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(Stock Exchange Code 1949)

June 3, 2025

(Date of commencement of measures for electronic provision: May 28, 2025)

To Shareholders with Voting Rights:

Makoto Tani
President
Sumitomo Densetsu Co., Ltd.
2-1-4 Awaza, Nishi-ku, Osaka

NOTICE OF THE 100TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to notify the 100th Annual General Meeting of Shareholders of Sumitomo Densetsu Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company shall, when convening this General Meeting of Shareholders, provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. electronically (“Items to Be Provided Electronically”), and the Items to Be Provided Electronically are posted on the Company website. Please access to the Company website below to review the information.

Company website: <https://www.sem.co.jp/english/ir/holder/>

Also, the Items to Be Provided Electronically are posted on the Tokyo Stock Exchange (TSE) website in addition to the Company website. If you are unable to view the Items to Be Provided Electronically on the Company website, you are kindly requested to access to the TSE website (Listed Company Search) below, and then enter the Issue name (the Company’s name) or Stock Exchange Code and click “Search”, then select “Basic information” and “Documents for public inspection/PR information” and review the information.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

You can exercise your voting rights either via the Internet or in writing as alternative methods to attending the meeting in person. If you wish to exercise your voting rights either via the Internet or in writing, please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:30 p.m. Japan time on Tuesday, June 24, 2025, in accordance with “Information for Exercising Your Voting Rights” contained herein.

- 1. Date and Time:** Wednesday, June 25, 2025 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** Meeting Room on the 10th floor, Osaka Head Office of the Company,
2-1-4 Awaza, Nishi-ku, Osaka
(Please refer to “Map to the Venue of General Meeting of Shareholders” on
the last page of the Japanese original being sent to each of you by postal mail.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements, and the results of the audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 100th fiscal year (from April 1, 2024 to March 31, 2025)
 2. The Non-consolidated Financial Statements for the 100th fiscal year (from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

<Company Proposals (Proposals 1 to 3)>

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Nine (9) Directors

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

<Shareholder Proposal (Proposal 4)>

Proposal 4: Appropriation of Surplus

An outline of the Shareholder Proposal (Proposal 4) is as described in the “Reference Documents for the General Meeting of Shareholders”.

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- Among the Items to Be Provided Electronically, the Company does not include the following matters in the paper copy to be sent to shareholders who have requested a hard copy since the Company discloses such information on the Company website and the TSE website in accordance with laws and regulations as well as the Articles of Incorporation of the Company.
- (i) “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements
 - (ii) “Notes to the Non-consolidated Financial Statements” in the Non-consolidated Financial Statements
- Please note that “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” were audited as part of the Consolidated Financial Statements and Non-consolidated Financial Statements when the Audit & Supervisory Board Members and the Accounting Auditor prepared the audit reports.
- Should any revision be made to the Items to Be Provided Electronically, the matters before and after such revision will be posted on the Company website and the TSE website.

Information for Exercising Your Voting Rights

1. For shareholders who are able to attend the meeting

When attending the meeting, please submit the Voting Rights Exercise Form (which is enclosed in the Japanese original) to reception.

If a proxy attends the meeting on behalf of a shareholder, the proxy is requested to submit the shareholder's Voting Rights Exercise Form together with a document proving the proxy's authority (the proxy authorization form and the proxy's Voting Rights Exercise Form) to act on behalf of the shareholder. Furthermore, the Company only authorizes one shareholder who possesses voting rights as proxy.

Please note that we will be in light clothing (Cool Biz) at the meeting. We encourage everyone attending the meeting to wear light clothing as well.

2. For shareholders who do not attend the meeting

Exercising your voting rights via the Internet, etc.

If exercising your voting rights via the Internet, etc., please review "Information for Exercising Your Voting Rights over the Internet, etc." as shown below and indicate your vote for or against the proposals by 5:30 p.m. on Tuesday, June 24, 2025, Japan time.

Exercising your voting rights in writing

If exercising your voting rights in writing, please indicate your vote for or against the proposals on the Voting Rights Exercise Form (which is enclosed in the Japanese original) and return it so that it is received by 5:30 p.m. on Tuesday June 24, 2025, Japan time. In the event that you exercise your voting rights using the Voting Rights Exercise Form and do not indicate your approval or disapproval of each proposal, the absence of such indication shall be treated as a vote for approval for the Company Proposals and as a vote for disapproval for the Shareholder Proposal.

Information for Exercising Your Voting Rights over the Internet, etc.

If you wish to exercise your voting rights via the Internet, etc., please confirm the following items:

1. Website for exercising voting rights

Voting rights via the Internet may only be exercised by accessing the following website designated by the Company:

URL of the website for exercising voting rights: <https://www.web54.net>

2. How to exercise voting rights

(1) Shareholders using computers

Please access to the address above, use the "Voting Rights Exercise Code" and "Password" as indicated in the Voting Rights Exercise Form (which is enclosed in the Japanese original), and indicate your vote for or against the proposals following the instructions on the screen.

(2) Shareholders using smartphones

By scanning "Login QR code for voting rights exercise website for smartphone" as indicated in said Voting Rights Exercise Form, you can exercise the voting rights from the voting rights exercise website for smartphone that does not require to enter "Voting Rights Exercise Code" and "Password".

If you are to change the exercised content after the exercise of the voting right, please scan the QR code again. In this case, you will be required to enter "Voting Rights Exercise Code" and "Password" as indicated in the Voting Rights Exercise Form.

(QR Code is the registered trademark of DENSO WAVE INCORPORATED.)

3. Handling of the exercise of voting rights
 - (1) If you exercised your voting rights both via the Internet and in writing, etc., the voting rights exercised via the Internet, etc. shall be treated as the valid vote. Furthermore, if you exercised your voting rights multiple times via the Internet, etc., the voting rights exercised last shall be treated as the valid vote.
 - (2) Communication charges to Internet service providers and telecommunication carriers (Internet connection charges, etc.) incurred for accessing the voting rights exercise website shall be borne by the shareholder.
4. Handling of the Password and Voting Rights Exercise Code
 - (1) The Password is a means to verify the identity of the person exercising voting rights as a shareholder. Please keep the Password in a safe place in the same manner as seals and personal identification numbers.
 - (2) If you enter an incorrect password more than a certain number of times, the Password will be rendered unusable. If you would like a new Password to be issued, please follow the instructions on the screen.
 - (3) The Voting Rights Exercise Code indicated in the Voting Rights Exercise Form is valid only for this General Meeting of Shareholders.
5. Inquiries about operation of computers, etc.
 - (1) If you have any questions about operation of computers, etc., related to the exercise of voting rights on the website, please contact the following:

Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Web Support Hotline
Telephone: 0120-652-031 (Business Hours: from 9:00 a.m. to 9:00 p.m. Japan time)
 - (2) For other inquiries, please contact the following:
 - (i) Shareholders who have securities accounts with securities firms
Please contact the securities firm with which you have your securities account.
 - (ii) Shareholders who do not have accounts with securities firms (shareholders who have special accounts)
Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Department
Telephone: 0120-782-031 (Business Hours: from 9:00 a.m. to 5:00 p.m. Japan time, excluding Saturday, Sunday and holidays)

<Electronic Voting System Platform>

Institutional Investors may exercise their voting rights for this General Meeting of Shareholders via electronic method through the “Electronic Voting System Platform” operated by ICJ, Inc.

Guide to exercising your voting rights in writing

If you wish to exercise your voting rights in writing, please confirm the following items in advance:

Exercise deadline: **Votes received no later than 5:30 p.m. on Tuesday, June 24, 2025 Japan time**

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and send it back to us. For details of the proposals, please refer to the Reference Documents for the General Meeting of Shareholders.

Information on Live Stream

We are planning to provide a live stream of this General Meeting of Shareholders via the Internet only to shareholders.

1. Date and time of the live stream

- Wednesday, June 25, 2025 from 10:00 a.m. Japan time until the close of the General Meeting of Shareholders
(The live stream website is scheduled to open around 9:30 a.m., 30 minutes before the start of the meeting)

2. How to watch the live stream

- Please access to the following URL or QR code using a computer or smartphone and enter the ID and password as specified in the following table to watch the live stream.
(If exercising your voting rights in writing, please write down and keep the shareholder number before mailing your Voting Rights Exercise Form.)

URL	https://1949.ksoukai.jp
ID	Shareholder number (nine digit shareholder number written on the Voting Rights Exercise Form)
Password	Zip code (seven digit zip code of the shareholder's registered address) *Write the zip code without a hyphen

3. Notice and reminder concerning watching the live stream

- Since you are unable to participate in the resolution on the day of the General Meeting of Shareholders, you are requested to exercise your voting rights in advance via the Internet, etc. or in writing.
- Questions and opinions will not be accepted on the day of the General Meeting of Shareholders.
- You will not be deemed to have attended this General Meeting of Shareholders.
- In some cases, you may not be able to watch the live stream depending on the condition of your computer, smartphone, Internet connection and line, among other things.
- Any fees charged for watching the live stream are to be borne by the shareholders.
- Please refrain from filming, visual recording, sound recording, saving and disclosing the live stream.
- The provision of the ID and password to a third party is strictly prohibited.
- Taking into consideration the privacy of shareholders attending the meeting, the live stream will show only the areas near the seat of the chairman and the directors.
- Streaming may be discontinued if the Company judges that such discontinuation is unavoidable.

4. Inquiries

- About shareholder number and password
 - Sumitomo Mitsui Trust Bank, Limited
Virtual General Shareholders Meeting Support Hotline
Telephone: 0120-782-041 (Business Hours: from 9:00 a.m. to 5 p.m., Japan time, excluding Saturday, Sunday and holidays)
- About watching the live stream
 - V-cube, Inc.
Telephone: 03-6833-6267 (Business Hours: Wednesday, June 25, from 9:00 a.m. until close of the General Meeting of Shareholders)

Reference Documents for the General Meeting of Shareholders

Proposals and References

<Company Proposals (Proposals 1 to 3)>

Proposals 1 to 3 are proposed by the Company.

Proposal 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as follows:

The Company considers the distribution of profit to shareholders to be one of the principal responsibilities of management and makes it a basic policy to distribute stable dividends well balanced with internal reserves taking into consideration business results and future business development.

In regard to the year-end dividends for the fiscal year ended March 31, 2025, profit attributable to owners of parent for the fiscal year exceeded projections. Accordingly, in an effort to reward each of our shareholders for their support, dividends of ¥86 per share are proposed.

Moreover, because interim dividends of ¥60 per share have been paid, making the annual dividends for the fiscal year ¥146 per share, an increase of ¥40 over the previous fiscal year.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
¥86 per share of common stock of the Company
Total amount of dividends: ¥3,025,141,676
- (3) Effective date of dividends from surplus
June 26, 2025

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The candidates for Director are as follows, and the career summary of each candidate and reasons for nominating the candidate as Director, etc. are as stated on the following pages:

No.	Name		Current position in the Company	Attendance at the Board of Directors meetings (FY2024)
1	Makoto Tani	Reappointed	Representative Director President	(14/14)
2	Shigehiro Kojima	Newly Appointed	Senior Managing Executive Officer	—
3	Yasuharu Okino	Newly Appointed	Senior Managing Executive Officer	—
4	Tetsunari Shimada	Reappointed	Director Managing Executive Officer	(14/14)
5	Kenichi Shimada	Reappointed	Director Managing Executive Officer	(14/14)
6	Hideyuki Takahashi	Reappointed Outside Director Independent Director	Outside Director	(14/14)
7	Rikiya Hattori	Reappointed Outside Director Independent Director	Outside Director	(14/14)
8	Hirofumi Yasuhara	Reappointed Outside Director Independent Director	Outside Director	(14/14)
9	Yumi Sano	Reappointed Outside Director Independent Director	Outside Director	(11/11)

(Note) Candidate Ms. Yumi Sano assumed office as Director on June 25, 2024, and the number of Board of Directors meetings held since that date is 11.

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Makoto Tani (May 28, 1957) [Reappointed]	April 1980	Joined Sumitomo Electric Industries, Ltd.	16,100
		April 2004	General Manager, Accounting and Finance Department	
		June 2008	Executive Officer and General Manager, Accounting and Finance Department	
		June 2011	Executive Officer and President, Sumitomo Electric Wiring Systems, Inc.	
		June 2014	Managing Director	
		June 2017	Representative Director and Senior Managing Director	
		June 2019	Representative Director and Vice President Executive Officer, the Company	
		June 2021	Representative Director and President (up to present)	
	[Reasons for nominating the candidate as Director] As President, Mr. Makoto Tani has supervised management and made important decisions appropriately, while striving to strengthen governance and revenue base of the Group. He has worked to promote various initiatives related to the medium-term management plan “VISION 24” and achieved the targets. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been renominated as Director of the Company.			
2	Shigehiro Kojima (July 20, 1963) [Newly appointed]	April 1986	Joined the Company	2,800
		June 2018	Executive Officer, General Manager, Construction Division, Eastern Headquarters, Facility Management Headquarters, and General Manager, Tokyo Branch Office, Eastern Headquarters, Facility Management Headquarters	
		June 2020	Executive Officer, Deputy General Manager, Facility Management Headquarters, and General Manager, Eastern Headquarters, Facility Management Headquarters	
		June 2023	Managing Executive Officer and Deputy General Manager, Facility Management Headquarters	
		June 2024	Senior Managing Executive Officer, General Manager, Facility Management Headquarters, and in charge of Engineering Headquarters and Purchasing Division (up to present)	
	[Reasons for nominating the candidate as Director] As Senior Managing Executive Officer, Mr. Shigehiro Kojima has assumed the position of General Manager of Facility Management Headquarters. He has made efforts to expand business, enhanced cooperation within and outside the Group in the general electrical works divisions, including electrical contracting facilities works for buildings in Japan, factories, etc., renewable energy, and environment-related works, and endeavored to reinforce corporate structure for improving profitability. He has worked to promote initiatives related to the medium-term management plan “VISION 24” and contributed to achievement of the targets. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been newly nominated as Director of the Company.			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Yasuharu Okino (August 8, 1962) [Newly appointed]	April 1986	Joined the Company	3,800
		June 2016	Executive Officer, Deputy General Manager, Sales Headquarters, and General Manager, Western Sales Department 2, Sales Headquarters	
		June 2019	Executive Officer, General Manager, Environmental Solutions Division, Facility Management Headquarters, and Deputy General Manager, Sales Headquarters	
		June 2022	Managing Executive Officer, Deputy General Manager, Facility Management Headquarters, and General Manager, Environmental Solutions Division, Facility Management Headquarters	
		June 2024	Senior Managing Executive Officer, General Manager, Sales Headquarters, and Manager, Competition Law Compliance Department, Sales Headquarters (up to present)	
	[Reasons for nominating the candidate as Director] As Senior Managing Executive Officer, Mr. Yasuharu Okino has assumed the position of General Manager of Sales Headquarters. In addition to leading the Company's overall sales strategy, he has endeavored to strengthen proposal-driven sales capabilities and contributed to improving stability of the Company's management base and profitability. He has worked to promote initiatives related to the medium-term management plan "VISION 24" and contributed to achievement of the targets. Based on such achievements, he has been judged to be well suited to improving the Company's enterprise value on a continual basis and has therefore been newly nominated as Director of the Company.			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
4	Tetsunari Shimada (December 29, 1962) [Reappointed]	<p>April 1985 January 2010 July 2012 October 2015 June 2016 June 2019 June 2023</p>	<p>Joined Sumitomo Electric Industries, Ltd. General Manager, Itami Works General Manager, Human Resources Development Department General Manager, General Affairs Department and Deputy General Manager, Human Resources Department, the Company Executive Officer, General Manager, General Affairs Department and General Manager, Human Resources Department Director and Managing Executive Officer Director, Managing Executive Officer, and in charge of Head Office Divisions (General Affairs, Tokyo General Affairs, Human Resources, Human Resources Development, Safety & Quality Management, Internal Audit, Insurance), and company-wide compliance (up to present)</p>	10,800
<p>[Reasons for nominating the candidate as Director] As Director, Mr. Tetsunari Shimada has supervised management and made important decisions appropriately, and been in charge of Head Office Divisions as Managing Executive Officer. He has worked to promote initiatives at each department of the Head Office Divisions including the promotion of safety, quality and compliance, securement and development of human resources and work style reforms under the medium-term management plan “VISION 24” and contributed to strengthening of the foundation for growth. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been renominated as Director of the Company.</p>				
5	Kenichi Shimada (October 12, 1964) [Reappointed]	<p>April 1988 June 2010 June 2012 March 2014 April 2018 October 2021 June 2022 June 2023</p>	<p>Joined Sumitomo Electric Industries, Ltd. General Manager, Operations Division, Industrial Materials Business Unit General Manager, Operations Division, Advanced Materials Business Unit President, Sumitomo Electric Management (Shanghai) Co., Ltd. General Manager, Finance Division, Sumitomo Electric Industries, Ltd. Deputy General Manager, Corporate Planning Department, the Company Executive Officer and General Manager, Corporate Planning Department Director, Managing Executive Officer, General Manager, Corporate Planning Department, and in charge of Finance & Accounting Department and Information Systems Department (up to present)</p>	5,500
<p>[Reasons for nominating the candidate as Director] As Director, Mr. Kenichi Shimada has supervised management and made important decisions appropriately, and as Managing Executive Officer, assumed the position of General Manager of Corporate Planning Department, and been in charge of Finance & Accounting Department and Information Systems Department. He has worked to promote initiatives related to the medium-term management plan “VISION 24”, accounting, finance and IR. Furthermore, he has contributed to improvement of enterprise value through deployment of the system infrastructure by promoting the use of IT. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been renominated as Director of the Company.</p>				

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	Hideyuki Takahashi (October 19, 1956) [Reappointed] [Outside Director] [Independent Director]	April 1981	Joined the Bank of Japan	0
		July 2003	Associate Director-General, Secretariat of the Policy Board	
		February 2005	General Manager, Niigata Branch	
		July 2008	Associate Director-General, Institute for Monetary and Economic Studies	
		May 2009	General Manager, Kobe Branch	
		November 2010	Senior Managing Director, Osaka Bankers Association	
		June 2020	Outside Director, the Company (up to present)	
		August 2021	Secretary-General, Japan Joint Securities Foundation (up to present)	
		<Significant concurrent position> Secretary-General, Japan Joint Securities Foundation		
	[Reasons for nominating the candidate as Outside Director and outline of expected roles] Mr. Hideyuki Takahashi is well versed in finance and economics through his experience in the Bank of Japan and the Osaka Bankers Association, and also has insight into regional economies and corporate management. In the expectation that he may use this high degree of specialization and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, he has therefore been renominated as Outside Director of the Company. Although he has never been involved in corporate management other than as an outside officer, the Company judges that he will appropriately execute his duties as Outside Director, for the reasons above. Furthermore, his term of office as Outside Director of the Company will have been five (5) years at the conclusion of this General Meeting.			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
7	Rikiya Hattori (February 3, 1954) [Reappointed] [Outside Director] [Independent Director]	<p>April 1978 Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>April 2011 Director, Senior Managing Executive Officer</p> <p>April 2013 Deputy President Executive Officer, Sumitomo Mitsui Trust Holdings, Inc., Deputy President (Representative Director), Sumitomo Mitsui Trust Bank, Limited</p> <p>June 2015 Deputy President (Representative Director), Sumitomo Mitsui Trust Holdings, Inc.</p> <p>April 2017 Director, Sumitomo Mitsui Trust Holdings, Inc. Deputy Chairman, Sumitomo Mitsui Trust Bank, Limited</p> <p>April 2018 Executive Advisor, Sumitomo Mitsui Trust Bank, Limited Chairman, Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.</p> <p>June 2018 Outside Audit & Supervisory Board Member, the Company</p> <p>June 2020 Outside Director, THE SHIGA BANK, LTD. (up to present)</p> <p>June 2021 Full-time Audit & Supervisory Board Member, Reiwa Accounting Holdings Co., Ltd. (up to present) Outside Director, the Company (up to present)</p> <p><Significant concurrent positions> Outside Director, THE SHIGA BANK, LTD.</p>		0
	<p>[Reasons for nominating the candidate as Outside Director and outline of expected roles]</p> <p>Mr. Rikiya Hattori has extensive experience and broad insight nurtured through management in the financial institutions. In the expectation that he may use such achievements and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, he has therefore been renominated as Outside Director of the Company. Furthermore, his term of office as Outside Director of the Company will have been four (4) years at the conclusion of this General Meeting.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
8	Hirofumi Yasuhara (August 28, 1956) [Reappointed] [Outside Director] [Independent Director]	April 1979	Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corporation)	0
		September 1996	Director and CFO, Matsushita Battery Industrial Corporation of America (currently Panasonic Energy Corporation of America)	
		June 2008	Director, PanaHome Corporation (currently Panasonic Homes Co., Ltd.)	
		June 2012	Representative Director	
		June 2015	Senior Audit & Supervisory Board Member, Panasonic Corporation (currently Panasonic Holdings Corporation)	
		June 2019	Outside Auditor, Santen Pharmaceutical Co, Ltd.	
		March 2020	Outside Auditor, Sumitomo Rubber Industries, Ltd. (up to present)	
		June 2020	Outside Corporate Auditor, Hitachi Zosen Corporation (currently Kanadevia Corporation) (up to present)	
		June 2023	Outside Director, the Company (up to present)	
		<Significant concurrent positions> Outside Auditor, Sumitomo Rubber Industries, Ltd. Outside Corporate Auditor, Kanadevia Corporation		
	[Reasons for nominating the candidate as Outside Director and outline of expected roles] Mr. Hirofumi Yasuhara has extensive experience and broad insight nurtured through management in business enterprises. In the expectation that he may use such achievements and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, he has therefore been renominated as Outside Director of the Company. Furthermore, his term of office as Outside Director of the Company will have been two (2) years at the conclusion of this General Meeting.			
9	Yumi Sano (August 20, 1961) [Reappointed] [Outside Director] [Independent Director]	April 1984	Joined Shikishima Boseki K.K. (currently SHIKIBO LTD.)	0
		April 1997	Joined Kansai Employers Association (currently Kansai Economic Federation)	
		April 2004	General Manager, Membership Department	
		April 2013	Joined Japan Institute for Women’s Empowerment & Diversity Management	
		April 2014	General Manager, Kansai Office (up to present)	
		June 2021	Outside Director, Sanyo Chemical Industries, Ltd. (up to present)	
		June 2024	Outside Director, the Company (up to present)	
		<Significant concurrent positions> General Manager, Kansai Office, Japan Institute for Women’s Empowerment & Diversity Management Outside Director, Sanyo Chemical Industries, Ltd.		
	[Reasons for nominating the candidate as Outside Director and outline of expected roles] Ms. Yumi Sano has extensive experience in promotion of diversity and human resources development in listed companies and public interest corporations as well as broad insight in industries and labor economy. In the expectation that she may use such achievements and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, she has therefore been renominated as Outside Director of the Company. Although she has never been involved in corporate management other than as an outside officer, the Company judges that she will appropriately execute her duties as Outside Director, for the reasons above. Furthermore, her term of office as Outside Director of the Company will have been one (1) year at the conclusion of this General Meeting.			

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. Candidates Mr. Hideyuki Takahashi, Mr. Rikiya Hattori, Mr. Hirofumi Yasuhara and Ms. Yumi Sano have satisfied the requirements for Outside Directors.
Further, Mr. Hideyuki Takahashi, Mr. Rikiya Hattori, Mr. Hirofumi Yasuhara and Ms. Yumi Sano are designated as Independent Directors as prescribed by Tokyo Stock Exchange, Inc. Subject to their reelection, the Company intends to appoint them to continue as Independent Directors.
3. The reason for nominating each of the candidates is shown at the bottom of each candidate's brief personal history.
4. Candidate Mr. Makoto Tani served as Managing Director of Sumitomo Electric Industries, Ltd., a parent company of the Company, from June 2014 to June 2017, and as Representative Director and Senior Managing Director from June 2017 to June 2019.
5. Candidate Mr. Tetsunari Shimada executed duties as General Manager of Human Resources Development Department from July 2012 to September 2015 at Sumitomo Electric Industries, Ltd., a parent company of the Company.
6. Candidate Mr. Kenichi Shimada executed duties as President of Sumitomo Electric Management (Shanghai) Co., Ltd., a subsidiary of Sumitomo Electric Industries, Ltd., from March 2014. In addition, he executed duties as General Manager of Finance Division of Sumitomo Electric Industries, Ltd., a parent company of the Company, from April 2018 to October 2021.
7. Candidate Mr. Rikiya Hattori served as Deputy President (Representative Director) of Sumitomo Mitsui Trust Bank, Limited, a main financial institution (specified related business operator) of the Company, from April 2013 to March 2017, as Deputy Chairman from April 2017 to March 2018, and as Executive Advisor from April 2018 to March 2020.
8. Based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Hideyuki Takahashi, Mr. Rikiya Hattori, Mr. Hirofumi Yasuhara and Ms. Yumi Sano to limit their liability under Article 423, Paragraph 1 of said Act. Subject to their reelection, the Company intends to continue the above liability limitation agreement with each of them. The corresponding limitation of liability based on said agreement will limit liability to the lowest extent pursuant to the law.
9. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to insure its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance agreement will cover damages that may arise due to the insureds assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability, and the insurance premiums are fully borne by the Company. However, the insurance agreement does not cover damages claimed arising from intent or gross negligence. If the candidates assume office as Director, each of them will become insured under said insurance agreement. Furthermore, the Company intends to renew the insurance agreement with the same terms and conditions at the next renewal.
10. Kanadevia Corporation, where candidate Mr. Hirofumi Yasuhara serves as an Outside Corporate Auditor, disclosed in July 2024 about inappropriate conduct in the Group's marine engine business and in February and April 2025 about inappropriate conduct in the Group's businesses other than the marine engine business and also announced measures to prevent recurrence of such inappropriate conduct. Although he was unaware of such cases of inappropriate conduct until they came to light, he has been appropriately fulfilling his responsibilities. He has been making proposals from the viewpoint of legal compliance and compliance management as appropriate, and after the cases came to light, he expressed his opinions to prevent recurrence.
11. Candidate Mr. Rikiya Hattori is scheduled to retire from his position as Full-time Audit & Supervisory Board Member of Reiwa Accounting Holdings Co., Ltd. in June 2025.

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

At the conclusion of this General Meeting of Shareholders, Mr. Wataru Matsushita and Mr. Kazuhiko Uchiike will resign and the term of office of Ms. Yoko Koga will expire. Accordingly, the election of three (3) Audit & Supervisory Board Members is proposed. The Company has already obtained approval from the Audit & Supervisory Board with respect to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of Birth)	Career summary and positions		Number of shares of the Company held
1	Tadashi Honda (June 15, 1960) [Newly appointed]	April 1983 June 2013	Joined the Company Executive Officer, General Manager, Construction Division, Eastern Headquarters, Facility Management Headquarters, and General Manager, Tokyo Branch Office, Eastern Headquarters, Facility Management Headquarters	11,000
		November 2015	Executive Officer of the Company President, THAI SEMCON CO., LTD.	
		June 2019	Managing Executive Officer, Deputy General Manager, Facility Management Headquarters, and General Manager, Western Headquarters, Facility Management Headquarters, the Company	
		June 2021	Managing Executive Officer, General Manager, Facility Management Headquarters, and General Manager, Western Headquarters, Facility Management Headquarters	
		June 2022	Director, Managing Executive Officer, and General Manager, Facility Management Headquarters	
		June 2023	Director, Senior Managing Executive Officer, General Manager, Facility Management Headquarters, and General Manager, International Headquarters	
		June 2024	Representative Director, Senior Managing Executive Officer, General Manager, International Headquarters, and General Management of Construction & Engineering (up to present)	
		[Reasons for nominating the candidate as Audit & Supervisory Board Member] Mr. Tadashi Honda has extensive business experience in the general electrical works divisions. As Director since June 2022, he has supervised management and made important decisions appropriately. He has been in charge of the general electrical works divisions and has made efforts to expand business, and has endeavored to reinforce corporate structure for improving profitability. In the expectation that he may use such experience to contribute to the improvement of management soundness and transparency through the Company’s audit operations from a fair and objective standpoint, he has therefore been newly nominated as Audit & Supervisory Board Member.		

No.	Name (Date of Birth)	Career summary and positions		Number of shares of the Company held
2	Koji Hamade (September 10, 1963) [Newly appointed]	April 1987 October 2011	Joined the Company General Manager, Sales Planning Department, Sales Headquarters	2,100
		June 2016 June 2021 June 2022	General Manager, Planning Division, Facility Management Headquarters General Manager, General Affairs Department Executive Officer, General Manager, General Affairs Department, in charge of Healthcare Management Office (up to present)	
		[Reasons for nominating the candidate as Audit & Supervisory Board Member] Mr. Koji Hamade has extensive business experience in the Head Office Divisions, including corporate planning, finance & accounting, and general affairs, in addition to his experience in the sales and business divisions. As Executive Officer since June 2022, he has played a central role in business execution of the Head Office Divisions. In the expectation that he may use such experience to contribute to the improvement of management soundness and transparency through the Company's audit operations from a fair and objective standpoint, he has therefore been newly nominated as Audit & Supervisory Board Member.		

No.	Name (Date of Birth)	Career summary and positions	Number of shares of the Company held
3	Yoko Koga (December 8, 1956) [Reappointed] [Outside Audit & Supervisory Board Member] [Independent Auditor]	<p>June 1990 Joined Price Waterhouse LLP (currently Price Waterhouse Coopers LLP)</p> <p>July 1997 Joined Aoyama Audit Corporation</p> <p>March 2000 Manager, Shinnihon Ernst & Young Co. (currently Ernst Young Tax Co.)</p> <p>April 2001 Senior Manager</p> <p>October 2004 Partner</p> <p>July 2017 Director</p> <p>February 2021 Tax Director, DLA Piper Tokyo Partnership Gaikokuho Kyodojigyo Horitsu Jimusho</p> <p>June 2021 Outside Audit & Supervisory Board Member, the Company (up to present)</p>	0
	<p>[Reasons for nominating the candidate as Outside Audit & Supervisory Board Member]</p> <p>Ms. Yoko Koga has a high degree of insight into and extensive experience in international and corporate taxation through her working experience at a U.S. accounting firm and domestic certified tax accountant offices. She is expected to conduct audits from an independent standpoint and strengthen the corporate governance of the Company. She has therefore been renominated as an Outside Audit & Supervisory Board Member. Although she has never been involved in corporate management other than as an outside officer, the Company judges that she will appropriately execute her duties as Outside Audit & Supervisory Board Member, for the reasons above. Furthermore, her term of office as Outside Audit & Supervisory Board Member of the Company will have been four (4) years at the conclusion of this General Meeting.</p>		

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. Candidate Ms. Yoko Koga has satisfied the requirements for Outside Audit & Supervisory Board Member. Further, Ms. Yoko Koga is designated as Independent Auditor as prescribed by Tokyo Stock Exchange, Inc. Subject to her reelection, the Company intends to appoint her to continue as Independent Auditor.
3. The reason for nominating each of the candidates is shown at the bottom of each candidate's brief personal history.
4. Based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yoko Koga to limit her liability under Article 423, Paragraph 1 of said Act. Subject to her reelection, the Company intends to continue the above liability limitation agreement with her. The corresponding limitation of liability based on said agreement will limit liability to the lowest extent pursuant to the law.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to insure its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance agreement will cover damages that may arise due to the insureds assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability, and the insurance premiums are fully borne by the Company. However, the insurance agreement does not cover damages claimed arising from intent or gross negligence. If the candidates assume office as Audit & Supervisory Board Member, each of them will become insured under said insurance agreement. Furthermore, the Company intends to renew the insurance agreement with the same terms and conditions at the next renewal.

[Reference]

Nomination policy on candidates for Directors and Audit & Supervisory Board Members

- (i) Inside Directors will be individuals who have extensive experience and excellent performance records in connection with our business; who have sound objective judgment concerning management in light of the changing environment surrounding the Company and future changes; and who have superior character, foresight and insight.
- (ii) Outside Directors will be individuals with experience in company management, experts of respective fields or academic experts who would be suitable for supervising the Company's management from the viewpoint of encouraging sustainable growth and striving to increase corporate value over the mid-to-long term.
- (iii) Audit & Supervisory Board Members will be individuals with experience in company management and individuals with expertise in legal affairs, finance or accounting.
- (iv) For submission of the proposal on election of Directors and Audit & Supervisory Board Members to the General Meeting of Shareholders, Nominating Advisory Committee will deliberate the candidates for Directors and Audit & Supervisory Board Members and the Board of Directors will decide on the candidates by a resolution based on the report of the Committee.

Composition of Directors and Audit & Supervisory Board Members after the conclusion of this General Meeting of Shareholders (planned)

The Company posts personnel across the Board of Directors in a well-balanced manner and appoints an appropriate number of Directors in order to fulfill the functions of the Board of Directors as a whole, by appointing personnel who are familiar with important fields in the decision-making process of corporate strategies, such as finance and accounting, legal affairs and compliance, human resources and human resources development; personnel with abundant knowledge and experience in various business fields, such as engineering and development; personnel with abundant experience in corporate management, abundant internationality and global perspective; personnel with insight into other industries; and personnel with independence contributing to enhancement of corporate value in a bird's-eye-view position. The number of Independent Outside Directors shall be at least one-third of the Board of Directors.

Based on this view, the Company has established the items required of Directors and Audit & Supervisory Board Members who are responsible for the management of the Company, and the area of expertise and experience of each Director and Audit & Supervisory Board Member are listed below as a matrix. Please note that the matrix does not represent all the expertise and experience possessed by each Director and Audit & Supervisory Board Member.

Name	Position	Independence	Area of expertise and experience						
			Corporate management	Finance, accounting	Legal affairs, compliance	Human resources, human resources development	Internationality, global perspective	Engineering, technological development	Insight into other industries
Makoto Tani	Representative Director President		●	●			●		●
Shigehiro Kojima	Representative Director Senior Managing Executive Officer		●					●	
Yasuharu Okino	Representative Director Senior Managing Executive Officer		●					●	
Tetsunari Shimada	Director Managing Executive Officer		●		●	●			
Kenichi Shimada	Director Managing Executive Officer		●	●			●		
Hideyuki Takahashi	Outside Director	●		●	●				●
Rikiya Hattori	Outside Director	●	●	●			●		●
Hirofumi Yasuhara	Outside Director	●	●	●			●		●
Yumi Sano	Outside Director	●			●	●			●
Tadashi Honda	Full-time Audit & Supervisory Board Member		●				●	●	
Koji Hamade	Full-time Audit & Supervisory Board Member		●	●	●				
Yasuaki Tarutani	Outside Audit & Supervisory Board Member	●		●					●
Yoko Koga	Outside Audit & Supervisory Board Member	●		●			●		●
Takuma Usui	Outside Audit & Supervisory Board Member	●			●				

(Note) Independence: A person who has been registered as an independent officer with Tokyo Stock Exchange, Inc. (a person who is scheduled to be registered as an independent officer)

[Shareholder Proposal]

Proposal 4 is a proposal made by a shareholder.

Proposal 4: Appropriation of Surplus

(1) Outline of Proposal

To appropriate surplus as follows so that the total amount of annual dividends is equivalent to 6% of net assets.

If the Board of Directors of the Company submits a proposal concerning the appropriation of surplus to this Annual General Meeting of Shareholders, this proposal will be made independently and additionally to such a proposal.

a. Type of dividend property

Cash

b. Dividend amount per share

The amount obtained by subtracting from 124 yen the dividend amount per share of common stock of the Company proposed by the Board of Directors of the Company and approved at this Annual General Meeting of Shareholders

If the amount obtained by dividing the sum of the net assets per share at the beginning of the 100th fiscal year and the net assets per share at the end of the 100th fiscal year by 2, multiplying by 0.06 and rounding down to the nearest yen, and then subtracting 60 yen (hereinafter referred to as the “amount equivalent to the dividend on equity of 6%”) is different from 124 yen, 124 yen stated at the beginning shall be treated as the amount equivalent to the dividend on equity of 6%.

c. Allocation of dividend property and total amount of dividends

The dividend amount per share as stated in b. above for each share of common stock of the Company (The total amount of dividends shall be the amount calculated by multiplying the dividend amount per share by the total number of outstanding shares of common stock of the Company (excluding treasury shares) as of March 31, 2025.)

d. Effective date of dividends from surplus

Date of this Annual General Meeting of Shareholders

e. Date of commencement of payment of dividends

Three weeks after the next business day following the date of this Annual General Meeting of Shareholders

(2) Reasons for proposal

Based on the discussions at the Tokyo Stock Exchange’s “Follow-up Meeting on the Review of Market Segmentation,” listed companies have been reviewing their capital policies and taking steps to better protect minority shareholders. Since the Company is in a parent-subsidiary listing relationship, there are concerns that fair capital policies for minority shareholders are not being adequately considered or implemented.

The intent of this proposal is to pay a dividend equivalent to a dividend on equity (DOE) of 6%, with an awareness of the minimum level of capital discipline that can be said to be fair to minority shareholders.

The Company operates an asset-light business centered on the use of human capital and does not require large-scale capital investment. Given the nature of the business, its high profitability, and the favorable business environment amid labor shortages, the further excessive accumulation of shareholders’ equity is unnecessary.

If the current shareholder return policy is maintained, ROE is expected to decline due to an increase in shareholders’ equity. We believe that DOE of 6% (equivalent to a payout ratio of 60%) is appropriate as the minimum level necessary to maintain ROE.

* The above contents of the shareholder’s proposal are presented in their original wording as submitted by the proposing shareholder.

[Opinion of the Board of Directors]

The Board of Directors is AGAINST this proposal.

The Company considers the return of profits to shareholders to be one of the principal responsibilities of management and makes it a basic policy to maintain stable dividends well balanced with internal reserves taking into consideration business results and future business development.

The Company’s business results for FY2024 achieved the targets of its medium-term management plan “VISION 24” whose final year was FY2024. In light of this, as announced in the “Notice Concerning Dividends of Surplus” of May 9, 2025, the Company’s Board of Directors resolved to pay a year-end dividend of 86 yen per share for FY2024. As a result, the annual dividend for FY2024 will be 146 yen per share, equivalent to a dividend payout ratio of 40%, the target of “VISION 24.” This marks the 14th consecutive year of dividend increases, fulfilling the expectations of the Company’s shareholders.

On May 9, 2025, the Company announced its new medium-term management plan “VISION 2030 Mid-

term Plan 2028.” Under the new medium-term management plan, the Company aims to achieve sustainable growth by enriching human capital and strengthening its technical capabilities and capacity, under the theme of “Advancing as a comprehensive engineering company by accelerating investment in people and technology.” For FY2028, the final year of the new medium-term management plan, the Company has set targets of 280.0 billion yen in orders received, 270.0 billion yen in net sales, ordinary profit (ratio) of 23.0 billion yen (8.5%), and ROE of 12% or higher. The Company will also work on key measures to achieve a dividend payout ratio of 50% in FY2028.

To enhance accountability to shareholders and other multi-stakeholders, under the new medium-term management plan, the Company has announced its cash allocation plan for the four years from FY2025 to FY2028, including 50.0 billion yen for growth investment and 26.0 billion yen for shareholder returns, among other items. The Company is committed to enhancing corporate value by steadily implementing the new medium-term management plan and achieving the targets.

The Company believes that the Shareholder Proposal to pay a year-end dividend of 124 yen for FY2024, with annual dividends totaling 184 yen, equivalent to a DOE of 6%, does not align with the Company’s shareholder returns policy of maintaining stable dividends while making “growth investment in people and technology” as outlined in the new medium-term management plan, especially in light of the growing uncertainty in the global economy.

Regarding the level and methods of future shareholder returns, taking into account factors such as medium-to long-term growth strategies, financial status, and capital efficiency, the Company will continue to appropriately consider and implement a capital policy that is fair to all shareholders, while listening carefully to various opinions.

Accordingly, the Board of Directors is against this proposal.