

Securities Code: 2737

June 12, 2026

To Our Shareholders:

Kiyotaka Nakao, President
TOMEN DEVICES CORPORATION
(Registered Office)
8-12, Harumi 1-chome, Chuo-ku, Tokyo
104-6230, Japan
(Head Office)
3-1-1, Shibaura, Minato-ku, Tokyo
104-6230, Japan

NOTICE OF THE 35th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tomen Devices Corporation (the “Company”) is pleased to announce that it will hold its 35th Ordinary General Meeting of Shareholders. Details are described below.

In the convening of the Meeting, we will take measures to electronically provide the information that constitutes the content of the Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). Accordingly, the Company is sending summarized reference documents for the General Meeting of Shareholders to shareholders, except for those who have requested the delivery of paper documents. We kindly request that you check this information by accessing one of the following websites on which the information is posted.

The Company’s website:

<https://www.tomendevices.co.jp/en/>

(To view the information, please visit the above website and select “Shareholders & Investors” from the menu and go to “Shareholders Meeting.”)



Website where materials for general meeting of shareholders are posted

<https://d.sokai.jp/2737/teiji/>



TSE website (Listed Company Search)

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

(Please visit the TSE website above, enter/search “TOMEN DEVICES” under “Issue name (company name)” or its securities code “2737” under “Code,” and choose “Basic information,” “Documents for public inspection / PR information” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.”)



Instead of attending the Meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by **5:30 p.m. (JST) on Friday, June 26, 2026.**

1. **Date and Time:** Monday, June 29, 2026 at 10:00 a.m. (Japan Standard Time) (Reception will open at 9:00 a.m.)
2. **Venue:** **BELLESALLE TOKYO NIHONBASHI**
Address: Room C + D + E, 4th floor,
Tokyo Nihonbashi Tower, 2-7-1 Nihonbashi, Chuo-ku, Tokyo
(Please note that the venue has changed from last year.)

3. **Purpose of the Meeting:**

- Items to be reported:
1. Business Report and Consolidated Financial Statements for the 35th Term (from April 1, 2025 to March 31, 2026), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-Consolidated Financial Statements for the 35th Term (from April 1, 2025 to March 31, 2026)

Items to be resolved:

- | | |
|----------------|---|
| Proposal No. 1 | Disposition of surplus |
| Proposal No. 2 | Partial amendment to Articles of Incorporation |
| Proposal No. 3 | Election of nine (9) Directors |
| Proposal No. 4 | Election of two (2) Audit & Supervisory Board Member |
| Proposal No. 5 | Election of one (1) Substitute Audit & Supervisory Board Member |

4. **Exercising of Voting Rights**

Please refer to “Guidance on Exercising Your Voting Rights” on next page

5. **Information on the documents that will be sent to shareholders**

Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and of Article 14, Paragraph 2 of the Company’s Articles of Incorporation, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.

“status of accounting auditors,” “system and policy of the Company,” “consolidated statement of changes in shareholders’ equity,” “notes to consolidated financial statements,” “balance sheet,” the “statement of income,” “statement of changes in shareholders’ equity” and “notes to non-consolidated financial statements” are not printed in documents which are delivered to those shareholders who requested the provision of documents.

Audit & Supervisory Board Members and Accounting Auditors audit the matters subject to audit including the above matters.

6. **Other Matters concerning this Notice of the Ordinary General Meeting of Shareholders**

If exercising voting rights by proxy, you may delegate another shareholder who holds a voting right as an agent. However, along with a letter certifying the right of proxy (proxy letter), one of the following documents must be submitted.

- (1) Voting Rights Exercise Form of the delegating shareholder
- (2) Certificate of stamp seal of the actual stamp on the document certifying the right of representation
- (3) Copy of delegating shareholder’s identification document

In the event of revisions to matters subject to electronic provision measures, notice of such revisions and the original and revised versions of the matters will be posted on each website mentioned above.

(Requests to Shareholders)

- If there are any major changes in the operation of the General Meeting of Shareholders, we will post them on our website (<https://www.tomendevices.co.jp/en/>) on the Internet.
- If you attend the meeting, please bring the voting rights exercise form to the reception desk. Please note that persons who are not shareholders of the Company, such as those accompanying shareholders or children, are not permitted to enter the meeting venue. Shareholders who require assistance or interpreter (including sign language interpreter) are allowed to be accompanied by one caregiver or interpreter. However, unless those accompanying individuals are shareholders with voting rights, their speech and conduct will be limited to their capabilities as a caregiver or interpreter.
- Gifts have been prepared for shareholders, but only one gift will be given to each shareholder attending the meeting, irrespective of the number of Voting Rights Exercise Forms they hold. The gift will be handed over after the meeting.
- The Company will receive shareholders in Cool Biz, which is informal attire worn during the summer.

Our website (<https://www.tomendevices.co.jp/en/>)

Guidance on Exercising Your Voting Right



Exercise of voting rights via the Internet etc.:

Please access the website for exercising voting rights (<https://evote.tr.mufg.jp/> [in Japanese only]), use the “Login ID” and “Temporary Password” shown on the Voting Rights Exercise Form, and then indicate your approval or disapproval of each proposal by following the instructions on the screen.

Internet voting must be completed by 5:30 p.m. on Friday, June 26, 2026 (JST).



Exercise of voting rights by mail (in writing):

Please review the Reference Documents for the General Meeting of Shareholders and return the Voting Rights Exercise Form with your votes by mail.

The completed form must reach us by 5:30 p.m. on Friday, June 26, 2026 (JST).



Exercise of voting rights by attending the meeting:

If you attend the meeting, please submit the Voting Rights Exercise Form at the reception desk on the day of the meeting (Reception will open at 9:00 a.m.)

Date & time: Monday, June 29, 2026 at 10:00 a.m. (Japan Standard Time)

(Reception will open at 9:00 a.m.)

Venue: BELLESALLE TOKYO NIHONBASHI

Address: Room C + D + E, 4th floor,

Tokyo Nihonbashi Tower, 2-7-1 Nihonbashi, Chuo-ku, Tokyo

Please note:

1. If you do not indicate your vote for or against each of the proposals on the Voting Rights Exercise Form returned to us, we will treat your vote as a vote for the proposal with respect to the company proposals.
2. If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective
3. Your voting via the internet shall prevail, if you exercise your voting rights both in writing (by mail) and via the internet.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Disposition of surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

Regarding our dividend policy, we will pay dividends based on performance in order to return profits in accordance with consolidated business results for each fiscal year. We will deal with year-end dividends flexibly to continue stable payments, taking an increase in the payout ratio into consideration, in addition to changes in the economic environment and demand for funds.

We intend to use retained earnings to strengthen our management foundation, meet the demand for funds accompanying business expansion, and to strengthen our financial standing.

In accordance with this policy, the Company proposes to pay year-end dividends for the 35th term as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥540 per common share of the Company.

In this event, the total dividends will be ¥3,672,455,220.

(3) Effective date of dividends of surplus

June 30, 2026

Proposal No. 2: Partial amendment to Articles of Incorporation

1. Reasons for amendments

In March of this year, the Company relocated its head office functions from Chuo-ku, Tokyo to Minato-ku, Tokyo for the purposes of expanding the operations of the Group and further improving the working environment. Accordingly, in line with the actual location of the head office operations, the Company proposes to amend Article 3 (Location of Registered Office) of the current Articles of Incorporation to change the location of the registered office.

2. Details of amendments

(Underlined part indicates the change.)

Articles of Incorporation	Proposed Amendments
(Location of Registered Office) Article 3 The registered office of the Company shall be situated in <u>Chuo-ku</u> , Tokyo, Japan	(Location of Registered Office) Article 3 The registered office of the Company shall be situated in <u>Minato-ku</u> , Tokyo, Japan

Proposal No. 3: Election of nine (9) Directors

The term of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that nine (9) Directors be elected.

For the selection and election of Directors, we have set the precondition that they all have “knowledge and expertise in the field of electronics, or have experience and knowledge about general corporate management” as well as “having appropriateness and suitability as a director.”

The criteria for determining the independence of the Company's independent external officers are based on the requirements for external directors and Audit & Supervisory Board Member stipulated in the Companies Act and the independence criteria stipulated by the Tokyo Stock Exchange. And the following are the qualities we look for in our independent external officers:

- A person with ability to demonstrate integrity and is able to proactively provide suggestions, proposals, and opinions on our management challenges.
- A person with management experience or, alternatively, a wealth of expertise in law, industry, etc.

Procedures for the election of directors are decided at the Board of Directors, with the opportunity for dialogue with candidates that satisfy the above conditions.

The candidates for Directors are as follows. Taisei Koh is a candidate for Director of a foreign nationality and Aiko Kanayama is a female candidate for Director. We will continue to strive to build a highly diversified board member system.

No.	Name	Position in the Company	
1	Kiyotaka Nakao	President, General Manager of Sales Division	Reappointment Male
2	Nobumitsu Masuyama	Managing Director, General Manager of Corporate Administrative Division and General Manager of Human Resources & General Affairs Department	Reappointment Male
3	Hiroshi Nishimoto	Director, Deputy General Manager of Sales Division and General Manager of Automotive Sales Unit	Reappointment Male
4	Kazumi Mizukawa	-	New Appointment Male
5	Shohei Seko	Director	Reappointment Male
8	Toshiyasu Asai	External Director	Reappointment Male External Independent
9	Taisei Koh	External Director	Reappointment Male External Independent
10	Hiroyasu Takeda	-	New Appointment Male External Independent
11	Aiko Kanayama	-	New Appointment Female External Independent

Reappointment

Candidates for Directors to be reappointed

New Appointment


Candidates for Directors to be newly appointed


External


Candidates for External Directors


Independent


Independent officer based on the provisions of the Tokyo Stock Exchange


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
1	 <p style="text-align: center;">Reappointment Male</p> <p>Kiyotaka Nakao (April 19, 1967)</p> <p>Years as Director: 7 years</p>	<p>April 1991 Joined Toyota Tsusho Corporation</p> <p>April 2004 General Manager, Electronics Division, Toyota Tsusho (Guangzhou) Co., Ltd.</p> <p>April 2009 General Manager, Kobe Office, Toyota Tsusho Electronics Corporation</p> <p>April 2012 Director, Toyota Tsusho Electronics Corporation</p> <p>April 2013 Managing Director, Toyota Tsusho Electronics Corporation</p> <p>April 2017 Executive Managing Director, NEXTY Electronics Corporation</p> <p>June 2019 Director of the Company</p> <p>April 2024 Managing Director, Deputy Manager of Sales Division</p> <p>June 2024 President, General Manager of Sales Division (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Chairman, ATMD Electronics (HONG KONG) Limited • President, TOMEN DEVICES AMERICA, INC • Director, ITG Marketing, Inc.
<p>Number of the Company's shares owned: 594 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination as a candidate for Director: Since joining Toyota Tsusho Corporation, namely, since before serving for Toyota Tsusho Electronics Corporation (currently NEXTY Electronics Corporation) as Managing Director, Kiyotaka Nakao has worked mainly in the electronic device business, and since becoming Director of the Company in 2019, he has provided appropriate supervision and advice to the Board of Directors. He has experience as Director of the Company, as well as abundant job experience in the semiconductor industry and knowledge of corporate management, and therefore we have continued to place him as a candidate for Director. If this proposal is approved, it is planned that the Board of Directors will appoint him as the Representative Director after the conclusion of this General Meeting.</p>		


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
2	 <p data-bbox="347 443 512 472">Reappointment</p> <p data-bbox="395 479 464 508">Male</p> <p data-bbox="363 551 496 640">Nobumitsu Masuyama (June 1, 1967)</p> <p data-bbox="347 667 512 719">Years as Director: 2 years</p>	April 1990	Joined Long-Term Credit Bank of Japan (currently, SBI Shinsei Bank, Limited)
	June 1999	Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently, Sompo Japan Insurance Inc.)	
	March 2002	Joined Toyota Tsusho Corporation	
	April 2007	Group Leader, Consolidated Accounting Group, Accounting & Planning Department, Toyota Tsusho Corporation	
	May 2011	Treasury Manager of Toyota Tsusho Europe SA (Belgium) (secondment)	
	May 2016	Group Leader, Investment and Financing Business Group, Financial Department, Toyota Tsusho Corporation	
	April 2017	General Manager of Financial Department, Toyota Tsusho Corporation	
	May 2021	Senior Vice President and Treasurer & CFO, Toyota Tsusho America Inc. (New York) (secondment)	
June 2024	Managing Director, General Manager of Corporate Administrative Division and General Manager of Human Resources & General Affairs Department (current position)		
Number of the Company's shares owned: 0		Attendance at Board of Directors Meetings: 12 out of 12 times (100%)	
<p data-bbox="304 913 810 943">Reasons for nomination as a candidate for Director:</p> <p data-bbox="304 943 1359 1106">Since joining Toyota Tsusho Corporation after working for financial and other companies, Nobumitsu Masuyama has mainly engaged in accounting and financial operations, including serving as Senior Vice President and Treasurer and CFO of Toyota Tsusho America Inc. (New York), gaining financial and accounting expertise and knowledge of corporate management. We believe that he will contribute to enhancing the Company's corporate value and have therefore nominated him to continue as a candidate for Director.</p>			


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
3	 <p data-bbox="352 443 507 472">Reappointment</p> <p data-bbox="400 479 459 508">Male</p> <p data-bbox="325 533 539 591">Hiroshi Nishimoto (August 24, 1975)</p> <p data-bbox="341 618 523 676">Years as Director: 1 year</p>	<p data-bbox="560 264 1002 293">March 1998 Joined TEAC Corporation</p> <p data-bbox="560 300 943 329">November 2003 Joined the Company</p> <p data-bbox="560 336 1102 365">November 2008 Head of HDD Sales Promotion Dept.</p> <p data-bbox="560 371 1126 400">April 2009 Head of Storage Sales Promotion Dept.</p> <p data-bbox="560 407 991 436">November 2009 Head of LED Sales Dept.</p> <p data-bbox="560 443 1310 501">September 2018 General Manager, ATMD ELECTRONICS (SHANGHAI) LIMITED</p> <p data-bbox="560 508 1331 566">April 2025 Deputy General Manager of Sales Division and General Manager of Automotive Sales Unit of the Company</p> <p data-bbox="560 573 1367 658">June 2025 Director, Deputy General Manager of Sales Division and General Manager of Automotive Sales Unit of the Company (current position)</p> <p data-bbox="560 665 895 694">(Significant Concurrent Positions)</p> <ul data-bbox="560 701 1174 792" style="list-style-type: none"> • Director, ATMD (Hong Kong) Limited • Director, ATMD ELECTRONICS (SHENZHEN) LIMITED • Director, ATMD ELECTRONICS (SHANGHAI) LIMITED
	<p data-bbox="308 824 995 882">Number of the Company's shares owned: 408 shares Attendance at Board of Directors Meetings: 10 out of 10 times (100%)</p> <p data-bbox="308 898 1367 1137">Reasons for nomination as a candidate for Director: Since joining the Company, Hiroshi Nishimoto has been engaged in semiconductor-focused business positions for many years and has contributed greatly to the expansion of the Company's overseas business since his secondment to ATMD ELECTRONICS (SHANGHAI) LIMITED, a subsidiary of the Company, in 2018. He possesses a deep understanding of business strategy formulation and execution in international markets, particularly in China, as well as the provision of products and services tailored to local needs. Given his extensive knowledge and experience in the sales department and overseas subsidiaries, we believe he can contribute to our growth strategy, and thus we have nominated him to continue as a candidate for director.</p>	


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
4	 <p data-bbox="331 443 539 477">New Appointment</p> <p data-bbox="395 481 475 515">Male</p> <p data-bbox="316 548 539 616">Kazumi Mizukawa (May 28, 1973)</p>	<p data-bbox="555 264 1362 297">April 1998 Joined Toyota Tsusho Corporation</p> <p data-bbox="555 302 1362 358">April 2008 Deputy General Manager, TT Network Integration China (currently Toyota Tsusho Systems China) (secondment)</p> <p data-bbox="555 362 1362 418">April 2012 President, TT Network Integration Asia Pte. Ltd. (currently Toyota Tsusho Systems Singapore Pte. Ltd.) (secondment)</p> <p data-bbox="555 423 1362 479">April 2017 Group Leader, Information Industry Department, Toyota Tsusho Corporation</p> <p data-bbox="555 483 1362 539">April 2020 General Manager, TT Network Integration China (currently Toyota Tsusho Systems China) (secondment)</p> <p data-bbox="555 544 1362 645">April 2024 General Manager of Enterprise IT Department, ICT Solution SBU, Digital Solutions Division, Toyota Tsusho Corporation (current position)</p> <p data-bbox="555 649 1362 683">(Significant Concurrent Positions)</p> <ul data-bbox="555 687 1362 741" style="list-style-type: none"> • General Manager of Enterprise IT Department, ICT Solution SBU, Digital Solutions Division, Toyota Tsusho Corporation
<p data-bbox="304 752 794 786">Number of the Company's shares owned: 0 shares</p> <p data-bbox="304 797 1362 987">Reasons for nomination as a candidate for Director: Since joining Toyota Tsusho Corporation, Kazumi Mizukawa has worked at several overseas group companies and possesses extensive experience in promoting business abroad. Additionally, he has a wealth of experience and knowledge of corporate management, having served as a President of Toyota Tsusho Group company, and based on this experience, we believe that he will be able to provide appropriate supervision and advice to the Board of Directors, and thus we have nominated him as a candidate for director.</p> <p data-bbox="304 1010 1362 1151">Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude agreement with Kazumi Mizukawa to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act if his election is approved.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
5	 <p data-bbox="339 555 499 584">Reappointment</p> <p data-bbox="395 591 459 620">Male</p> <p data-bbox="355 651 499 707">Shohei Seko (April 7, 1976)</p> <p data-bbox="339 734 515 790">Years as Director: 1 year</p>	<p data-bbox="555 383 659 412">April 1999</p> <p data-bbox="743 383 1078 412">Joined Toyota Tsusho Corporation</p> <p data-bbox="555 421 659 450">April 2006</p> <p data-bbox="743 421 1222 450">Toyota Tsusho (Shanghai) Co., Ltd. (secondment)</p> <p data-bbox="555 459 659 488">April 2011</p> <p data-bbox="743 459 1126 488">Returned to Toyota Tsusho Corporation</p> <p data-bbox="555 497 659 526">April 2017</p> <p data-bbox="743 497 1310 553">Toyota Tsusho Electronics Corporation (currently NEXTY Electronics Corporation) (secondment)</p> <p data-bbox="555 562 659 591">April 2018</p> <p data-bbox="743 562 1302 618">Europe Region Chief, Toyota Tsusho NEXTY Electronics Europe GmbH (secondment)</p> <p data-bbox="555 627 659 656">April 2022</p> <p data-bbox="743 627 1342 683">Executive Officer, Head of Business Promotion Unit, NEXTY Electronics Corporation (secondment)</p> <p data-bbox="555 692 659 721">April 2024</p> <p data-bbox="743 692 1254 748">Director, Head of Business Promotion Unit, NEXTY Electronics Corporation</p> <p data-bbox="555 757 659 786">April 2025</p> <p data-bbox="743 757 1358 835">General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation (current position)</p> <p data-bbox="555 844 659 873">June 2025</p> <p data-bbox="743 844 1158 873">Director of the Company (current position)</p> <p data-bbox="555 882 887 911">(Significant Concurrent Positions)</p> <ul data-bbox="571 916 1342 972" style="list-style-type: none"> • General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation
	<p data-bbox="308 976 791 1005">Number of the Company's shares owned: 0 shares</p> <p data-bbox="308 1010 991 1039">Attendance at Board of Directors Meetings: 10 out of 10 times (100%)</p> <p data-bbox="308 1055 807 1084">Reasons for nomination as a candidate for Director:</p> <p data-bbox="308 1088 1350 1267">Since joining Toyota Tsusho Corporation, Shohei Seko has primarily been engaged in the electronic devices business and has served as an executive officer and director at the Toyota Tsusho group company. He possesses extensive knowledge and experience in the semiconductor industry, as well as insights into corporate management. Based on these experiences, we have determined that he is capable of providing appropriate oversight and advice to the Board of Directors, and therefore decided to nominate him to continue as a candidate for Director.</p> <p data-bbox="308 1290 520 1319">Limitation of liability:</p> <p data-bbox="308 1323 1342 1424">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Shohei Seko to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>	

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
	 <p>Reappointment</p> <p>Male</p> <p>External</p> <p>Independent</p> <p>Toshiyasu Asai (July 13, 1955)</p> <p>Years as Director: 4 years</p>	<p>April 1978 Joined Nippon Denso Co., Ltd. (currently Denso Corporation)</p> <p>August 2009 President of Denso Mexico</p> <p>January 2012 Head of Telecommunication Department and Executive Specialist, Denso Mexico</p> <p>November 2017 Director and Senior Managing Executive Officer, DENSO TEN Limited</p> <p>June 2019 Executive Vice President, Senior Executive Officer and Director, DENSO TEN Limited</p> <p>July 2021 Advisor on Management Planning, Mobility Electronics Business Group, Denso Corporation</p> <p>June 2022 External Director of the Company (current position)</p>
6		<p>Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination as a candidate for an External Director and summary of expected roles: Toshiyasu Asai gained a range of experience in automotive businesses and knowledge about corporate management from a global perspective through his direct involvement in management as a Director at a group company of Denso Corporation. As in the previous year, we have decided to nominate Toshiyasu Asai as a candidate for an External Director because he has been providing valuable opinions and advice on the management of the Company. The Company expects Toshiyasu Asai to continue to fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p>Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Toshiyasu Asai to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
7	 <p>Reappointment Male External Independent</p> <p>Taisei Koh (December 4, 1971)</p> <p>Years as Director: 4 years</p>	<p>July 1995 Passed the second stage examination of certified public accountants, and joined Aoyama Audit Corporation</p> <p>September 1997 Joined Asahi Audit Corporation (currently KPMG AZSA LLC)</p> <p>September 1999 Registered as a certified public accountant</p> <p>November 2000 Assigned to the Atlanta Office of Arthur Andersen LLP</p> <p>December 2002 Assigned to KPMG Samjong Accounting Corp. (Korea)</p> <p>August 2006 Joined Gravity Co., Ltd, (Korea) as Director in charge of financial matters</p> <p>November 2007 Established Starsia Co., Ltd. and took office as Representative Director (current position)</p> <p>December 2007 Established Starsia Consulting Co., Ltd. (Korea) and took office as Representative Director</p> <p>October 2020 Established Starsia Accounting Tax Corporation as Partner (current position)</p> <p>September 2021 Established CaN International, an audit firm, as Senior Partner (current position)</p> <p>April 2022 Secretary of the Tokyo Chapter of the Japanese Institute of Certified Public Accountants</p> <p>June 2022 External Director of the Company (current position)</p> <p>December 2025 Director, Starsia Consulting Co., Ltd. (Korea) (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Representative Director of Starsia Co., Ltd. • Director of Starsia Consulting Co., Ltd. (Korea) • Partner of Starsia Accounting Tax Corporation • Senior Partner of CaN International, an audit firm
<p>Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination as a candidate for an External Director and summary of expected roles: Taisei Koh gained expertise in finance and accounting through his many years of experience as a certified public accountant while also establishing a business to support companies operating between Japan and Korea. As in the previous year, we have decided to nominate Taisei Koh as a candidate for External Director because he has been providing valuable opinions and advice on the management of the Company. The Company expects Taisei Koh to continue to fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p>Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Taisei Koh to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
	 <p data-bbox="344 521 533 546">New Appointment</p> <p data-bbox="408 557 469 582">Male</p> <p data-bbox="376 593 501 618">External</p> <p data-bbox="376 629 501 654">Independent</p> <p data-bbox="336 674 541 734">Hiroyasu Takeda (April 10, 1960)</p>	<p data-bbox="571 342 979 367">April 1985 Joined Fujitsu Limited</p> <p data-bbox="571 378 1067 403">February 1988 Fujitsu Singapore (secondment)</p> <p data-bbox="571 414 1083 439">August 1995 Fujitsu Hong Kong (secondment)</p> <p data-bbox="571 450 1355 510">April 2000 Head of Global Sourcing Division, Procurement Unit, Fujitsu Limited</p> <p data-bbox="571 521 1302 582">April 2010 Executive Officer, General Manager, Procurement Unit, Fujitsu Limited</p> <p data-bbox="571 593 1302 654">April 2014 Executive Officer, General Manager, Personal Business, Fujitsu Limited</p> <p data-bbox="571 665 1362 725">February 2016 Director & Senior Managing Executive Officer, Fujitsu Client Computing Limited</p> <p data-bbox="571 736 1283 797">May 2018 Vice president & Executive Officer, Head of Business Operations Unit, Fujitsu Client Computing Limited</p> <p data-bbox="571 808 1318 869">April 2024 Chairman & Executive Officer, Fujitsu Client Computing Limited</p> <p data-bbox="571 880 1246 904">April 2025 Senior Advisor, Fujitsu Client Computing Limited</p>
8		<p data-bbox="316 880 804 904">Number of the Company's shares owned: 0 shares</p> <p data-bbox="316 931 1362 1149">Reasons for nomination as a candidate for an External Director and summary of expected roles: Hiroyasu Takeda has extensive experience and a broad range of knowledge in corporate management, having served in key positions such as Corporate Executive Officer and Director at Fujitsu Limited and its group companies. Based on this substantial experience, the Company has determined that he will be able to provide useful opinions and advice on its management as a Director, and has therefore nominated him as a candidate for External Director. The Company expects that Hiroyasu Takeda will fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p data-bbox="316 1176 1362 1335">Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there will be no financial interests other than director compensation between him and the Company. Therefore, Hiroyasu Takeda meets our independence criteria. The Company intends to register him with the Tokyo Stock Exchange as an independent officer prescribed by the Exchange if his appointment is approved.</p> <p data-bbox="316 1361 1362 1485">Limitation of liability: The Company plans to enter into agreements with Hiroyasu Takeda to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act pursuant to the provisions of Article 427, Paragraph 1 thereof if his election is approved.</p>

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
9	 <p data-bbox="347 517 529 546">New Appointment</p> <p data-bbox="395 555 475 584">Female</p> <p data-bbox="379 593 491 622">External</p> <p data-bbox="379 631 491 660">Independent</p> <p data-bbox="336 683 534 741">Aiko Kanayama (December 17, 1978)</p>	<p data-bbox="571 338 1034 367">October 2005 Admitted to the Bar of Japan</p> <p data-bbox="571 376 1088 405">October 2005 Joined Mori Hamada & Matsumoto</p> <p data-bbox="571 414 1315 472">April 2010 Joined the Ministry of Land, Infrastructure, Transport and Tourism</p> <p data-bbox="571 481 1161 510">October 218 Head of Public Policy, Google Japan G.K.</p> <p data-bbox="571 519 1177 548">January 2019 Partner, Miura & Partners (current position)</p> <p data-bbox="571 557 1286 586">December 2020 External Director, DIGITALIFT Inc. (current position)</p> <p data-bbox="571 595 1337 624">March 2022 External Director, DreamArts Corporation (current position)</p> <p data-bbox="571 633 1343 692">April 2022 Member, Startup New Market Creation Task Force, Ministry of Economy, Trade and Industry (METI)</p> <p data-bbox="571 701 1343 781">June 2022 Digital Advisor, Information Policy Division, Policy Bureau, Ministry of Land, Infrastructure, Transport and Tourism (MLIT)</p> <p data-bbox="571 790 1356 848">March 2023 External Director, VOLKSWAGEN Group Japan KK (current position)</p> <p data-bbox="571 857 1273 916">October 2023 Supervisory Director, Advance Residence Investment Corporation (current position)</p> <p data-bbox="571 925 1337 983">July 2024 Standing Audit & Supervisory Board Member, The Kitasato Institute (current position)</p> <p data-bbox="571 992 900 1021">(Significant Concurrent Positions)</p> <ul data-bbox="571 1025 1254 1167" style="list-style-type: none"> • Partner, Miura & Partners • External Director, DIGITALIFT Inc. • External Director, DreamArts Corporation • External Director, VOLKSWAGEN Group Japan KK • Supervisory Director, Advance Residence Investment Corporation • Standing Audit & Supervisory Board Member, The Kitasato Institute
		<p data-bbox="316 1178 804 1207">Number of the Company's shares owned: 0 shares</p> <p data-bbox="316 1234 1347 1507">Reasons for nomination as a candidate for an External Director and summary of expected roles: Aiko Kanayama has only been involved in corporate management as external director and Audit & Supervisory Board Member. However, she possesses expert knowledge of the law through her many years of experience as an attorney. She also has a broad range of knowledge in corporate management, having served as an External Director and Audit & Supervisory Board Member at multiple companies. Based on this knowledge and experience, the Company has determined that she will be able to provide useful opinions and advice on its management as a Director, and has therefore nominated her as a candidate for External Director. The Company expects Aiko Kanayama to fulfill her duties from an objective position independent of business executors based on her experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p data-bbox="316 1525 1347 1686">Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there will be no financial interests other than director compensation between her and the Company. Therefore, Aiko Kanayama meets our independence criteria. The Company intends to register her with the Tokyo Stock Exchange as an independent officer prescribed by the Exchange if her appointment is approved.</p> <p data-bbox="316 1727 1347 1861">Limitation of liability: The Company plans to enter into agreements with Aiko Kanayama to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act pursuant to the provisions of Article 427, Paragraph 1 thereof if her election is approved.</p>


- Notes: 1. The meanings of the terms in the table are as follows.
- “Reappointment” Candidates for Directors to be reappointed
 - “New Appointment” Candidates for Directors to be newly appointed
 - “External” Candidates for External Directors
 - “Independent” Independent officers registered/to be registered with the stock exchanges
2. There is no special interest between the candidates and the Company.
3. Position and responsibilities of candidates Kiyotaka Nakao, Nobumitsu Masuyama, Kazumi Mizukawa and Shohei Seko as business executors at Toyota Tsusho Corporation, the Company’s parent company, and its subsidiaries for the past ten years and at present are as described in “Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions.”
4. Candidates Toshiyasu Asai, Taisei Koh, Hiroyasu Takeda and Aiko Kanayama are candidates for External Directors.


Proposal No. 4 : Election of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Keita Gyouten will expire and Audit & Supervisory Board Member Jun Yamada will resign at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that two (2) Audit & Supervisory Board Members be elected.

We have obtained the consent of the Audit & Supervisory Board for this proposal.

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


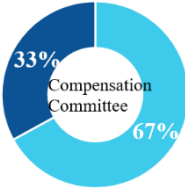


No.	Name (Date of Birth)	Career Summary, Position in the Company, and Significant Concurrent Positions
	 <p>Reappointment Male External Independent Keita Gyouten (June 25, 1958) Years as Audit & Supervisory Board Member: 4 years</p>	<p>April 1983 Joined NEC Corporation July 2002 Head of Procurement Planning Department, NEC Network Company June 2005 Executive Vice President, NEC (China) Co., Ltd. (Seconded) April 2009 Head of Key Component Management, Product Materials Department, NEC Corporation June 2012 Director, NEC Nagano Co., Ltd. April 2013 Head of Platform Procurement Division, NEC Corporation June 2015 Director and Executive Officer, Nittsu NEC Logistics, Ltd. June 2017 Director and Managing Executive Director, Nittsu NEC Logistics, Ltd. July 2020 Executive Advisor, ANRITSU CORPORATION January 2022 Executive Vice President, Takasago, Ltd. June 2022 External Audit & Supervisory Board Member of the Company (current position)</p>
1		<p>Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%) Audit & Supervisory Board Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination of a candidate for External Audit & Supervisory Board Member: Since joining NEC Corporation, Keita Gyouten gained a broad range of experience and accumulated expertise in business planning, logistics and export control by engaging mainly in procurement and planning operations, as well as successively holding the position of Director at NEC Corporation's group companies. We propose that Keita Gyouten be elected as an External Audit & Supervisory Board Member in anticipation that he will provide the Company with valuable opinions and candid comments, ensure the soundness and appropriateness of its management decisions and contribute to improvements in management transparency.</p> <p>Matters pertaining to independence: There is no possibility of conflicts of interest with general shareholders because there are no financial interests other than compensation for Audit & Supervisory Board Members between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Keota Gyoten to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>

No.	Name (Date of Birth)	Career Summary, Position in the Company, and Significant Concurrent Positions
2	 <div style="background-color: #90EE90; padding: 2px;">New Appointment</div> <div style="background-color: #808080; color: white; padding: 2px;">Female</div> <div style="background-color: #66B3FF; padding: 2px;">External</div> <div style="background-color: #FFC0CB; padding: 2px;">Independent</div> Noriko Shinke (October 7, 1971)	April 1994 Joined Chuo Audit Corporation April 1997 Registered as a certified public accountant July 2007 Joined Azusa Audit Corporation (currently KPMG AZSA LLC) June 2008 Partner, Azusa Audit Corporation July 2025 Head of Noriko Shinke CPA Office (Significant Concurrent Positions) • Head of Noriko Shinke CPA Office
	Number of the Company's shares owned: 0 shares Reasons for nomination as a candidate for Audit & Supervisory Board Member: Noriko Shinke has never been involved directly in corporate management. However, she possesses expert knowledge of finance and accounting through her many years of experience as a certified public accountant. Based on this expertise, the Company has nominated her as a candidate for External Audit & Supervisory Board Member, expecting that she will provide useful opinions and candid observations, and contribute to ensuring the soundness and appropriateness of the Company's management decision-making, as well as enhancing its transparency. Matters pertaining to independence: There is no possibility of conflicts of interest with general shareholders because there will be no financial interests other than compensation for Audit & Supervisory Board Members between her and the Company. Therefore, she meets our independence criteria. The Company intends to register her with the Tokyo Stock Exchange as an independent officer prescribed by the Exchange if her appointment is approved. Limitation of liability: The Company plans to enter into agreements with Noriko Shinke to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act pursuant to the provisions of Article 427, Paragraph 1 thereof if her election is approved.	

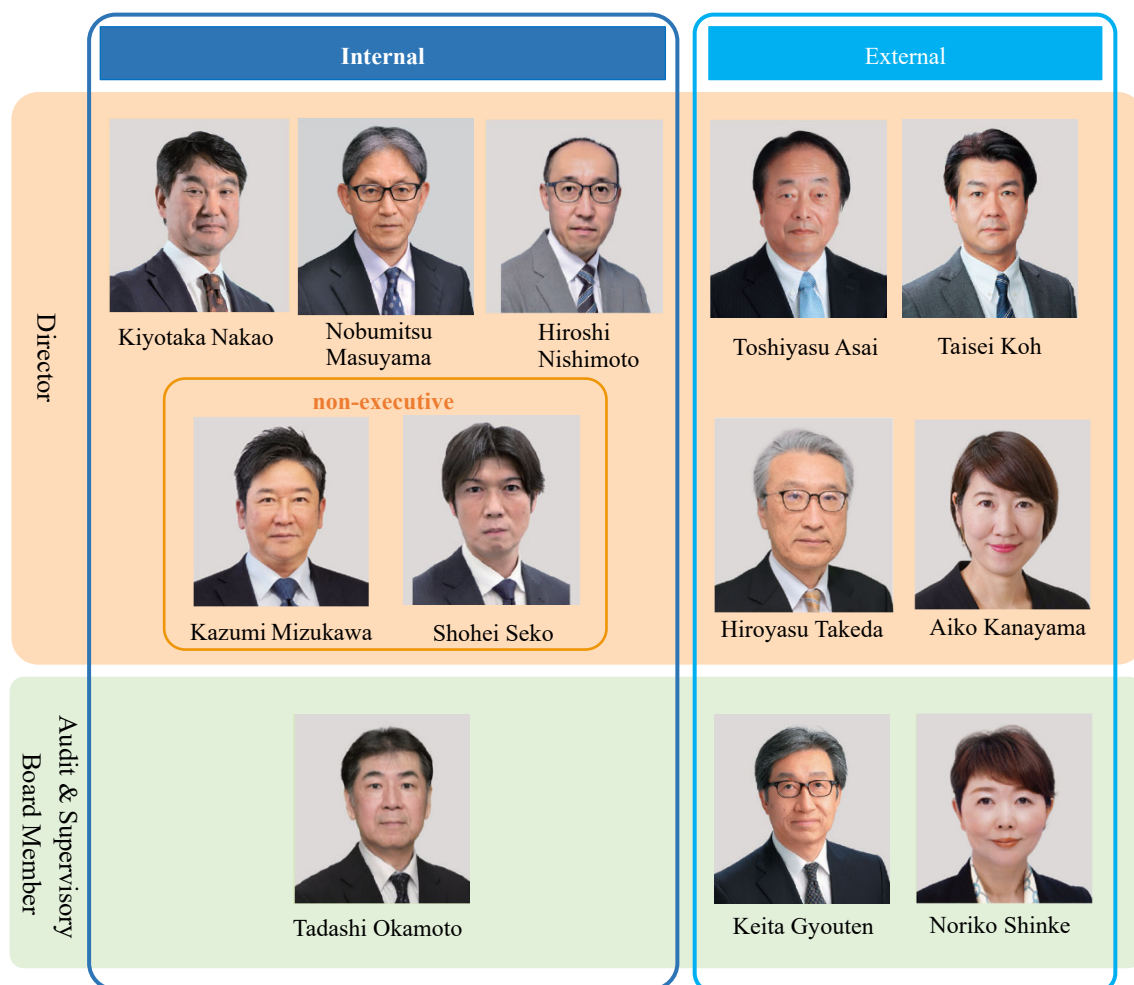
- Notes: 1. The meaning of the term in the table is as follows:
 “Reappointment” Candidates for Audit & Supervisory Board Members to be reappointed
 ”New Appointment” Candidates for Audit & Supervisory Board Member to be newly appointed
 “External” Candidates for External Audit & Supervisory Board Members
 “Independent” Independent officers registered/to be registered with the stock exchanges
2. There is no special interest between the candidates for Audit & Supervisory Board Members and the Company.
3. Candidates Keita Gyouten and Noriko Shinke are both candidates for External Audit & Supervisory Board Members

(Reference) Members of the Board of Directors if Proposal 3 and 4 are approved as proposed

The Board of Directors of the Company is characterized by the placement of individuals who have expertise in corporate management, sales/marketing, financial accounting/financing, IT/digital, personnel and labor management/human resource development, governance and legal affairs/risk management, global experience, among other matters, as Directors and Audit & Supervisory Board Members while simultaneously taking into consideration the creation of a well-balanced Board of Directors from the perspectives of diversity and its size.

Name	Committee(s) to be appointed	Corporate management	Sales and marketing	Accounting and finance	IT and digitization	Personnel affairs, labor and human resources development	Governance, legal affairs and risk management	Overseas experience	Composition of each committee
Director									
Kiyotaka Nakao	• Appointment	○	○		○		○	○	External Director Internal Director 
Nobumitsu Masuyama	• Compensation	○		○		○	○	○	
Hiroshi Nishimoto		○	○					○	
Kazumi Mizukawa		○	○		○			○	
Shohei Seko	• Appointment • Compensation	○	○		○		○	○	
Toshiyasu Asai (External)	• Appointment • Compensation • Special	○	○		○			○	
Taisei Koh (External)	• Appointment • Compensation • Special	○		○			○	○	
Hiroyasu Takeda (External)	• Appointment • Compensation • Special	○	○		○			○	
Aiko Kanayama (External)	• Appointment • Compensation • Special				○		○	○	
Audit & Supervisory Board Member									
Tadasih Okamoto		○		○		○	○	○	
Keita Gyouten (External)	• Special	○	○	○	○			○	
Noriko Shinke (External)	• Special			○			○		

(Reference) Executive Structure (after the conclusion of this General Meeting of Shareholders)



Proposal No. 5 : Election of one (1) Substitute Audit & Supervisory Board Members

The Company proposes that one Substitute Audit & Supervisory Board Member be elected to prepare itself for a case in which the number of Audit & Supervisory Board Members may fall short of the number stipulated by Article 329, Paragraph 3 of the Companies Act.

The election shall be cancelled by a resolution of the Board of Directors subject to the approval of the Audit & Supervisory Board Members only if such resolution is adopted before the Substitute Audit & Supervisory Board Member assumes the position.

The Audit & Supervisory Board Members has previously given its approval to this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career Summary, Position in the Company, and Significant Concurrent Positions
<p>Jun Yamada (June 12, 1952)</p>	<p>October 1975 Passed second CPA exam; joined Fuso Kansa Hojin (subsequently merged to form Chuo Shinko Kansa Hojin and renamed Chuo Audit Corporation and then Misuzu Auditing Corporation)</p> <p>August 1979 Passed third CPA examination; registered as CPA</p> <p>November 1982 Seconded to Sydney Office, Australia, Ernst & Whinney (current Ernst & Young)</p> <p>August 1997 Partner, Chuo Audit Corporation (subsequently Misuzu Auditing Corporation)</p> <p>August 2007 Partner, Azusa Audit Corporation (currently KPMG AZSA LLC)</p> <p>July 2010 Executive Board Member, Japanese Institute of Certified Public Accountants, Vice-Chairman of Tokai Association of Japanese Institute of Certified Public Accountants</p> <p>July 2014 Head of Yamada Jun CPA Office (current position)</p> <p>June 2016 Audit & Supervisory Board Member of the Company (current position) (to resign at the conclusion of this General Meeting)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Head of Yamada Jun CPA Office
<p>Number of the Company's shares owned: 0 shares</p>	
<p>Reasons for nomination of a candidate for Substitute Audit & Supervisory Board Member: Jun Yamada has faithfully performed his duties as an External Audit & Supervisory Board Member of the Company for the past ten years up to this General Meeting, and has made significant contributions to strengthening the Company's audit framework through his advanced expertise and extensive experience in finance and accounting. In addition to his professional expertise as a certified public accountant, he has a deep understanding of the Company and possesses the ability to perform his duties smoothly and appropriately in the event that a vacancy arises in the Audit & Supervisory Board. For these reasons, the Company has nominated him as a substitute candidate for Audit & Supervisory Board Member in order to ensure the continuity of the audit function in the event of a vacancy.</p>	
<p>Limitation of liability: Jun Yamada is currently an Audit & Supervisory Board Member of the Company, and pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Jun Yamada to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If election is approved and he assumes the position of Audit & Supervisory Board Member, the Company will again enter into this agreements with him.</p>	

Note: There is no special interest between the candidate and the Company.