

March 4, 2026

To Our Shareholders:

20 Umegahata, Inokura-Cho, Ayabe, Kyoto

**NITTOSEIKO CO., LTD.**

Makoto Araga, President

## **Notice of the 120th Annual Meeting of Shareholders**

As always, we would like to start by thanking you for your continued support.

The Company would hereby like to inform shareholders that the Company's 120th Annual Meeting of Shareholders will be held as described below.

As the Annual Meeting of Shareholders has adopted Electronic Provision Measures, pursuant to Article 325-3 of the Companies Act, the items subject to Electronic Provision Measures are posted on our company website, so please visit the following website for your confirmation.

Our company website: [https://www.nittoseiko.co.jp/ir/Shareholders\\_Meeting.html](https://www.nittoseiko.co.jp/ir/Shareholders_Meeting.html)

The items of Electronic Provision Measures are posted on the website of the Tokyo Stock Exchange in addition to our company website. If you are unable to view the items of Electronic Provision Measures on our company website, please visit the following Tokyo Stock Exchange website (Listed Company Search), enter and search "Nittoseiko" in "Issue name (company name)" or our Securities Code "5957" in "Code," select "Basic information" and "Documents for public inspection/PR information," and then view the information listed on the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" page.

Tokyo Stock Exchange website (Listed Company Search)

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

**If you are unable to attend the meeting on the date, you may also exercise your voting rights via the Internet or in writing (by postal mail). We kindly request you to read the Reference Document for the Annual Meeting of Shareholders and exercise your voting rights in conformity with the guide below no later than 5 p.m. on Wednesday, March 25, 2026.**

1. **Date and time:** 1 p.m. on Thursday, March 26, 2026
2. **Venue:** Aya Terrace Hall, 35-1 Nishi Babashita, Aono-cho, Ayabe, Kyoto
3. **Purposes:**

**Items to be reported:**

1. The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Auditors for the 120th business period (January 1, 2025 to December 31, 2025)
2. The non-consolidated financial statements for the 120th business period (January 1, 2025 to December 31, 2025)

**Items to be resolved:**

- Item No. 1:** Appropriation of Retained Earnings
- Item No. 2:** Partial Amendment to the Articles of Incorporation
- Item No. 3:** Election of Nine (9) Directors
- Item No. 4:** Election of One (1) Auditor
- Item No. 5:** Election of One (1) Substitute Auditor

**4. Instructions on exercise of voting rights**

- (1) When exercising your voting rights via the Internet  
If you wish to exercise your voting rights via the Internet, etc., please read the “Instructions on exercising your voting rights via the Internet, etc.” below and exercise your voting rights by 5 p.m. on Wednesday, March 25, 2026.
- (2) When exercising your voting rights in writing (by postal mail)  
Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to us to arrive no later than 5 p.m. on Wednesday, March 25, 2026. If no approval or disapproval is indicated for each proposal, it will be treated as approved.
- (3) If you exercise your voting rights more than once  
If you exercise your voting rights both via the Internet, etc. and in writing (by postal mail), the exercise via the Internet will be treated as a valid exercise of voting rights. If you exercise your voting rights more than once via the Internet, etc., the last vote will be treated as a valid exercise of your voting rights.

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- ◎ When you attend the meeting, we kindly request that you submit the enclosed Voting Right Exercise Form to the receptionist at the venue.
- ◎ In accordance with laws and regulations and Article 18, Paragraph 2 of our company’s Articles of Incorporation, among the items of Electronic Provision Measures, the following items are not included in the documents to be delivered to shareholders who have requested the delivery of materials in paper-based format.
- (1) “Matters concerning the development of a system for ensuring the appropriateness of operations” in the business report
  - (2) “Overview of the status of operation of the system for ensuring the appropriateness of operations” in the business report
  - (3) “Consolidated Statement of Changes in Net Assets” in the Consolidated Financial Statements
  - (4) Consolidated Notes to Consolidated Financial Statements
  - (5) “Non-consolidated Statement of Changes in Net Assets” in the Financial Statements
  - (6) “Non-consolidated Notes” to Financial Statements
- Accordingly, the contents of these documents are part of the business report, consolidated and non-consolidated financial statements audited by the Auditors in preparing the Auditors’ Report, and the consolidated and non-consolidated financial statements audited by the Accounting Auditor in preparing the Accounting Auditors’ Report.
- ◎ If any amendment is made to the items of Electronic Provision Measures, a statement to that effect and the items before and after the amendment will be posted on our above company website and the Tokyo Stock Exchange website (Listed Company Search).



## Instructions on exercise of voting rights

Voting rights at a meeting of shareholders are precious rights of shareholders. Please ensure you read the Reference Document for the Annual Meeting of Shareholders before exercising your voting rights. There are three ways to exercise your voting rights, as shown below.



**Exercise your voting rights by attending the meeting in person**

Please submit the enclosed Voting Right Exercise Form to the venue reception desk.

Meeting Time & Date  
Thursday, March 26, 2026  
1 p.m. (JST)  
(reception starts at noon)



**Exercise your voting rights via the Internet**

Please input your approval or disapproval for each of the items to be resolved in conformity with the instructions on the next page.

Exercise deadline  
Wednesday, March 25, 2026  
5 p.m. (JST)  
(on an input completion basis)

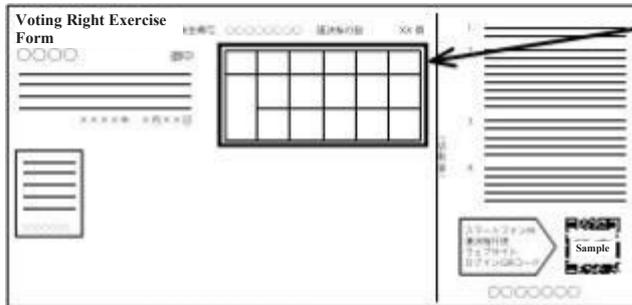


**Exercise your voting rights in writing (by postal mail)**

Please indicate your approval or disapproval for each of the items to be resolved on the enclosed Voting Right Exercise Form and return it to the Company.

Exercise deadline  
Wednesday, March 25, 2026  
5 p.m. (JST)  
(on an arrival basis)

## How to fill in your Voting Right Exercise Form



\*The Voting Right Exercise Form is a conceptual image.

Please indicate here your approval or disapproval for each of the items to be resolved.

### Items 1, 2, 4, and 5

- If approving >> Put a circle in the “Approve” box
- If disapproving >> Put a circle in the “Disapprove” box

### Item 3

- If approving all the candidates >> Put a circle in the “Approve” box
- If disapproving all the candidates >> Put a circle in the “Disapprove” box
- If disapproving some candidates >> Put a circle in the “Approve” box and fill in the number(s) of the candidates disapproved.

\*The Voting Right Exercise Form is a conceptual image.

# Instructions on exercising your voting rights via the Internet

## By reading QR code: Smart Exercise®

You can log in to the voting right exercise website without entering your Voting Right Exercise Code and Password.

1. Read the QR code shown on the lower right section of your Voting Right Exercise Form.



\*QR code is a registered trademark of Denso Wave Incorporated.

2. From then onwards, indicate approval or disapproval by inputting according to the diagram instructions.



### Exercise of your voting rights via Smart Exercise® can be done only once.

To revise the exercise of your voting rights after the exercise, you should access the website for PCs and log in by inputting your voting right exercise code and password shown on your Voting Right Exercise Form, and then exercise your voting rights again.

\*Reading the QR code again will let you transition to the website for PCs.

## By inputting voting right exercise code/password

Voting right exercise website <https://www.web54.net>

1. Access the voting right exercise website.



Click "Next"

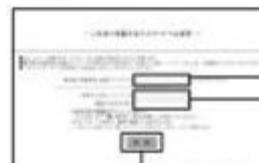
2. Please enter the "Voting Right Exercise Code" shown on the Voting Right Exercise Form.



Input the "Voting Right Exercise Code"

Click "Log in"

3. Input the "Password" shown on your Voting Right Exercise Form.



Input the "Initial Password"

Set a new password to be used

Click "Register"

4. From then onwards, indicate approval or disapproval by inputting according to the diagram instructions.

\* The operational diagram is a conceptual image.

Should you have any doubt about how to use a PC, smartphone or mobile phone for exercising voting rights via the Internet, please feel free to inquire at the contact point shown on the right.

**Sumitomo Mitsui Trust Bank**  
**Securities proxy web support-dedicated telephone number**  
 Tel.: 0120-652-031 (toll-free number)  
 (Reception hours 9:00 to 21:00)

Institutional investors are able to use a voting rights electronic exercise platform for them that is run by ICJ, Inc.

# Reference Documents for the Annual Meeting of Shareholders

Meeting Agenda and Referential Matters

## Item No. 1: Appropriation of Retained Earnings

The Company deems the distribution of profits to shareholders as one of its most important management policies. Its basic policy on profit distribution is to continue to pay dividends stably and adequately in ways in keeping with its business performance while working to strengthen its corporate structure and accumulate internal reserves in preparation for future business expansion. The Company intends to pay an ordinary dividend of 13 yen per share, and appropriate retained earnings as follows.

### 1. Year-end dividend

- (1) Form of dividends  
Cash payment
- (2) Allocation of dividends to shareholders and total amount of dividends  
Dividend per common share of the Company: 13 yen  
Total amount of dividends: 479,076,624 yen
- (3) Effective date on which dividends are disbursed from retained earnings  
March 27, 2026

As the Company paid an interim dividend of 10 yen per share in September last year, the annual dividend will be 23 yen per share.

### 2. Other appropriation of retained earnings

- (1) Item causing higher retained earnings and its amount  
General reserve 1,000,000,000 yen
- (2) Item causing lower retained earnings and its amount  
Retained earnings brought forward 1,000,000,000 yen

**Item No. 2: Partial Amendment to the Articles of Incorporation**

1. Reason for proposal

In order to prepare for future business development, the Company proposes to add a new business purpose to Article 2 (Purpose) of the existing Articles of Incorporation.

2. Revision

The proposed revision is as follows.

(The parts underlined denote the revisions.)

The existing Articles of Incorporation	Proposed revision
<p>(Purpose)            Article 2 The purpose of the Company shall be to engage in the following businesses.            1.-12. (Omitted)                      (Newly established)</p> <p><u>13.</u> (Omitted)</p>	<p>(Purpose)            Article 2 The purpose of the Company shall be to engage in the following businesses.            1.-12. (Unchanged)              <u>13. Acquisition, licensing, assignment, management and investigation of patent rights, utility model rights, design rights, trademark rights, copyrights, neighboring rights, know-how and other intellectual property rights</u>              <u>14.</u> (Unchanged)</p>

### Item No. 3: Election of Nine (9) Directors

The term of office of all nine (9) Directors will expire at the conclusion of the Annual Meeting of Shareholders. Accordingly, the Company requests the election of nine (9) Directors.

The candidates for Director are as follows.

Candidate No.	Name		Current Position and Responsibility at Company	Attendance at meetings of Board of Directors
1	Masami Zaiki	Re-election Male	Chairman Chief Executive Officer	14/14 times (100%)
2	Makoto Araga	Re-election Male	President Chief Operating Officer	14/14 times (100%)
3	Shinichi Matsumoto	Re-election Male	Director and Managing Corporate Officer General Manager, Financial Strategy Division General Manager, Domestic Business Division	14/14 times (100%)
4	Motoki Asai	Re-election Male	Director and Managing Corporate Officer General Manager, Fastener Division	14/14 times (100%)
5	Motokuni Ishimaru	Re-election Male	Director and Corporate Officer General Manager, Control System Division	12/12 times (100%)
6	Yasuhiro Ogumo	Re-election Male	Director and Corporate Officer General Manager, Industrial Machinery Division General Manager, Overseas Business Division General Manager, Global Strategy Department	12/12 times (100%)
7	Mitsuru Shiomi	Re-election Male Outside Independent	Outside Director	14/14 times (100%)
8	Kazuyuki Hirao	Re-election Male Outside Independent	Outside Director	14/14 times (100%)
9	Konomi Katsumi	Re-election Female Outside Independent	Outside Director	14/14 times (100%)

Notes:

1. Outside and Independent represent candidates for Outside Director and independent officer, respectively.
2. Attendance for Mr. Ishimaru and Mr. Ogumo covers the Board of Directors meetings held after their appointment on March 27, 2025.

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions		Number of the Company's shares owned
1	Masami Zaiki (October 22, 1950)  <u>Re-election</u> <u>Male</u>	March 1971	Joined the Company	98,662 shares
		March 2005	Director	
March 2010	Managing Director			
March 2011	Representative Director			
March 2013	Representative Director and President			
March 2022	Representative Director, President and Chief Executive Officer			
March 2023	Chairman and CEO (incumbent)			
(Reasons for nominating as candidate for Director) Mr. Zaiki has served as President and Chief Executive Officer of the Company since March 2013, and since March 2023 has held the position of Chairman of the Board, overseeing the execution of the business as CEO. Since his appointment as President, he has made various management decisions that determine the direction of the Company based on the corporate management know-how he has gained from domestic and international experience, and is leading our current Group. In addition, possessing extensive knowledge of leadership, regional and industrial sectors, and domestic and international industrial trends, he is expected to contribute to the realization of the Group's long-term vision, "a Manufacturing Solutions Group that is recognized and sought after worldwide," and remains nominated as a Director candidate.				
2	Makoto Araga (October 11, 1968)  <u>Re-election</u> <u>Male</u>	April 1991	Joined the Company	38,571 shares
		March 2018	Director General Manager, Corporate Planning Department, General Manager, Personnel and General Affairs Department, General Manager, Audit Department	
March 2019	Director and Corporate Officer in charge of business administration units			
March 2020	Managing Director and Managing Corporate Officer in charge of business administration units			
March 2021	Representative Director and Managing Corporate Officer in charge of business administration units			
March 2022	Representative Director and Senior Managing Corporate Officer in charge of business administration units and Head of Sustainability Promotion Office and President of Nitto Koshin Co., Ltd.			
March 2023	President and COO, General Manager, Corporate Strategy Division			
March 2025	President and COO (incumbent)			
(Reasons for nominating as candidate for Director) Mr. Araga has been performing the function of overseeing and supervising our overall operations as Representative Director since March 2021. As COO from 2023, he also plays a central role in a wide range of core duties, such as driving the growth strategy of the Medium-term Management Plan, promoting sustainability management, reinforcing governance, and advancing regional revitalization and health management under our founding philosophy. We expect that he will continue to play a leading role in the new Medium-term Management Plan, particularly in terms of business expansion and earnings growth, and we will keep him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
3	Shinichi Matsumoto (October 16, 1964)  Re-election Male	<p>April 1987      Joined the Company</p> <p>April 2015      General Manager of Finance Department</p> <p>March 2018      Director and General Manager of Finance Department</p> <p>March 2019      Director and Corporate Officer in charge of finance unit, General Manager of Finance Department</p> <p>March 2020      Director and Corporate Officer in charge of finance and audit units</p> <p>March 2022      Director and Corporate Officer in charge of finance and branch administration units</p> <p>March 2023      Director and Corporate Officer, General Manager, Financial Strategy Division and General Manager, Domestic Business Division</p> <p>March 2025      Director and Managing Corporate Officer, General Manager, Financial Strategy Division and General Manager, Domestic Business Division (incumbent)</p>	19,001 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Mr. Matsumoto contributes from a financial aspect to the management of our Company Group by utilizing his extensive knowledge in accounting and finance, while providing leadership in improving the management of bases in Japan and strengthening the governance structure. He continues to be a candidate for Director in anticipation of his role in overseeing business management, including the financial strategy of the new medium-term management plan, and in supporting business expansion at bases in Japan.</p>			

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
4	Motoki Asai (January 14, 1967)  Re-election Male	<p>April 1985      Joined the Company</p> <p>October 2013    Branch Manager, Osaka Branch</p> <p>April 2015      Branch Manager, Nagoya Branch General Manager, Sales Department, Fastener Division</p> <p>March 2019     Corporate Officer, Deputy General Manager of Fastener Division</p> <p>March 2020     Corporate Officer, General Manager of Fastener Division</p> <p>March 2022     Director and Corporate Officer, General Manager of Fastener Division</p> <p>March 2023     Director and Corporate Officer, General Manager, Fastener Division (incumbent)</p> <p>March 2025     Director and Managing Corporate Officer, General Manager, Fastener Division (incumbent)</p>	13,844 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Mr. Asai contributes to the growth of the Fastener Business by leveraging his extensive knowledge of the fastener industry along with advanced information-gathering ability based on his sales experience over many years. He also demonstrates leadership in our effort to expand the business domain through group-wide collaboration. He continues to be a candidate for Director in anticipation of his role in expanding the Fastener Business in new medium-term management plan and improving management efficiency by optimizing the Group.</p>			

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions		Number of the Company's shares owned
5	Motokuni Ishimaru (December 24, 1961)  Re-election Male	April 1985	Joined Mitsubishi Chemical Corporation	3,706 shares
		April 2013	General Manager, Ion Exchange Resin Division, Mitsubishi Chemical Corporation	
January 2016	Director, Mitsubishi Chemical Analytech Co., Ltd.			
April 2017	Director, General Manager, Domestic Sales Department, General Manager, Administration Department, Mitsubishi Chemical Analytech Co., Ltd.			
October 2018	Representative Director and President, Mitsubishi Chemical Analytech Co., Ltd.			
April 2020	Representative Director and President, Nittoseiko Analytech Co., Ltd.			
		March 2025	Director and Corporate Officer, General Manager, Control System Division (incumbent)	
(Reasons for nominating as candidate for Director) Mr. Ishimaru has been involved in sales and business operations for many years at Mitsubishi Chemical Corporation, its group companies, and our subsidiaries, and continues to demonstrate his management skills. In addition, he has contributed to expanding business and improving performance in the control system segment. Therefore, we have once again nominated Mr. Ishimaru as a candidate for Director in anticipation of his role in expanding the environment business sector and increasing Group synergies to achieve the new medium-term management plan.				
6	Yasuhiro Ogumo (February 23, 1967)  Re-election Male	April 1989	Joined the Company	5,806 shares
		April 2017	General Manager, Overseas Sales Department, Industrial Machinery Division	
March 2019	Corporate Officer, General Manager, Overseas Promotion Department, General Manager, Overseas Sales Department, Industrial Machinery Division			
March 2020	Corporate Officer, General Manager, Global Strategy Department, General Manager, Overseas Sales Department, Industrial Machinery Division			
March 2023	Corporate Officer, General Manager, Overseas Business Division, General Manager, Global Strategy Department, General Manager, Overseas Sales Department, Industrial Machinery Division, Representative Director and President, Nitto Koshin Co., Ltd.			
March 2025	Director and Corporate Officer, General Manager, Industrial Machinery Division, General Manager, Overseas Business Division, General Manager, Global Strategy Department, Representative Director and President, Nitto Koshin Co., Ltd. (incumbent)			
(Reasons for nominating as candidate for Director) Mr. Ogumo has extensive knowledge of global affairs based on his many years of overseas sales experience. In addition, as President of a subsidiary, he demonstrates leadership in the business operations and corporate management of the Group. Furthermore, he has contributed to the expansion of business domains in the machinery segment based on the overseas strategy, and we believe that he will play a central role in our efforts to improve the performance of the machinery segment and achieve sustainable business growth in the new medium-term management plan. As such, he continues to be nominated as a candidate for Director.				

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
7	Mitsuru Shiomi (July 29, 1962)  <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Re-election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Independent</div>	April 1989      Joined the Company July 2002      Resigned from the Company October 2006    Registered as a practicing attorney (Kyoto Bar Association) (incumbent) Established Shiomi Law Office (Kyoto City) April 2007      Relocated Shiomi Law Office (Fukuchiyama City) (incumbent) March 2008      Registered as Certified Public Tax Accountant (Kinki Certified Public Tax Accountants' Association) March 2016      Outside Director of the Company (incumbent) May 2019        Audit & Supervisory Board Member, SATO, Inc. October 2019    Director, social welfare corporation Kuushinfukushikai (incumbent) May 2021        Audit & Supervisory Board Member, Maizuru Warehouse Co., Ltd. (incumbent)	23,362 shares
<p>(Reasons for nominating as candidate for Outside Director and outline of expected roles)</p> <p>Mr. Shiomi provides appropriate advice by leveraging his advanced professional knowledge of legal matters, accounting and taxation. Since last year, as the chair of the Nomination and Remuneration Committee, he has fulfilled an objective supervisory function in the process of nominating Directors and determining their remuneration, as well as in the succession planning for the Chief Executive Officer and others, through proactive proposals and advice. Going forward, in addition to ensuring the transparency of the Board, we would like to receive advice on intellectual property and financial strategies, and he remains nominated as an outside Director.</p>			

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
8	Kazuyuki Hirao (May 29, 1951)  <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Re-election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Independent</div>	August 1998 Professor, Department of Material Chemistry, Graduate School of Engineering, Kyoto University December 2006 President, Kyoto City Innovation Center January 2013 President, Nanotechnology Hub, Kyoto University July 2014 Chairman, Kyoto Green Chemical Network (incumbent) March 2017 Outside Director of the Company (incumbent) April 2017 Professor Emeritus (incumbent) and Specially Appointed Professor, Kyoto University April 2017 President, Advanced Chemical Technology Center in Kyoto (incumbent) June 2017 President, The Ceramic Society of Japan April 2018 President, Katsura Innovation Center in Kyoto (incumbent)	8,300 shares
(Reasons for nominating as candidate for Outside Director and outline of expected roles) Mr. Hirao, drawing on his experience as the head of numerous organizations and rich scholarly knowledge as a university professor, provides precise advice in areas such as technology development and new business deployment. In addition, as a member of the Nomination and Remuneration Committee, he fulfills an objective supervisory function in the process of nominating Directors and determining their remuneration and in the succession planning for the Chief Executive Officer, etc. Going forward, in addition to ensuring the transparency of the Board, we would like to receive advice on manufacturing and intellectual property strategies that contribute to market materiality, and he remains nominated as an outside Director.			

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
9	Konomi Katsumi (September 10, 1964)  Re-election Female Outside Independent	<p>January 2000 Registered as a Labor and Social Security Attorney (Osaka Association of Labor and Social Security Attorneys)</p> <p>January 2000 Established Katsumi Labor and Social Security Attorney Office (incumbent)</p> <p>September 2005 Founder and President of Three by Three</p> <p>April 2007 Industrial Counselor (certified by the Association of Industrial Counselors) (incumbent)</p> <p>April 2007 Registered as a Specified Labor and Social Security Attorney (SR-KYOTO Association) (incumbent)</p> <p>April 2008 Career consultant (incumbent)</p> <p>March 2019 Outside Director of the Company (incumbent)</p> <p>July 2019 Representative Director, Three by Three Co., Ltd. (incumbent)</p>	2,703 shares
<p>(Reasons for nominating as candidate for Outside Director and outline of expected roles)</p> <p>Ms. Katsumi, providing human capital consulting incorporating mental health and work-life balance perspectives as corporate business strategy elements, gives us appropriate advice towards vitalizing human resources as aimed for by the Company. As a member of the Nomination and Remuneration Committee, she also carries out an oversight function from an objective viewpoint in the process of nominating Directors and determining their remuneration and in setting the succession plan for the CEO, etc. She continues to be nominated as an outside Director with the expectation that she will provide advice on human capital management to revitalize the organization, in addition to ensuring transparency of the Board of Directors.</p>			

Notes:

1. There are no special conflicts of interest between each of the candidates and the Company.
2. Mr. Mitsuru Shiomi, Mr. Kazuyuki Hirao, and Ms. Konomi Katsumi are the candidates for Outside Director.
3. Mr. Mitsuru Shiomi served the Company as an employee in the past but satisfies the independence criteria stipulated by the Tokyo Stock Exchange in addition to requirements for an outside director prescribed by the Companies Act. If Mr. Shiomi is re-elected, the Company will continue to designate him as an independent officer and file the designation with the Exchange.
4. Mr. Kazuyuki Hirao and Ms. Konomi Katsumi satisfy the independence criteria stipulated by the Tokyo Stock Exchange in addition to requirements for an outside director prescribed by the Companies Act. If they are re-elected, the Company will continue to designate them as independent officers and file the designation with the Exchange.
5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with each of Mr. Mitsuru Shiomi, Mr. Kazuyuki Hirao, and Ms. Konomi Katsumi to limit their liability under Article 423, Paragraph 1 of the Act. The Company will continue the agreement in the event they are re-elected. The amount of liability under the agreement shall be limited to the minimum amount provided for by laws and regulations.
6. The Company has concluded with an insurance company a director liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance agreement is intended to indemnify for legal damage liability and litigation expenses, etc. to be incurred by an insured entity. If nominees are re-elected or elected, they will be included as the insured under the insurance policy. The next renewal is expected to be without alteration.

#### Item No. 4: Election of One (1) Auditor

As Auditor Akira Kitatani will retire due to stepping down at the conclusion of the Annual Meeting of Shareholders. Accordingly, the Company requests the election of one (1) Auditor.

In addition, the Board of Auditors has given consent to this proposed Item.

The candidate for Auditor is as follows.

Name (Date of birth)	Brief profile, position and responsibility, and significant concurrent positions	Number of the Company's shares owned
Yasushi Oshima (April 4, 1963)  New candidate Male	<p>April 1987      Joined The Mitsui Bank, Ltd.</p> <p>October 2009    Branch Manager, Sumitomo Mitsui Banking Corporation</p> <p>April 2017      General Manager, Accounting Department, Toyo Tec Co., Ltd.</p> <p>April 2020      Joined the Company</p> <p>March 2021     General Manager, Group Management Promotion Department</p> <p>March 2024     Managing Director of Shinwa Seiko Co., Ltd.</p>	3,318 shares
<p>(Reasons for nominating as candidate for Auditor)</p> <p>Mr. Oshima was involved in financing and branch operations at The Mitsui Bank, Ltd. (now Sumitomo Mitsui Banking Corporation) for many years. After joining the Company, he continued to promote business management of the Company's subsidiaries and cooperation with the Group as General Manager of the Group Management Promotion Department based on his accumulated knowledge of finance and governance. He is nominated as a candidate for Auditor because of his wide range of experience and knowledge in corporate auditing, including cultivating practical skills as a Managing Director of a Company subsidiary, and the Company believes that he will be able to carry out auditing and supervisory duties for the Group.</p>		

Notes:

1. Mr. Oshima is a new candidate for Auditor.
2. There are no special conflicts of interest between Mr. Oshima and the Company.
3. The Company has concluded with an insurance company a director liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance agreement is intended to indemnify for legal damage liability and litigation expenses, etc. to be incurred by an insured entity. If Mr. Oshima is elected, he will be included as the insured under the insurance policy. The next renewal is expected to be without alteration.

<Reference> Skill Matrix for Directors and Auditors (Planned) after Election

If Items No. 3 and No. 4 are approved as proposed, the composition of Directors and Auditors will be as shown below. In light of the Company's management strategy, we have elected those with expertise and experience to enable the Company to make appropriate and prompt decisions and supervise execution.

Name		Corporate Operations, Organizational Management	Legal Affairs, Governance	Finance, Accounting	Technology, Innovation	Sales, Marketing	Overseas Operation, Global Awareness	Sustainability, ESG
Director	Masami Zaiki	●			●	●	●	
	Makoto Araga	●	●			●		●
	Shinichi Matsumoto		●	●			●	
	Motoki Asai	●			●	●		
	Motokuni Ishimaru	●				●		●
	Yasuhiro Ogumo	●				●	●	
	Mitsuru Shiomi (Outside)		●	●				
	Kazuyuki Hirao (Outside)				●			●
	Konomi Katsumi (Outside)		●					●
Auditor	Yasushi Oshima	●	●	●				
	Shinichiro Morita (Outside)	●	●		●			
	Masahiko Naka (Outside)	●	●	●				

## Item No. 5: Election of One (1) Substitute Auditor

As the appointment of a Substitute Auditor will expire at the commencement of this Annual Meeting of Shareholders, in preparing for an event where the number of Auditors or Outside Auditors stipulated by law is not met, the Company requests the election of Mr. Hiroto Shikata as a Substitute Outside Auditor.

In addition, the Board of Auditors has given consent to this proposed Item.

The candidate for Substitute Outside Auditor is as follows.

Name (Date of birth)	Brief profile, position, and significant concurrent positions	Number of the Company's shares owned
Hiroto Shikata (July 27, 1968)  <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Male</div>	April 1995 Registered as Registered Management Consultant (Kyoto Small and Medium Enterprise Management Consultant Association) (incumbent)	0 shares
	June 2006 Registered as Certified Public Accountant (The Japanese Institute of Certified Public Accountants, Keijikai) (incumbent)	
	November 2007 Registered as Certified Public Tax Accountant (Kinki Certified Public Tax Accountants' Association) (incumbent)	
	July 2011 Established MHC Advisory Service Co., Ltd. President (incumbent)	
	July 2017 Established MHC Tax Co. Representative Partner (incumbent)	
	June 2019 Vice Chairman, The Japanese Institute of Certified Public Accountants, Keijikai	
	June 2022 Vice Chairman, Kyoto Small and Medium Enterprise Management Consultant Association (incumbent)	
(Reasons for nominating as candidate for Substitute Outside Auditor) As a certified public accountant and certified public tax accountant, Mr. Shikata is equipped with advanced specialized knowledge in corporate accounting and tax affairs. We have nominated Mr. Shikata as a candidate for Substitute Outside Auditor as we expect he will utilize such knowledge for enhancing the soundness and transparency of audit duties at the Company.		

### Notes:

1. There are no special conflicts of interest between Mr. Hiroto Shikata and the Company.
2. Mr. Hiroto Shikata is the candidate for Substitute Outside Auditor.
3. Mr. Hiroto Shikata satisfies the independence criteria stipulated by the Tokyo Stock Exchange in addition to requirements for an outside auditor prescribed by the Companies Act. If he is elected and assumes office, the Company will designate him as an independent officer and file the designation with the Exchange.
4. In the event Mr. Hiroto Shikata is elected and assumes office, the Company will conclude an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The amount of liability under the agreement shall be limited to the minimum amount provided for by laws and regulations.
5. The Company has concluded with an insurance company a director liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the insurance agreement is intended to indemnify for legal damage liability and litigation expenses, etc. to be incurred by an insured entity. If Mr. Hiroto Shikata is elected and assumes office as Auditor, he will be included as the insured under the insurance policy. The next renewal is expected to be without alteration.