

June 3, 2025

[Reference Translation]

Company name: IBIDEN CO., LTD.

Representative: Koji Kawashima, President & CEO, Representative Director

Stock exchange listings: Tokyo and Nagoya Stock Exchange (Code number: 4062)

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## **Our View on ISS's Voting Recommendation Regarding the Election of the Board of Directors Who Are Audit and Supervisory Committee Members**

Regarding Proposal 2, "Election of Five (5) Directors who are Audit and Supervisory Committee Members," to be submitted at the 172nd Ordinary General Meeting of Shareholders scheduled to be held on June 20, 2025 (hereinafter, the "Proposal"), Institutional Shareholder Services Inc. ("ISS"), a proxy advisory firm, has issued a report recommending a vote against Candidate No. 5, Moyuru GOTO ("Ms. Goto").

While the reasons for nominating each candidate are stated in the Notice of the Meeting, we would like to offer the following explanation of our view. We therefore ask all our shareholders and investors to read the Notice of the Meeting and the contents of this document once again and to gain a renewed understanding of the Proposal.

### **1. Content of ISS's recommendation to vote against the Proposal**

ISS recommends voting against the election of Ms. Goto in the Proposal on the grounds that Ms. Goto lacks independence due to the fact that she has or had "significant business relationships, such as consulting or advisory agreements," with the Company.

### **2. Our view**

The Company has determined that Ms. Goto does not lack independence and is qualified to serve as an Outside Director who is an Audit and Supervisory Committee Member.

The Company has a business relationship with GOTO & KIKAWA LAW OFFICE, where Ms. Goto serves as a partner. The relationship includes compliance consulting services (IBIDEN Group's external service) and legal consulting services. Over the past three fiscal years, the amount of remuneration from this business relationship averaged 100 million yen, which is less than 2% of the annual income of the law firm. The Company has determined that this amount of remuneration does not constitute a large sum of money or other assets and that therefore there is no risk of a conflict of interest arising between Ms. Goto and general shareholders.

Regarding this point, Note 19 of "Independence criteria" on page 8 of the ISS Proxy Voting Guidelines for Japan 2025 states, "Whether a business relationship is significant or not is determined based on the scale of the business transaction from the perspective of both the Company and the business partner. It is desirable that specific details such as transaction amounts be disclosed. If such disclosure is not made (e.g., only the existence of the transaction is mentioned or the scale of the transaction is only described as "negligible"), independence cannot be deemed to exist."

We deeply regret that ISS has determined based on our disclosures that Ms. Goto has a “significant” business relationship with the Company.

Ms. Goto satisfies the requirements for an independent director stipulated by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., as well as the criteria for determining the independence of outside directors established by the Company (<https://www.ibiden.co.jp/esg/items/dokuritsuseihandan.pdf>), and the Company has registered Ms. Goto as an independent director with both stock exchanges.

### **3. Reasons for nominating Ms. Goto as a candidate for Director who is an Audit and Supervisory Committee Member, and expected roles**

Although Ms. Goto has never been directly involved in corporate management except being an outside director, we expect that she will be able to monitor overall management and provide effective advice based on her abundant knowledge and experience she has cultivated as an attorney, as well as from a perspective of diversity. We have determined she will be able to properly perform audits as an Audit and Supervisory Committee Member, and we have therefore nominated Ms. Goto as a candidate for Outside Director who is an Audit and Supervisory Committee Member.