Oh-Ebashi LPC & Partners				
Apr. 2004	Professor of Kwansei Gakuin University Law School				
Apr. 2010	Part-time lecturer of Kwansei Gakuin University Law School				
Aug. 2014	Outside Auditor of NIITAKA Co., Ltd.				
Jun. 2015	Auditor of the Company				
Aug. 2015	Outside Director (Audit and Supervisory Committee Member) of NIITAKA Co., Ltd. (to present)				
Jun. 2016	Director (Audit and Supervisory Committee Member) of the Company (to present)				
Mar. 2022	Managing Director of Japan Association of Arbitrators (to present)				
Feb. 2023	Managing Partner of Oh-Ebashi LPC & Partners (to present)				

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**Role expected to be performed by Outside Director**

- Utilizing his experience of having been engaged in corporate legal affairs for many years as an attorney at law in relation to decision-making by the Board of Directors that leads to active management of the business aimed at enhancing corporate value, and auditing and supervising the execution of duties by Directors and Executive Officers from an objective perspective that is independent from senior executives.
- Contributing in his role as a member of the Nomination and Remuneration Advisory Committee to ensuring the objectivity and transparency with which the nomination and remuneration of officers is determined, and strengthening accountability.

**Matters regarding independence**

Mr. Teppei Mogi meets the requirements of our internal regulation of “Criteria for Independence of Outside Directors” and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange. Therefore, the Company has judged that he is an Outside Director who is unlikely to have a conflict of interest with general shareholders.

The Company has not entered into an advisory agreement with Oh-Ebashi LPC & Partners where Mr. Mogi is a managing partner or with Oh-Ebashi Law Firm where Mr. Mogi is a partner. While the Company receives advice on individual deals based on the expert knowledge of said law firms, an attorney at law other than Mr. Mogi is in charge of the Company. Moreover, the ratio of the total remuneration amount that said law firms receive to the Company’s average payment amount in the last three fiscal years is less than 0.1% of the law firms’ total annual received remuneration in each fiscal year. As that does not exceed the limit of 2% of the total annual remuneration amount received as stipulated in the Company’s “Criteria for Independence of Outside Directors,” these relations will have no effect on his independence.

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<b>3 Daisuke Shinkawa</b>		Date of birth: April 28, 1964	<b>Reelection</b>	<b>Outside</b>	<b>Independent</b>
Number of the Company's shares held	Special interest with the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance		
0 shares	None	15/15	13/13		
<b>Important concurrent positions</b>					
Outside Director (Audit and Supervisory Committee Member) of SHIMA SEIKI MFG., LTD. Representative partner of Hokuto & Co.					
<b>Career summary (positions and areas of responsibility in the Company)</b>			<b>Reasons for appointing as a candidate for Outside Director (Audit and Supervisory Committee Member)</b>		
May 1991	Registered as a certified public accountant	Although in the past Mr. Daisuke Shinkawa has not been involved in the management of a company in a manner other than serving as an outside director or outside auditor, he has wealth of experience and high level of accounting knowledge as a certified public accountant. The Company has appointed Mr. Shinkawa as a candidate for Outside Director (Audit and Supervisory Committee Member), judging that he is capable of continuing to properly audit and supervise the execution of duties by Directors from an objective and independent perspective as an Outside Director (Audit and Supervisory Committee Member).			
Aug. 1991	Registered as a certified tax accountant				
Apr. 2002	Established Hokuto & Co. Partner of Hokuto & Co.				
Jan. 2003	Representative partner of Hokuto & Co. (to present)				
Jun. 2012	Outside Corporate Auditor of SHIMA SEIKI MFG., LTD.				
Jun. 2016	Director (Audit and Supervisory Committee Member) of the Company (to present)				
Jun. 2020	Outside Director (Audit and Supervisory Committee Member) of SHIMA SEIKI MFG., LTD. (to present)				
<b>Role expected to be performed by Outside Director</b>			<b>Matters regarding independence</b>		
<ul style="list-style-type: none"> <li>Utilizing his abundant experience and superior accounting knowledge as a certified public accountant in relation to decision-making by the Board of Directors that leads to active management of the business aimed at enhancing corporate value, and auditing and supervising the execution of duties by Directors and Executive Officers from an objective perspective that is independent from senior executives.</li> <li>Contributing in his role as a member of the Nomination and Remuneration Advisory Committee to ensuring the objectivity and transparency with which the nomination and remuneration of officers is determined, and strengthening accountability.</li> </ul>			Mr. Daisuke Shinkawa meets the requirements of our internal regulation of "Criteria for Independence of Outside Directors" and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange. Therefore, the Company has judged that he is an Outside Director who is unlikely to have a conflict of interest with general shareholders.		



4 Motohide Nishimura		Date of birth: July 6, 1955	Reelection	Outside	Independent
Number of the Company's shares held	Special interest with the Company	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance		
0 shares	None	15/15	13/13		
Important concurrent positions					
Representative Director, President of SENSHU ELECTRIC CO., LTD.					
<b>Career summary (positions and areas of responsibility in the Company)</b>			<b>Reasons for appointing as a candidate for Outside Director (Audit and Supervisory Committee Member)</b>		
Apr. 1978	Joined Okasan Securities Co., Ltd.	Mr. Motohide Nishimura has an experience of being engaged in management for many years. The Company has appointed Mr. Nishimura as a candidate for Outside Director (Audit and Supervisory Committee Member), judging that he is capable of continuing to properly audit and supervise the execution of duties by Directors from an objective and independent perspective as an Outside Director (Audit and Supervisory Committee Member).			
Aug. 1995	Advisor of SENSHU ELECTRIC CO., LTD.				
Jan. 1996	Director, Deputy General Manager of Marketing Div. and International Div. of SENSHU ELECTRIC CO., LTD.				
Jan. 1997	Managing Director, Deputy General Manager of Administration Div. of SENSHU ELECTRIC CO., LTD.				
Jan. 1998	Senior Managing Director, General Manager of Marketing Div. and Marketing Administration Div. of SENSHU ELECTRIC CO., LTD.				
Jan. 2000	Representative Director, President of SENSHU ELECTRIC CO., LTD. (to present)				
Jun. 2018	Director (Audit and Supervisory Committee Member) of the Company (to present)				
<b>Role expected to be performed by Outside Director</b>			<b>Matters regarding independence</b>		
<ul style="list-style-type: none"> <li>Utilizing his experience of having been engaged in corporate management for many years in relation to decision-making by the Board of Directors that leads to active management of the business aimed at enhancing corporate value, and auditing and supervising the execution of duties by Directors and Executive Officers from an objective perspective that is independent from senior executives.</li> <li>Contributing in his role as a member of the Nomination and Remuneration Advisory Committee to ensuring the objectivity and transparency with which the nomination and remuneration of officers is determined, and strengthening accountability.</li> </ul>			Mr. Motohide Nishimura meets the requirements of our internal regulation of "Criteria for Independence of Outside Directors" and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange. Therefore, the Company has judged that he is an Outside Director who is unlikely to have a conflict of interest with general shareholders.		

- Notes:
1. Matters regarding Outside Directors
    - (i) Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura are candidates for Outside Director.

If the re-election of Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura is approved, the Company will continue to register them as Independent Directors/Auditors to the Tokyo Stock Exchange. Our regulation of “Criteria for Independence of Outside Directors” is provided on Reference Documents for the Ordinary General Meeting of Shareholders.
    - (ii) Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura are currently Outside Directors (Audit and Supervisory Committee Members) of the Company. Their terms of office at the conclusion of this Ordinary General Meeting of Shareholders will be as follows:

Mr. Teppei Mogi	8 years
Mr. Daisuke Shinkawa	8 years
Mr. Motohide Nishimura	6 years
  2. Liability limitation agreement with Directors who do not execute business (Outside Directors)

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has currently entered into an agreement with Outside Directors Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by the applicable laws and regulations. If the re-election of Mr. Mogi, Mr. Shinkawa and Mr. Nishimura is approved, the Company will continue the said agreement with them.
  3. Directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The individuals in this proposal, comprising Mr. Osamu Okada, Mr. Teppei Mogi, Mr. Daisuke Shinkawa and Mr. Motohide Nishimura, each of whom is currently a Director who is an Audit and Supervisory Committee Member of the Company, are included in the policy as insureds. Under this insurance policy, compensation for damages and litigation expenses, etc. for which those insured become responsible as a result of claims for damages arising from their actions performed as Directors (including nonfeasance) will be covered, and the Company pays all insurance premiums for those insured. In the event that the re-election of them is approved under this proposal, they will remain insured under said insurance policy. The aforementioned insurance policy is scheduled to be renewed with the same terms and conditions in July 2024.

**Criteria for Independence of Outside Directors (Reference)**

The Company has established the Criteria for Independence of Outside Directors<sup>[i]</sup> as follows to secure the objectivity and transparency needed to strengthen corporate governance. In the event that an Outside Director falls under any of the following, he/she will be deemed as not sufficiently independent.

1. An executive<sup>[iii]</sup> of the Company or one of its subsidiaries (hereinafter, collectively referred to as the “Group”)
2. A current major shareholder<sup>[iii]</sup> of the Company (in the event that the major shareholder is an organization that is a corporation, partnership, etc., an executive of said organization)
3. An executive of a corporation of which the Group is a major equity holder (a party that directly or indirectly holds 10% or more of the total voting rights)
4. A major client<sup>[iv]</sup> of the Group, or an executive of a major client
5. A party whose major client is the Group<sup>[v]</sup>, or an executive of said party
6. A party belonging to the auditing firm that is the accounting auditor of the Group
7. An executive of the Company’s lead-manager securities company
8. A consultant, accountant, or legal professional who has been paid substantial amounts of money or other financial benefits<sup>[vi]</sup> other than officers’ remuneration paid by the Group (in the event that the party being paid said financial benefits is an organization such as a law office, auditing firm, or consultant firm that is a corporation, partnership, etc., a party belonging to said organization)
9. A party who receives substantial donations<sup>[vii]</sup> from the Group (in the event that the party who receives said substantial donations is an organization that is a corporation, partnership, etc., a party belonging to said organization)
10. A party whose close relative<sup>[viii]</sup> falls under any of the above items from 1 to 9 (however, aside from the above item 1, this is limited to important person<sup>[ix]</sup>)
11. A party that has fallen under any of the above items from 2 to 9 in the last three years  
For the above item 1, a party that has fallen under the item in the last ten years
12. Any other party for whom a conflict of interest is likely to arise with general shareholders, and whose circumstances are reasonably judged to prevent the party from performing duties as an independent Outside Director

- [i] “Outside Director” refers to an outside director as defined in Article 2, item 15 of the Companies Act.
- [ii] “Executive” refers to an executive director, executive, executive officer, other equivalent person, or other employee.
- [iii] “Major shareholder” refers to a shareholder that holds, in their name or another person’s name, 10% or more of voting rights at the end of the Company’s most recent fiscal year.
- [iv] “Major client” refers to one of the following:
  - (1) A client to which the Group is providing products, etc., and whose transaction amount has been more than 2% of the Company’s consolidated net sales in one of the Company’s last four fiscal years.
  - (2) A financial institution from which the Group is borrowing funds, and whose balance of loans is more than 2% of the Company’s consolidated total assets at the end of the Company’s most recent fiscal year.
- [v] “A party whose major client is the Group” refers to a party that provides products, etc., to the Group and for which the Company’s transaction amount has been more than 2% of the party’s consolidated net sales in one of its last four fiscal years.
- [vi] An amount is a “Substantial amounts of money or other financial benefits” in one of the following situations:
  - (1) In that event that said specialist is an individual and the total amount of said financial benefits, excluding officers’ remuneration, received from the Group is more than ¥10 million per year on average over the course of the Company’s last three fiscal years.
  - (2) In that event that said specialist is an organization that is a corporation, partnership, etc., and the total amount of said financial benefits received from the Group is more than 2% of said organization’s total annual revenues on average over the course of the Company’s last three fiscal years.
- [vii] “Substantial donations” refers to a donation from the Group that is more than ¥10 million per year on average over the course of the Company’s last three fiscal years.
- [viii] “Close relative” refers to a spouse or a relative who is within the second degree of kinship.
- [ix] “Important person” refers to an employee that holds a senior management position such as executive director, executive, executive officer, general manager or above.

### Skills Matrix of Directors of the Company (Reference)

If Proposal 2 and Proposal 3 are approved and adopted as proposed, the composition of the Board of Directors of the Company after the Ordinary General Meeting of Shareholders and the expertise and experience possessed by them will be as follows.

Name	Attribute	Gender	Expertise and Experience Possessed by the Directors								
			Corporate management	Personnel	Sales & Marketing	Finance & Accounting	Legal Affairs & Risk Management	ESG	Manufacturing Research & Technical Development	Global Experience	
Directors	Haruya Fujita	Inside	Male	○		○		○	○	○	○
	Shinji Nishigaki	Inside	Male	○		○		○	○	○	
	Atsushi Kitabatake	Inside	Male	○		○			○		
	Toshio Baba	Inside	Male	○		○			○		
	Kenshi Kawano	Inside	Male	○		○			○	○	○
	Susumu Inaoka	Inside	Male	○	○			○	○	○	
	Hiroshi Fujii	Inside	Male	○			○	○	○		○
Directors Who Are Audit and Supervisory Committee Members	Osamu Okada	Inside	Male		○		○	○	○		○
	Tepei Mogi	Outside Independent	Male					○	○		○
	Daisuke Shinkawa	Outside Independent	Male				○	○	○		
	Motohide Nishimura	Outside Independent	Male	○		○			○		○
	Misako Tanizawa	Outside Independent	Female				○	○	○		

\*1 The above table presents only the main expertise and experience possessed by each Director, and it does not represent the entirety of their expertise and experience.

2 Independence refers to independent outside Directors who meet the requirements of our internal regulation of “Criteria for Independence of Outside Directors” and of an Independent Director/Auditor pursuant to Article 436-2 of the Securities Listing Regulation of the Tokyo Stock Exchange.