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Securities code: 5015

March 6, 2024

Beginning of Electronic provision Measures March 4, 2024

**To our shareholders:**

Masanori Hirakawa  
President and Representative Director  
BP Castrol K.K.  
1-11-2 Osaki, Shinagawa-Ku, Tokyo

**NOTICE OF  
THE 47th ORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially notified of the 47th Ordinary General Meeting of Shareholders of BP Castrol K.K. (the “Company”) will be held as described below.

When convening the Meeting, the Company takes measures for providing information such as reference documents for the General Meeting of Shareholders (matters subject to the measures for providing information in electronic format) in electronic format and posts this information as the Notice of Convocation of the 47th Ordinary General Meeting of Shareholders on the Company’s website. Please review the information at the Company’s website shown below.

The Company’s website: <http://www.bpcastrol.com>

In addition to posting matters subject to measures for providing information in electronic format on the website listed above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). When accessing the TSE website shown below, please enter “Issue name (BP Castrol)” or the Company’s securities 5015 in “Code” and execute a search. Next select “Basic information” and then “Documents for public inspection/PR information,” to check the information.

Tokyo Stock Exchange website (Listed Company Search):

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

If you wish to exercise your voting rights via the Internet or in writing, please review the reference documents for the General Meeting of Shareholders listed as the matters subject to measures for providing information in electronic format and exercise your voting rights beforehand by 5:00 p.m. on Monday, March 25, 2024 JST.

## Meeting Details

- 1. Date and Time:** Tuesday, March 25, 2024 at 10:00 a.m. JST
- 2. Venue:** Gate City Hall, B1F, Gate City Ohsaki Cultural Facilities Building  
1-11-1 Osaki, Shinagawa-ku, Tokyo
- 3. Meeting Agenda:**
  - Matters to be reported:** The Business Report and Non-Consolidated Financial Statements for the Company's 47th Fiscal Year (January 1, 2023 - December 31, 2023)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
    - Proposal 3:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members
    - Proposal 4:** Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member

- \* If you attend the meeting, please submit the enclosed voting rights exercise form to the meeting's reception of the venue. In addition, please bring this convocation notice with you.
- \* Of the Matters concerning Electronic Provision, in accordance with the applicable laws and regulations and Article 16 of the Company's Articles of Incorporation, regarding the "Statement of Changes in Shareholders' Equity" and "Individual Notes" in the Financial Statements shall not be included in this Notice of Convocation. These items are part of Financial Statements audited by the Accounting Auditor and the Corporate Audit & Supervisory Committee Member.
- \* When you exercise voting rights through proxy, such proxy must be only one shareholder who has voting rights at the general meeting of shareholders. In this case, please submit a voting rights exercise form or a document that can verify your identity, along with a power of attorney with the signature or the name and seal of the delegated shareholder to the Company.
- \* In the case that there are any revisions to the contents subject to measures for providing information in electronic format, the Company will post the altered contents on the Company's website.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

The Company's basic policy concerning distribution of profits is to actively distribute the profits to its shareholders and aims for a dividend payout based on its free cash flow with reference to profit after tax for the time being.

The Company proposes to maintain the year-end dividend of 20 yen per share as disclosed in February 2023 in consideration of our shareholders return policy.

#### 1. Matters related to year-end dividend

##### (1) Type of dividend property

Cash

##### (2) Allocation of dividend property and total amount to shareholders

20 yen per ordinary share of the Company, for a total amount of dividend of 459,154,300 yen

This brings the total dividends paid in the current period to 36 yen per ordinary share, including the interim dividend of 16 yen per ordinary share which was paid

##### (3) Effective date of distribution of dividends of surplus

March 27, 2024

**Proposal 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all current directors will expire at the end of this Annual General Meeting of Shareholders. Accordingly, in order to promote the management and business strategies set forth in the Medium-Term Management Plan, we propose the appointment of one additional director and the election of five (5) Directors (excluding Directors who serve as Audit & Supervisory Committee Members).

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) to be elected are as follows.

No.	Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions			Number of shares of the Company owned (Hundred shares)
1	Takayuki Koishi (December 7, 1959)  Reappointment	Jun	1990	Marketing Product Manager of S.C. Johnson	30
		Jun	1993	Marketing Manager of Coleman Ltd. Japan	
		Mar	1995	Sales Director of Helen Curtis Japan	
		Mar	1997	Sales Director of GlaxoSmithKline Consumer Healthcare Japan K.K. (formerly GlaxoSmithKline Beecham)	
		Oct	2002	Consumer General Manager of Castrol Division of BP Japan K.K.	
		Jan	2003	Sales & Marketing Director of Castrol Division of the Company	
				President and Representative Director of Castrol K.K. (present)	
		Jan	2005	Senior Managing Director of the Company	
		Mar	2006	President and Representative Director of BP Lubricants K.K. (present)	
		Aug	2007	Representative Senior Managing Director of BP Castrol K.K.	
		Mar	2008	Executive vice-president and Representative Director of the Company	
		Jan	2011	President and Representative Director of the Company	
		Mar	2022	Chairman and Representative Director of the Company (present)	
<b>Reasons for Selecting the Candidate for Director</b> Mr. Takayuki Koishi was appointed as Senior Managing Director (current Chairman and CEO) in 2005. He has utilized his extensive experience in the domestic automotive lubricant industry, broad insights, and general management knowledge in his management and sales activities. The Company proposes his reappointment as Director.					
2	Masanori Hirakawa (December 15, 1971)  Reappointment	Apr	1994	Joined Esso Sekiyu K.K.	10
		Dec	2002	Senior Analyst of Esso Thailand Public Company Ltd., Thailand	
		Mar	2005	Global Planning Advisor of ExxonMobil Fuels Marketing Company, USA	
		Sep	2010	General Manager of Asia Pacific Commercial Fuels Sales, ExxonMobil Asia Pacific Pte. Ltd., Singapore	
		Jun	2012	General Manager of Tokyo Sales Office of Fuels Marketing, EMG Marketing G.K.	
		Mar	2014	Offsite Business Team Leader of Wakayama Refinery, Tonen General Sekiyu K.K.	
		Nov	2014	General Manager of Planning & Management of Chemical Department, Tonen General Sekiyu K.K.	
		Mar	2017	Joined BP Castrol K.K. as General Manager of Supply Chain Department of the Company	
		Mar	2018	Director and General Manager of Supply Chain Department of the Company	
		Mar	2019	Executive Vice President and General Manager of Supply Chain Department of the Company	
		Feb	2020	Executive Vice President of the Company	
		Mar	2021	Representative Director and Executive Vice President of the Company	
		Mar	2022	President and Representative Director of the Company (present)	
<b>Reasons for Selecting the Candidate for Director</b> Mr. Masanori Hirakawa was appointed as a director of the Company in 2018, and after assuming the position of Representative Director and Executive Vice President in 2021 (current President and CEO). He oversaw appropriate decision-making and execution of duties on important matters in overall management. He was deeply involved in providing guidance for the bp Group and coordinating strategies, contributing to the enhancement of the Company's corporate value. The Company proposes his reappointment as Director.					

No.	Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions	Number of shares of the Company owned (Hundred shares)
3	Hideko Tatsukawa (April 27, 1968)  Reappointment	<div> <div>Apr 1991</div> <div>Joined Capital Market Division II of The Bank of Tokyo Co., Ltd.</div> </div> <div> <div>May 2001</div> <div>Joined PricewaterhouseCoopers</div> </div> <div> <div>Oct 2003</div> <div>Manager of PricewaterhouseCoopers</div> </div> <div> <div>Jul 2013</div> <div>HR Business Partner Team Director of QVC Japan Inc.</div> </div> <div> <div>Jul 2017</div> <div>HRGA Director of Leica Microsystems</div> </div> <div> <div>Sep 2019</div> <div>Managing Director of Deloitte Tohmatsu Human Resources Co., Ltd.</div> </div> <div> <div>Jun 2020</div> <div>Managing Director of Deloitte Tohmatsu Financial Advisory LLC</div> </div> <div> <div>Feb 2021</div> <div>Joined BP Castrol K.K.</div> </div> <div> <div>Mar 2021</div> <div>Director of the Company</div> </div> <div> <div>Apr 2021</div> <div>Director of BP Japan K.K. (present)</div> </div> <div> <div>Jul 2021</div> <div>Director, General Manager of Human Resources and General Affairs Department of the Company (present)</div> </div>	—
	<b>Reasons for Selecting the Candidate for Director</b> Ms. Hideko Tatsukawa was appointed as a director of the Company in 2021 and has contributed to the enhancement of the Company's corporate value by leveraging her wealth of experience and insight, having held important positions in the human resources department at a long-standing HR consulting company and foreign-affiliated company, etc. The Company proposes her reappointment as Director.		
4	Masako Tanaka (October 24, 1969)  New appointment	<div> <div>Dec 2000</div> <div>Supervisor at PricewaterhouseCoopers BPO</div> </div> <div> <div>May 2002</div> <div>Joined BP Japan K.K. as Performance Controller at Gas and Power Division</div> </div> <div> <div>Sep 2003</div> <div>Controller at Marine Lubricants Division</div> </div> <div> <div>Jul 2007</div> <div>Joined BP Castrol K.K. Control Division</div> </div> <div> <div>Apr 2011</div> <div>Manager at Accounting Division of the Company</div> </div> <div> <div>Sep 2023</div> <div>Acting General Manager of Finance Department of the Company</div> </div> <div> <div>Feb 2024</div> <div>General Manager of Finance Department of the Company (present)</div> </div>	5
	<b>Reasons for Selecting the Candidate for Director</b> Ms. Masako Tanaka joined BP Japan K.K., a part of the BP group, in 2002, following her distinguished tenure as a supervisor at PricewaterhouseCoopers BPO, where she accumulated valuable experience in implementing and overseeing outsourced financial operations for clients, including those involving BP. During her tenure, Ms. Tanaka played a critical role as Controller in two pivotal business divisions. She passed the U.S. Certified Public Accountant (USCPA) examination in 2009. Since 2011, she has diligently served as Manager in the Accounting Division, overseeing comprehensive financial accounting responsibilities. Her expertise includes budgetary control and financial accounting, providing a strong foundation for contributing to the enhancement of the company's corporate value. Ms. Tanaka is considered a new directorial candidate with great pride and confidence, poised to offer strategic insights and contribute meaningfully to the continued success of our organization.		

No.	Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions			Number of shares of the Company owned (Hundred shares)
5	Hironori Abe (November 10, 1970)  New appointment	Mar	2003	Joined Castrol K.K.	—
		Aug	2007	General Manager of Professional Division of the Company.	
		Mar	2013	General Manager of Active Cosmetics Division of NIHON L'OREAL K.K.	
		May	2015	Representative Director and Vice President of Setouchi Holdings Asia Pacific Pte Ltd(Singapore)	
		Jun	2018	World Aviation International Services Corp.(Philippines) Board Chairman and Executive Advisor	
		Jul	2023	Joined BP Castrol K.K. General Manager of Business Development	
		Sep	2023	Overall Sales and Business Development of the Company (present)	
		<b>Reasons for Selecting the Candidate for Director</b> Mr. Hironori Abe was employed at our company from 2003 to 2013, notably serving as the Head of the Professional Business Division from 2008 to 2013, where he contributed to the expansion of the automotive lubricant business. Additionally, he possesses extensive experience in the FMCG (Fast-Moving Consumer Goods) business and has a wide range of insights gained from involvement in corporate management, including serving as a management member in the aviation business. He rejoined our company in 2023 and has since served as the Sales General Manager and Business Development General Manager, particularly focusing on formulating strategies for the professional business, driving sales, and developing new businesses. Based on this broad experience, we have determined that he is capable of overseeing the overall auto business and playing a significant role in important managerial decisions. Therefore, we are pleased to appoint him as a new directorial candidate.			

- (Notes)
1. Ms. Hideko Tatsukawa's name on the family register is Hideko Mizuyoshi.
  2. Ms. Masako Tanaka's name on the family register is Masako Yoneya.
  3. There is no special interest exists between any of the above candidates and the Company.
  4. The Company has executed a directors and officers liability insurance policy under Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from actions (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each candidate will be included as the insured under this insurance policy if reappointment of each candidate is approved. The Company plans to renew the insurance policy with the same details during his term of office.

**Proposal 3: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members**

The terms of office of all of the three (3) current Directors who serve as Audit & Supervisory Committee Members will expire at the end of this Annual General Meeting of Shareholders.

Accordingly, we propose the election of three Directors who serve as Audit & Supervisory Committee Members, including one new candidate.

With regard to this proposal, the consent of the Audit & Supervisory Committee has also been obtained.

The candidates for Directors who are Audit & Supervisory Committee members to be elected are as follows.

No	Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions	Number of shares of the Company owned (Hundred shares)
1	Sachiko Awai (May 21, 1957)  Reappointment	<p>Jul 1984 Joined Japan Office of U.S. Meat Export Federation</p> <p>Jan 1991 Joined Estée Lauder Companies</p> <p>Mar 1997 Joined NIHON L'ORÉAL K.K</p> <p>Nov 2004 Joined GUERLAIN (LVJ Group)</p> <p>May 2012 Joined fitfit, inc.</p> <p>May 2013 President and Representative Director of La Prairie Japan</p> <p>Jan 2019 General Manager, INCOCO Business Department of Newport Ltd. Part Time Adviser, Natural Water Business Department of Harves Co., Ltd. (present)</p> <p>Jun 2019 External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works Co., Ltd.</p> <p>Apr 2020 External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works Group Co., Ltd. (present)</p> <p>Jun 2020 External Director of Infocom Corporation (present)</p> <p>Mar 2022 External Director Who Are Audit and Supervisory Committee Members of the Company (present)</p> <p>Jul 2023 External Director of H.U. Group Holdings, Inc.(present)</p> <p>(Important Concurrent Positions Held in Other Organizations)</p> <p>External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works Group Co., Ltd.</p> <p>External Director of Infocom Corporation</p> <p>External Director of H.U. Group Holdings, Inc.</p>	—
<b>Reasons for Appointment as External Director and the Role Expected</b> Ms. Sachiko Awai has accumulated addition to many years of experience and knowledge in corporate management as a manager in the general consumer business of foreign-affiliated brands and she has experience as an audit and supervisory committee member of a listed company. From a multifaceted perspective, she has a role in strengthening the supervisory function of the Board of Directors of the Company and will be able to contribute to the sustainable enhancement of corporate value of the Company. The Company proposes her appointment as External Director who is a member of Audit and Supervisory Committee.			

No	Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions	Number of shares of the Company owned (Hundred shares)
2	Fumio Mochizuki (April 25, 1957)  Reappointment	<p>Apr 1981 Joined Tokyo Regional Taxation Bureau</p> <p>Mar 2006 Resignation Tokyo Regional Taxation Bureau</p> <p>Jun 2006 Registered as Tax Accountant</p> <p>Apr 2007 Matsuoka Oe &amp; Ise Tax Corporation (present) Visiting Professor of Aoyama Gakuen University Graduate school of Professional Accountancy Part-time Lecturer of Meiji University Graduate School of Professional Accountancy</p> <p>Apr 2008 Professor, Faculty of Business and Information of Jobu University</p> <p>Sep 2009 Adviser of AGS Tax Accountant Corporation (External Audit &amp; Supervisory Board Member of Bizmates, Inc. (present))</p> <p>Apr 2010 Professor, Faculty of Economics and Management of Saitama Gakuen University</p> <p>Mar 2018 External Director Who Are Audit and Supervisory Committee Members of the Company (present)</p> <p>Jan 2020 External Audit &amp; Supervisory Board Member of Bizmates, Inc. (present)</p> <p>Apr 2021 Professor, Aoyama Gakuen University Graduate school of Professional Accountancy (present)</p> <p>(Important Concurrent Positions Held in Other Organizations) Adviser of AGS Tax Accountant Corporation External Audit &amp; Supervisory Board Member, Bizmates, Inc. Specially-Appointed Professor of Aoyama Gakuen University Graduate school of Professional Accountancy</p> <p><b>Reasons for Appointment as External Director and the Role Expected</b> Mr. Fumio Mochizuki has not been involved in company management in the past, but since he was appointed as an external director of the Company (Audit and Supervisory Committee member) in 2018, he contributed to the enhancement of the Company's audit system and the supervisory function of the Board of Directors by making use of his extensive experience and knowledge in tax practice as well as his insight as a business management expert cultivated through research activities as a university professor. The Company proposes his reappointment as External Director who is a member of Audit and Supervisory Committee.</p>	10
3	Yasuko Fukuyama (January 27, 1973)  New appointment	<p>Oct 2001 Registered as an attorney</p> <p>Jan 2002 Joined Okinobu, Ishihara &amp; Sei Law Office(currently Spring Partners)</p> <p>May 2009 Admitted to the New York State Bar Association</p> <p>Jan 2012 Attorney, Partner, Spring Partners(present)</p> <p>Jan 2020 External Director Who Are Audit and Supervisory Committee Members of EARLY AGE CO., LTD. (present)</p> <p>Mar 2023 External Director Who Are Audit and Supervisory Committee Members of MABUCHI MOTOR CO., LTD. (present)</p> <p>(Important Concurrent Positions Held in Other Organizations) Attorney, Partner, Spring Partners External Director Who Are Audit and Supervisory Committee Members of EARLY AGE CO., LTD. External Director Who Are Audit and Supervisory Committee Members of MABUCHI MOTOR CO., LTD.</p> <p><b>Reasons for Appointment as External Director and the Role Expected</b> Ms. Yasuko Fukuyama possesses extensive expertise and experience as a lawyer, as well as experience serving as an external director (audit committee member) of a listed company. Although she does not have direct involvement in corporate management through means other than becoming an external director, we have determined that she can leverage her expertise and insights as a legal professional to enhance the supervisory function of our board of directors and contribute to the sustainable enhancement of our company's corporate value. Therefore, we hereby appoint her as a new external director candidate for the role of audit committee member.</p>	—

- (Notes) 1. There is no special interest exists between any of the above candidates and the Company.  
2. Ms. Sachiko Awai, Mr. Fumio Mochizuki, and Ms. Yasuko Fukuyama are candidates for External Director.  
3. Ms. Yasuko Fukuyama's name on the family register is Yasuko Sato.  
4. Ms. Sachiko Awai's term as an External Director, who is a Supervisory Committee Member will be two (2) years at the conclusion of this General Meeting of Shareholders.  
5. Mr. Fumio Mochizuki's term as an External Director, who is a Supervisory Committee Members will be Six (6) years at the conclusion of this General Meeting of Shareholders.

6. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with Ms. Sachiko Awai, and Mr. Fumio Mochizuki to limit their liability for damages as up to the minimum limit of liability stipulated in Article 425, paragraph (1) of the said act. When their reappointments are approved at this General Meeting of Shareholders, the agreements for the previous term will be continued. In addition, if the appointment of Ms. Yasuko Fukuyama is approved, a similar limited liability agreement will be concluded.
7. The Company has executed a directors and officers liability insurance policy under Article 430-3, Paragraph 1 of the Companies Act of Japan, covering directors (Including Directors Who Are Audit and Supervisory Committee Members) as the insured, with insurance companies. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from actions (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. Each candidate will be included as the insured under this insurance policy, if Reappointment or appointment of each candidate are approved. The Company plans to renew the insurance policy with the same details during their term of office.
8. Ms. Sachiko Awai and Mr. Fumio Mochizuki are the Company's independence criteria (as described on page 18 of this convocation notice) and have been notified to the Tokyo Stock Exchange in accordance with the requirements of independent directors pursuant to the provisions of the Tokyo Stock Exchange and will continue to become independent directors if the reappointment of both directors is approved. In addition, Ms. Yasuko Fukuyama also meets the company's independence criteria and the requirements for independent officers based on the rules of the Tokyo Stock Exchange, and if her appointment is approved, she will be notified to the Tokyo Stock Exchange as an independent officer.

**Proposal 4: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member**

In preparation for the event that the number of Directors who are Audit and Supervisory Committee members stipulated in laws and regulations is not sufficient, the Company requests approval for the election of one (1) substitute Director who is an Audit and Supervisory Committee member.

With regard to this proposal, the consent of the Audit and Supervisory Committee has also been obtained.

The candidate for substitute Director who is an Audit and Supervisory Committee member to be elected is as Follows.

Name (Date of birth)	Career summary, positions, areas of responsibility in the Company, and important concurrent positions			Number of shares of the Company owned (Hundred shares)
Daichi Seki (October 2, 1969)	Apr	1994	Joined The Tokai Bank, Ltd.	—
	Oct	2000	Joined ChuoAoyama Audit Corporation	
	May	2006	Registered as Certified Public Accountant	
	Apr	2007	Part-time Lecturer of Meiji University Graduate School of Global Business (present)	
	Aug	2007	Joined ERNST & YOUNG SHINNIHON LLC	
	Nov	2017	Member of Task Force on Intellectual Property Business Value Evaluation of Intellectual Property, Intellectual Property Strategy Headquarters, Cabinet Office	
	Sep	2020	Member of Value Design Management Working Group, Intellectual Property Strategy Headquarters, Cabinet Office	
	Mar	2021	Standing statutory auditor of Cyber Security Cloud , Inc. (present)	
Reasons for Nomination as Candidate for Substitute Director Who Is an Audit and Supervisory Committee Member				
Mr. Daichi Seki possesses extensive knowledge and experience as a certified public accountant, as well as experience as a university graduate school lecturer in finance and related fields, and experience as an auditor of a listed company. We have determined that he can contribute to the enhancement of our company's audit system and the supervisory function of the board of directors. Therefore, we appoint him as a candidate for an external director, a supplementary audit committee member.				

- (Notes) 1. There are no special interest exists between the above candidate for substitute Director who is an Audit and Supervisory Committee member and the Company.
2. Mr. Daichi Seki are candidates for Substitute External Director.
3. If Mr. Daichi Seki assumes office as Director who is an Audit and Supervisory Committee member, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to conclude an agreement with him to limit his liability for damages as stipulated in Article 423, paragraph (1) of the said act. The maximum amount of liability for damages based on the contract shall be the minimum amount stipulated in Article 425, Paragraph 1 of the same Act.
4. The Company has executed a directors and officers liability insurance policy under Article 430-3, Paragraph 1 of the Companies Act of Japan, covering directors (Including Directors Who Are Audit and Supervisory Committee Members) as the insured, with insurance companies. This insurance policy covers compensation for damages and litigation expenses, etc. borne by the insured due to claims for damage compensation arising from actions (including inaction) carried out by the insured in relation to the execution of their duties, and the full insurance premium amount for the insured is borne by the Company. If Mr. Daichi Seki is officially appointed as a Director who Are Audit and Supervisory Committee Members, he will be included in the insured person of the insurance contract.
5. He meets the Company's independence criteria (as described on page 18 of this convocation notice) and the requirements of independent directors pursuant to the provisions of the Tokyo Stock Exchange.

(Reference)

#### Election Policy and Procedures for candidates for Directors

The number of the Board of Directors is determined with due consideration from the viewpoint of ensuring diversity and expertise at the Board of Directors, while securing the necessary and appropriate number of directors to ensure the effectiveness of Company's management structure and the substantial discussions at the Board of Directors.

When determining candidates for director, we shall ensure the balance and diversity of knowledge, experience, and capabilities of the Board of Directors as a whole, suitability for the Company's industry and business type, taking into consideration the balance between talents who can demonstrate their strengths in the operation of a company and those who are suitable for business management in the industries and business categories to which the Company belongs.

Candidates for Directors shall be determined by the Board of Directors from a wide variety of talents who meet the following criteria and have knowledge, capability, and experience who can contribute to the realization of the Company's management vision.

- (1) Those who have a personality, insight, and high sense of ethics suitable for a director, and who can carry out corporate management and business operations fairly and accurately.
- (2) Those who have a wealth of knowledge and experience in the business management of the industries and business types to which the Company belongs.
- (3) Those who meet the diversity agenda, including gender, internationality, career and age.

Composition of the Board of Directors (expected)

If the proposals for election of Proposals 2 and 3 are approved, Toward the Realization of the ongoing Medium-Term Management Plan in the key skills expected of the Company's directors is as follows.

Position	Name	Main skills of directors													
		External Director	Independent Officer	Corporate Management	Governance	Legal	Financial accounting	Human resources, Labor	Sales, Marketing	Technology, Quality	International experience	Industry knowledge	Diversity	Innovation	Sustainability
President and Representative Director	Takayuki Koishi			●	●				●			●	●		
Vice-president and Representative Director	Masanori Hirakawa			●	●				●	●	●	●	●	●	●
Director	Hideko Tatsukawa				●			●				●			
Director	Masako Tanaka				●		●								
Director	Hironori Abe			●					●		●	●	●		
Directors Who Are Audit and Supervisory Committee Members	Sachiko Awai	○	○	●	●				●		●		●		
Directors Who Are Audit and Supervisory Committee Members	Fumio Mochizuki	○	○		●		●								
Directors Who Are Audit and Supervisory Committee Members	Yasuko Fukuyama	○	○		●	●	●								

## Independence Standards of External Directors

The Company determines that candidates for External directors are independent if, as a result of investigations to the extent reasonably possible by the Company, it is determined that none of the following items fall under any of the following items.

- (1) Executing person of our affiliated companies
- (2) A major lender of the Company (A person who received payment from the Company of 2% or more of consolidated sales in the most recent business year) or an executing person of such lender
- (3) A Major business partner of the Company (A person who has paid the Company at least 2% of consolidated sales in the most recent business year) or an executing person of such business partner
- (4) A major shareholder of the Company (directly or indirectly Voting rights of 10% or more of the total voting rights) or an executing person of such shareholder
- (5) A person who is a law firm, audit corporation, tax accountant corporation, consulting firm, etc., who is a business executor (executive director, executive officer, executive officer) of a corporation who makes the Company a major business partner (who has received payment from the Company of 2% or more of consolidated sales in the most recent business year), or who has been an executive officer in the last three years
- (6) A legal professional, accounting professional, tax professional, or consultant etc. who has received a large amount of money (\*1) or other properties from the Company,
- (7) A person who has received a large (\*1) donation or grants, or a member of the Board of Directors of a corporation, a union, etc. or other an executing person from the Company
- (8) Those who have been applicable in the past three years from (2) to (7) above
- (9) Spouses or relatives within second-year parents of important persons (\*2) among the persons listed in (1) to (7) above
- (10) Those who belonged to our parent or sibling company within the past 10 years

\*1 The average amount of money in the past three business years is 10 million yen or more per year for individuals, and in the case of corporations, unions, etc., it exceeds 2% of consolidated sales or total income of the corporations, unions, etc.

\*2 Important persons are directors (excluding external directors) Audit & Supervisory Board Members (excluding External Audit & Supervisory Board Members). and employees who are appointed as executive officers and general managers or higher.