

[Translation]

Securities code: 5975  
June 4, 2025

To: Shareholders

Yutaka Yamamoto,  
Representative Director and President

***Topre Corporation***

12-2, Nihonbashi 3-chome, Chuo-ku, Tokyo

**NOTICE OF CONVOCATION OF  
THE 130<sup>TH</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially informed that the 130<sup>th</sup> Ordinary General Meeting of Shareholders (“Meeting”) of Topre Corporation (the “Company”) will be held as detailed below.

Since you may exercise your voting rights for the Meeting in advance in writing, online, or by other means instead of attending the Meeting in person, we recommend that you read the “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights in accordance with the “Guide to Exercise of Voting Rights.”

- **Date and time** 10:00 a.m., Wednesday, June 25, 2025 (reception starts at 9:00 a.m.)
- **Place** KKR Hotel Tokyo, 10<sup>th</sup> floor, Zuiho  
4-1, Otemachi 1-chome, Chiyoda-ku, Tokyo
- **Purpose**
- **Matters to be Reported**
  1. The Business Report, the Consolidated Financial Statements for the 130<sup>th</sup> Term (from April 1, 2024 to March 31, 2025) and Audit Reports by the Independent Auditor and the Board of Auditors on the Consolidated Financial Statements
  2. The Financial Statements for the 130<sup>th</sup> Term (from April 1, 2024 to March 31, 2025)
- **Matters to be Voted on**

Proposal: Appropriation of Surplus

■ **Matters Regarding Provision in Electronic Format**

To convene the Meeting, we take measures to provide the information in the Reference Documents for a General Meeting of Shareholders and the related documents (i.e., electronic provision measures matters) in electronic format, and post it on each of the following websites. Therefore, please access any of the websites and review it.

<The Company's website>

<https://www.topre.co.jp/en/ir/meeting.html>

Please access the website above, select the “notice of convocation,” and review it.



<Tokyo Stock Exchange's website (Listed Company Search)>

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

Please access the website above (Listed Company Search), enter “Topre” in the issue name (company name) column or “5975” in the code column and perform a search, select “basic information” and “documents for public inspection/PR information,” and review it.



<Website posting materials for a General Meeting of Shareholders>

<https://d.sokai.jp/5975/teiji/>

Please access the website above and review it.



- If you attend the Meeting in person, please present the Form for Exercising Voting Rights at the reception desk.
- If there are any revisions to the electronic provision measures matters, the fact thereof, the matters prior to revision, and the revised matters will be posted on each of the websites above.
- We will send a document describing the electronic provision measures matters (the “Document”) to all shareholders who requested such document delivery. Under applicable laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, the following has been excluded from the Document:
  - (i) “Notes on Consolidated Financial Statements” in the consolidated financial statements; and
  - (ii) “Notes on Standalone Financial Statements” in the financial statements.
 Therefore, the consolidated financial statements and the financial statements that are described in the Document are a part of the documents subject to the audits performed by the Independent Auditors in preparing accounting audit reports or by members of the Board of Auditors in preparing audit reports.
- The Business briefing session which used to be held after the Meeting will not be held, and we will also refrain from offering gifts. We would appreciate your understanding.
- For shareholders who exercised voting rights online in advance, regardless of whether for or against the proposals, we will present electronic gifts (equivalent to 500 yen) to 100 persons chosen by lottery.

If you consent to the information on the screen displayed after exercising voting rights, you will be transferred to a gift application site. Please fill in the required information to apply. Notifications will be sent to those selected as winners by the lottery approximately two weeks after the Meeting. Please select the gifts you would like to receive on the gift reception site.

# Guide to Exercise of Voting Rights

Voting rights may be exercised using one of the following three methods.

## Attending the General Meeting of Shareholders

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Please present the Voting Form to the reception desk.

Date and  
time

10:00 a.m., Wednesday, June 25, 2025 (reception starts at 9:00 a.m.)

Place

KKR Hotel Tokyo, 10<sup>th</sup> floor, Zuiho  
4-1, Otemachi 1-chome, Chiyoda-ku, Tokyo  
(For directions, please refer to the map provided at the end of this Notice of  
Convocation.)

## Voting in writing (by mail)

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Please indicate agree or disagree on the proposals and mail the form; no stamp is needed.  
If you do not indicate whether you agree or disagree, we will treat it as a manifestation of your  
intention to agree.

Exercise  
deadline

Forms must be received by 5:30 p.m., Tuesday, June 24, 2025

## Voting online or by other means

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Please access the voting website (<http://evote.tr.mufg.jp/>) using your computer or smartphone,  
enter your “Login ID” and “Temporary Password” indicated on the Voting Form, and vote  
agree or disagree on the proposals by following the instructions on the screen.

Exercise  
deadline

Voting must be completed by 5:30 p.m., Tuesday, June 24, 2025

If you vote more than once, the last vote will be deemed the valid vote. When you vote  
in duplicate using both a computer and a smartphone, the last vote will be deemed valid.  
When you vote in duplicate both in writing and online or by other means, the online vote or  
vote by other means will be deemed valid.

To institutional investors:

The Company participates in the electronic voting platform for Institutional Investors operated by ICJ,  
Inc.

# Guide to Exercise of Voting Rights Online or by Other Means

## By Scanning Your QR Code

You can log in to the voting website without entering your Login ID and Temporary Password indicated on the duplicate form of the Voting Form.

1. Please scan the QR code on the Voting Form.



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

2. Please follow the instructions on the screen and enter your vote for or against the proposal.



## By Entering Your Login ID and Temporary Password

Voting website: <https://evote.tr.mufg.jp/>

1. Please access the voting website.
2. Please enter the Login ID and Temporary Password indicated on the Voting Form and click on “Login”.



Enter your  
Login ID  
and  
Temporary  
Password  
  
Click on  
“Login”

3. Please follow the instructions on the screen and enter your vote for or against the proposal.

\*The operation screen is for illustration purposes only.

For questions regarding the exercise of the voting rights online—that is, by computer or smartphone—please contact:

Mitsubishi UFJ Trust and Banking Corporation  
Security Representative Services Department  
Helpdesk  
0120-173-027  
(Toll free: Hours: 9:00 to 21:00)

Institutional investors can use the electronic voting platform for Institutional Investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### **Proposal** Appropriation of Surplus

The Company proposes to appropriate surplus as follows.

Re: Term-end dividends

Taking into account performance in the term under review and in recent years as well as business development going forward and the strengthening of our management structure, we will distribute an ordinary dividend of 40 yen per share as the 130<sup>th</sup> Term term-end dividend.

In addition, we celebrated the 90th anniversary of our establishment in April 2025. Therefore, in order to show our appreciation for the daily support of our shareholders, we will pay a commemorative dividend of 10 yen per share.

Therefore, by adding a commemorative dividend of 10 yen to the ordinary dividend of 40 yen, we propose to distribute a term-end dividend of 50 yen per share.

Type of property to be distributed	Cash
Matters relating to allotment of dividends to shareholders and total amount	50 yen per common share of the Company. The total amount of dividends will be 2,540,348,050 yen. Annual dividends including interim dividends (35 yen per share) will be 85 yen per share.
The date dividends of surplus come into effect	June 26, 2025





## Business Report

(From April 1, 2024 to March 31, 2025)

### 1. Current Condition of the Business Group

#### (1) Business Developments and Results of Operations

Reviewing the consolidated operating results of the Topre Group (the “Group”) for the consolidated fiscal year under review, net sales were 373,568 million yen, an increase of 18,646 million yen (5.3% increase) over the preceding fiscal year, while operating income was 28,648 million yen, an increase of 6,241 million yen (27.9% increase) from the preceding fiscal year. Due to the impact of exchange rate fluctuations, ordinary income was 27,378 million yen, a decrease of 10,462 million yen (27.6% decrease) from the preceding fiscal year. As a result, net income attributable to shareholders of the parent company was 14,143 million yen, a decrease of 2,955 million yen (17.3% decrease) from the preceding fiscal year.

<b>Net Sales</b> 373,568 million yen An increase of 5.3% over the preceding consolidated fiscal year 	<b>Ordinary Income</b> 27,378 million yen A decrease of 27.6% from the preceding consolidated fiscal year 
<b>Operating Income</b> 28,648 million yen An increase of 27.9% from the preceding consolidated fiscal year 	<b>Net Income Attributable to Shareholders of the Parent Company</b> 14,143 million yen A decrease of 17.3% from the preceding consolidated fiscal year 

Next, we would like to report on sales by business segment.



In the press products business, sales increased from the preceding year mainly in North America and India. Due to that, overall sales in the press products business increased to 299,982 million yen, up 5,477 million yen (1.9% increase) over the preceding year. Although segment income (operating income) was affected by a decrease in sales in China and Thailand, it totaled 19,133 million yen, up 2,819 million yen from the preceding year (17.3% increase).



With regard to the temperature controlled logistics-related business, sales increased year on year, due to improvements in chassis delivery situations for major customers, which allowed us to increase our market share. As a result, sales for the temperature controlled logistics-related business overall were 58,362 million yen, a year-on-year increase of 13,175 million yen (up 29.2%). Profits for this segment (operating profit) increased by 3,313 million yen (up 72.7%) year on year to 7,869 million due to improvements in vehicle configurations and a certain level of customer understanding of our price pass-through measures.





In the air-conditioning equipment division, both sales and operating profit increased year on year, due to an increase in orders for special fan filter units for semiconductor factories and industrial blowers. In the electronic equipment division, both sales and operating profit declined year on year due to a decrease in the unit sales of “REALFORCE” keyboards for China and South Korea, despite an increase in Japan and North America, and a decrease in the sales volume of products utilizing touch panels for machine tools. In the transportation business, both sales and operating profit increased year on year. As a result, sales for other businesses overall were 15,223 million yen, a year-on-year decrease of 7 million yen (down 0.0%). Profits for this segment (operating profit) increased by 109 million yen (up 7.1%) year on year to 1,637 million yen.

## (2) Capital Expenditures

During the consolidated fiscal year under review, the Group’s capital expenditures totaled 34,130 million yen. Major capital expenditures are as follows:

### (i) Major capital expenditures completed during the consolidated fiscal year under review

#### Press Products Business

- Dies and molds and assembly production equipment (Topre Corporation)
- Building, dies, and molds and assembly production equipment (Topre Kyushu Corporation)
- Building, dies, and molds and assembly production equipment (Topre America Corporation)

### (ii) Major capital expenditures continuing during the consolidated fiscal year under review

#### Press Products Business

- Building, dies, and molds and assembly production equipment (Topre Corporation)
- Dies and molds and assembly production equipment (Topre Kyushu Corporation)
- Building, dies, and molds and assembly production equipment (Topre America Corporation)
- Dies and molds and assembly production equipment (TOPRE (FOSHAN) AUTOPARTS CORPORATION)
- Building and press production equipment (Topre India Pvt. Ltd.)

## (3) Financing

During the consolidated fiscal year under review, a long-term borrowing of 20 billion yen was obtained from a financial institution, as funding for the press products business.

In addition, we obtained 10 billion yen from the issuance of the third series unsecured corporate bonds (with inter-bond pari passu clause) on September 12, 2024.

#### (4) Acquisition or Disposition of Other Company Shares or Other Equity or Share Warrants

N/A

#### (5) Challenges

The Group has formulated its 16th Medium-Term Management Plan covering the period from FY 2024 to FY 2026, and is implementing its basic policies with the following vision: “Marking its 100th year since its establishment in 2035, Topre will continue to provide products for diverse customers with various technologies.” We will continue to achieve further growth and development by responding flexibly to the diverse and changing environment while keeping a close eye on market trends.

<Vision for the 16th Medium-Term Management Plan>

Marking its 100th year since its establishment in 2035, Topre will continue to provide products for diverse customers with various technologies.

<Basic Policy of the 16th Medium-Term Management Plan>

1. We will continue to be a company responsible for employees that will lead the next generation by making efforts to develop human resources and developing a good working environment and expanding fields where talents with diversity awareness are able to play an active role.
2. We will continue to improve our competitiveness, pursuing technological capability that corresponds to our customers’ needs, through improving efficiency of means of production and promoting technological innovation.
3. We will fulfill our social responsibility as a global company, always having a high level of awareness for realization of sustainability.

#### (6) Changes in Assets and Income

Item	Unit	127 <sup>th</sup> Term ended March 2022	128 <sup>th</sup> Term ended March 2023	129 <sup>th</sup> Term ended March 2024	130 <sup>th</sup> Term ended March 2025 (Consolidated fiscal year under review)
Net Sales	Million yen	233,601	290,416	354,922	373,568
Ordinary Income	Million yen	17,013	16,518	37,840	27,378
Net Income of Shareholders of Parent Company	Million yen	10,998	10,009	17,099	14,143
Net Income Per Share	Yen	209.60	190.70	326.71	278.01
Net Assets	Million yen	180,465	194,551	216,726	223,257
Total Assets	Million yen	320,013	339,376	365,525	371,086

Note: Net income per share was calculated based on the average number of outstanding shares (number of shares less number of treasury shares) during the term under review. The “Officer Compensation BIP Trust” was introduced in the 122<sup>nd</sup> Term, and Company shares held by said trust are included in treasury shares for computation.

#### (7) Material Parent and Subsidiaries

##### (i) Parent company

N/A



(ii) Material subsidiaries

	Company name	Capital	Company's share of voting rights	Main business
Domestic	Toprec Corporation	300 Million yen	100%	Sales of refrigerated vehicles
	Toho Transportation Co., Ltd.	282 Million yen	50%	Transport business
	Topre Kyushu Corporation	100 Million yen	100%	Manufacture of auto parts
	Topre Tokai Corporation	490 Million yen	100%	Manufacture of auto parts
	MITSUIKE CORPORATION	50 Million yen	100%	Manufacture of auto parts
North America	Topre America Corporation	211 US\$ million	100%	Manufacture of auto parts
	Topre Autoparts Mexico, S.A. de C.V.	327 Mex\$ million	100%	Manufacture of auto parts
Asia	TOPRE (FOSHAN) AUTOPARTS CORPORATION	2,000 Million yen	100%	Manufacture of auto parts
	TOPRE (XIANGYANG) AUTOPARTS CORPORATION	2,000 Million yen	100%	Manufacture of auto parts
	TOPRE (WUHAN) AUTOPARTS CORPORATION	2,000 Million yen	100%	Manufacture of auto parts
	TOPRE (THAILAND) CO., LTD.	835 THB million	100%	Manufacture of auto parts
	Topre India Pvt. Ltd.	2,330 INR million	100%	Manufacture of auto parts

Note: The Company has 14 consolidated subsidiaries, including the 12 above.

**(8) Main Businesses** (as of March 31, 2025)

Business segment	Sales category	Main products
Press products business	Automotive	Automotive press products
	Dies and Molds	Press dies and molds, resin dies and molds, tools
Temperature-controlled logistics business	Refrigeration Equipment	Manufacture, sale, and construction of refrigerated containers, refrigeration equipment, chillers and refrigerators, temperature controlled warehousing and logistic centers, etc.
Other business	Air-conditioning Equipment	Vavcon, fans, clean room equipment, residential ventilation systems
	Electronic Equipment	Keyboards, touch screens
	Other	Transportation business

**(9) Major Offices and Plants** (as of March 31, 2025)

Domestic	Topre Corporation	Head Office	Chuo-ku, Tokyo
		Sagamihara Office	Chuo-ku, Sagamihara-shi, Kanagawa
		Hiroshima Office	Higashi Hiroshima-shi, Hiroshima
		Tochigi Office	Kaminokawa-machi, Kawachi-gun, Tochigi
		Gifu Office	Kawabe-cho, Kamo-gun, Gifu
		Saitama Plant	Tokigawa-cho, Hiki-gun, Saitama
	Toprec Corporation	Head Office	Chuo-ku, Tokyo
		Sendai Service Center	Wakabayashi-ku, Sendai, Miyagi
		Saitama Service Center	Kawaguchi-shi, Saitama
		Atsugi Service Center	Isehara-shi, Kanagawa
		Osaka Service Center	Settsu-shi, Osaka
		Kyoto Service Center	Kyoto-shi, Kyoto
	Toho Transportation Co., Ltd.	Head Office	Chuo-ku, Sagamihara-shi, Kanagawa
		Atsugi Office	Atsugi-shi, Kanagawa
	Topre Kyushu Corporation	Head Office Plant	Kurume-shi, Fukuoka
		Engineering Center	Kurume-shi, Fukuoka
		Kanda Plant	Kanda-machi, Miyako-gun, Fukuoka
	Topre Tokai Corporation	Toin Head Office Plant	Toincho, Inabe-gun, Mie
		Yokkaichi Plant	Yokkaichi-shi, Mie
		Suzuka Plant	Suzuka-shi, Mie
North America	Topre America Corporation	Head Office Plant	Alabama, U.S. A.
	Topre Autoparts Mexico, S.A. de C.V.	Head Office Plant	Queretaro, Mexico
Asia	TOPRE (FOSHAN) AUTOPARTS CORPORATION	Head Office Plant	Guangdong Prov, China
	TOPRE (XIANGYANG) AUTOPARTS CORPORATION	Head Office Plant	Hubei Prov, China
	TOPRE (WUHAN) AUTOPARTS CORPORATION	Head Office Plant	Hubei Prov, China
	TOPRE (THAILAND) CO., LTD.	Head Office Plant	Samut Prakarn, Thailand
	Topre India Pvt. Ltd.	Head Office Plant	Gujarat, Republic of India
	PT. TOPRE REFRIGERATOR INDONESIA	Head Office Plant	Banten, Indonesia

**(10) Employees** (as of March 31, 2025)

(i) Group employees

Business segment	Number of employees	Change from a year earlier
Press products business	5,709	78
Temperature-controlled logistics business	774	32
Other business	455	-6
Total	6,938	104

Note: Employee numbers do not include temporary employees or employees on probation.

(ii) Company's employees

Number of employees		Change from a year earlier	Average age	Average length of service (years)
Male	1,429	32	39.5	15.4
Female	115	8	36.9	10.7
Total or average	1,544	40	39.3	15.1

Note: Employee numbers do not include temporary employees or employees on probation.

**(11) Major Lenders** (as of March 31, 2025)

Lender	Borrowing balance
Resona Bank, Limited.	15,653 Million Yen
Mizuho Bank, Ltd.	8,660 Million Yen 14 Million RMB
MUFG Bank, Ltd.	788 Million Yen 15 Million RMB

**(12) Other Important Matters Concerning the Current Situation of the Group**

N/A

## 2. Company Shares (as of March 31, 2025)

- (1) **Total number of shares authorized to be issued** 81,240,000 shares
- (2) **Total number of outstanding shares** 50,806,961 shares (excluding 3,214,863 treasury shares)
- (3) **Number of shareholders** 6,857
- (4) **Major Shareholders**

Shareholder	Shares (Thousands of shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	6,286	12.37
Custody Bank of Japan, Ltd. (trust account)	3,028	5.96
Naoko Ishii	2,660	5.23
Nippon Life Insurance Company	2,135	4.20
Resona Bank, Limited	1,870	3.68
Topre Corporation Client Stock Ownership	1,622	3.19
Sumitomo Life Insurance Company	1,429	2.81
Mizuho Bank, Ltd.	1,265	2.49
Mitsubishi UFJ Trust and Banking Corporation	1,245	2.45
GOVERNMENT OF NORWAY	1,108	2.18

Note: The Company holds 3,214,863 treasury shares; however, because these treasury shares are without voting rights, the Company is excluded from the above list of major shareholders. The 3,214,863 treasury shares do not include the 176,139 Company shares owned by the Officer Compensation BIP Trust Account. The shareholding ratios are calculated without treasury shares.

## (5) Shares Delivered to Company Officers as Compensation for Execution of Their Duties During the Term Under Review

- Total number of shares delivered to directors and other officers by category

	Number of shares delivered	Number of persons subject to delivery
Directors (excluding outside directors)	4,100	1

Note: In addition to the above, the Company paid 1,795 shares in cash after conversion into cash, from the viewpoint of securing taxpayer funds for the person subject to delivery.

## (6) Other Important Matters Concerning Shares, etc.

N/A

### 3. Matters Concerning the Company Officers

#### (1) Directors and Auditors (as of March 31, 2025)

Position	Name	Responsibilities at the Company, and major position(s) concurrently held
Representative Director, President, Executive Officer	Yutaka Yamamoto	
Director, Senior Executive Officer	Katsuro Harata	Product Business Dept. General Manager and Product Business Dept. Cold Storage Equipment Div. Manager
Director, Senior Executive Officer	Yoshinori Tsuyuki	Administrative Headquarters General Manager and Purchasing General Manager
Director	Tsuyoshi Takada	Wadakura Gate Law Office, Representative Partner and Attorney Maruetsu Inc. Outside Auditor IP Dream Inc., Outside Director Noritsu Koki Co., Ltd., Outside Director OpenDoor Inc., Outside Director
Director	Naoshi Ogasawara	Avantia GP, Legal Representative, CEO National Institution for Academic Degrees and Quality Enhancement of Higher Education, Director TSUZUKI DENKI CO., LTD. Outside Director Nikkiso Co., Ltd., Outside Auditor
Director	Yoshie Midorikawa	Miura & Partners, Partner, Attorney-at-Law SOSiLA Logistics REIT, Inc. (SLR), Supervisory Officer BayCurrent, Inc., Outside Director (Audit and Supervisory Committee Member) JustSystems Corporation, Outside Director
Full-time Auditor	Tomio Kitabayashi	
Auditor	Masahiko Sato	Sato Accounting Firm, Head, CPA, Certified Public Tax Accountant
Auditor	Hidekazu Tanaka	Ginza Law Office, Representative Partner Welcia Holdings Co., Ltd., Outside Corporate Auditor

Notes:

- Directors Tsuyoshi Takada, Naoshi Ogasawara, and Yoshie Midorikawa are outside directors.
- Auditors Masahiko Sato and Hidekazu Tanaka are outside auditors.
- The Company has determined that Directors Tsuyoshi Takada, Naoshi Ogasawara, and Yoshie Midorikawa and Auditors Masahiko Sato and Hidekazu Tanaka do not have any conflicts of interest with general shareholders and are highly independent, and has appointed the five officers as independent officers pursuant to the rules of the Tokyo Stock Exchange and filed with the TSE as such.
- Auditor Masahiko Sato is a certified public accountant and a certified public tax accountant, who possesses a considerable level of knowledge concerning finance and accounting.
- In accordance with the stipulations of Paragraph 1, Article 427 of the Companies Act, the Company and all outside directors and auditors have entered into agreements limiting their liability to compensate the Company for damage pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as set forth in Article 425, Paragraph 1 of the Companies Act.
- The Company has entered into a directors and officers liability insurance contract with the Directors, Auditors, and officers of the subsidiaries as the insured. The insurance premiums are fully paid by the Company. The contract covers damage that may arise from the insured assuming responsibility for the execution of their duties or receiving claims related to the enforcement of such responsibility. However, there are certain exemptions, such as damage caused by acts committed with the knowledge that such acts are in violation of laws and regulations, which will not be covered.
- The Company has introduced an executive officer system. The Company's executive officers who do not concurrently serve as directors are as follows:

Position	Name	Responsibility or Status of Important Positions Concurrently Held
Managing executive officer	Masahiro Matsuo	Global Auto Parts Headquarters General Manager
Executive officer	Katsuhiro Yamashiro	Global Auto Parts Headquarters, Production Head Office, Asia Regional HQ
Executive officer	Takehito Kinoshita	Product Business Dept. Air-Conditioning Equipment Div. Manager
Executive officer	Tomohiko Mochida	Product Business Dept., Electronic Equipment Div. Manager
Executive officer	Joji Yabuki	Product Business Dept. Cold Storage Equipment Div. Deputy Manager and Cold Storage Equipment Div. Technology Manager

Position	Name	Responsibility or Status of Important Positions Concurrently Held
Executive officer	Takayuki Noda	Administrative Headquarters Deputy General Manager and Administrative Headquarters General Affairs Manager
Executive officer	Tesshu Harada	Global Auto Parts Headquarters, Production Head Office, North America Regional HQ and President of Topre America
Executive officer	Yukihiro Ishihara	Global Auto Parts Headquarters, Strategy Head Office General Manager

8. The skills matrix of directors and auditors of the Company is as follows:

Name	Title	Manag ement	Sales	Procur ement	Accou nting	Person nel Affairs	Legal Affairs & Risks	IT	Foreign Operations	Technical Development	Production	Quality	ESG
Yutaka Yamamoto	Represent ative Director, President, Executive Officer	●	●		●						●	●	●
Katsuro Harata	Director, Senior Executive Officer	●			●					●	●	●	●
Yoshinori Tsuyuki	Director, Senior Executive Officer			●	●	●			●			●	●
Tsuyoshi Takada	Outside Director						●						●
Naoshi Ogasawara	Outside Director				●								●
Yoshie Midorikawa	Outside Director						●		●				●
Tomio Kitabayashi	Full-time Auditor				●	●		●					●
Masahiko Satoh	Outside Auditor				●								●
Hidekazu Tanaka	Outside Auditor						●						●

\* The “●” mark has been placed for a maximum of six main items for each individual.

## (2) Director and Auditor Compensation

Category	Number	Total amount of compensation (million yen)	Compensation by type (million yen)		
			Base compensation	Performance-linked compensation	Performance-linked stock compensation
Directors (of which are outside directors)	9 (3)	225 (30)	148 (30)	37 (-)	40 (-)
Auditors (of which are outside auditors)	3 (2)	36 (14)	36 (14)	-	-
Total (of which are outside officers)	12 (5)	261 (44)	184 (44)	37 (-)	40 (-)

Notes:

1. The base compensation amounts and the number of directors (three (3)) who resigned at the end of the 129<sup>th</sup> Ordinary General Meeting of Shareholders held on June 26, 2024 are included in the above.
2. Director compensation does not include the employee portion of salary for directors who also have employee positions.
3. With regard to performance-linked stock compensation, 11 million yen provided to a director who resigned during the term under review has been recorded, in addition to the above.

## (3) Policy Regarding Decisions on Officer Compensation Amounts or Calculation Method

### (i) Basic Policy

The Company has the following policies with respect to the determination of officer compensation amounts.

- (1) Compensation plan that enhances directors' work performance motivation
- (2) Compensation plan linked to corporate performance
- (3) Compensation plan that is commensurate with director roles and responsibilities

In accordance with these policies, director compensation is comprised of base compensation, compensation linked to short-term corporate performance and compensation linked to medium- to long-term corporate performance. Auditor compensation consists only of base compensation.

The date of the resolution of the General Meeting of Shareholders on officer compensation was June 26, 2008 for "base compensation" and "performance-linked bonuses," which is compensation linked to short-term corporate performance, and the particulars of the resolution are that the amount of compensation for directors shall be no more than 350 million yen per year and the amount of compensation for auditors shall be no more than 60 million yen per year. As of the close of the said General Meeting of Shareholders, the number of directors was 12 (including 0 outside directors) and the number of auditors was 5 (including 3 outside auditors). The introduction of "performance-linked stock compensation," which is compensation linked to medium-term corporate performance, was resolved at the General Meeting of Shareholders held on June 28, 2016 (and the revision of certain terms was resolved at the General Meeting of Shareholders held on June 26, 2024), and the particulars of the resolution thereof are that stock compensation will be provided to directors that is separate from the maximum amount of compensation for directors (350 million yen per year) resolved on June 26, 2008. As of the close of the said General Meeting of Shareholders, the number of directors was 6 (including 3 outside directors) and the number of auditors was 3 (including 2 outside auditors).

With respect to the authority to determine policies concerning Company officer compensation amounts or the method of calculating such amounts, the Board of Directors has delegated that authority to the Compensation Committee (Representative Director, President, Executive Officer Yutaka Yamamoto, Director, Senior Executive Officer Yoshinori Tsuyuki, and Outside Directors Tsuyoshi Takada, Naoshi Ogasawara, and Yoshie Midorikawa), which is a voluntary decision-making body; with respect to compensation for directors, for the purpose of enhancing objectivity and appropriateness of

such compensation, the Compensation Committee shall, with the exception of stock compensation, determine the amount of monthly compensation and bonuses for each director in accordance with the regulations within the scope of the total amount of compensation approved at the General Meeting of Shareholders. The Board of Directors respects the details of the report and considers it to be in line with the aforementioned policy.

Stock compensation is granted in June of each year by multiplying a predetermined number of base points for each position by a performance-linked coefficient that varies according to the level of achievement in the fiscal year ending on March 31 of the same year and by delivering company shares based on the cumulative number of points awarded. The status of delivery of that stock compensation is as stated in (5) in “2. Company Shares”.

Monthly compensation for auditors is delegated to the Board of Auditors (consisting entirely of auditors), which determines the amount of compensation for each auditor within the scope of the total compensation approved at the General Meeting of Shareholders.

The Company’s Compensation Committee meetings are held at least once a year to determine the amount of monthly compensation and bonuses linked to single-year performance to be paid to each director. The composition ratios of the compensation amount (base compensation: 75; compensation linked to short-term corporate performance: 15; compensation linked to medium-term corporate performance: 10) were determined at the meeting of the Board of Directors for the settling of accounts held in May 2016. In addition, the regulation on officer’s compensation stipulates that the Company’s indicators for performance-linked compensation are the “consolidated operating income ratio,” “consolidated revenue growth ratio,” and other indices for compensation linked to short-term corporate performance, and the financial performance-linked index (consolidated operating income coefficient and consolidated ROE (rate of net income on equity) coefficient) and non-financial performance-linked index (engagement and sustainability) for compensation linked to medium- to long-term corporate performance with an aim to incentivize directors to improve corporate performance and to further share medium- to long-term interests with shareholders.

#### Targets and Results for Term Ended March 2025

	Target	Result
Consolidated operating profit	20 billion yen	28,648 million yen
Consolidated ROE	6.6%	6.5%
Engagement	-	3.37
Sustainability	-	222.7



(ii) Director Compensation

Types of Compensation	Description
Base compensation	Monthly director compensation is determined through discussions by the Compensation Committee, which is a non-statutory decision-making body; an independent compensation amount is respectively determined for each individual.
Compensation linked to short-term corporate performance	Bonuses linked to performance in a fiscal year are determined through discussions by the Compensation Committee, which is a non-statutory decision-making body, taking into consideration each director's contribution to corporate performance and other factors; an independent compensation amount is respectively determined for each individual.
Compensation linked to medium- to long-term corporate performance	Company shares, etc. are delivered based on the cumulative number of points awarded according to the level of achievement of the target values of the financial performance-linked index and non-financial performance-linked index for each business year.

Compensation for outside directors consists solely of base compensation, which is not linked to corporate performance, from the perspective of their performing the function of supervising management from a position independent from the execution of business.

(iii) Auditor Compensation

An independent compensation amount is respectively determined for each individual through consultations by Auditors. From the perspective of their performing the function of auditing the directors' execution of their duties, auditors are not paid performance-linked compensation.

**(4) Matters relating to Outside Officers, etc.**

(i) Relationship between the Company and the companies at which outside auditors hold concurrent position(s)

Category	Name	Major position(s) concurrently held
Director	Tsuyoshi Takada	Wadakura Gate Law Office, Representative Partner and Attorney Maruetsu Inc., Outside Auditor IP Dream Inc., Outside Director Noritsu Koki Co. Ltd., Outside Director OpenDoor Inc., Outside Director
Director	Naoshi Ogasawara	Avantia GP, Legal Representative, CEO National Institution for Academic Degrees and Quality Enhancement of Higher Education, Auditor TSUZUKI DENKI CO., LTD., Outside Director Nikkiso Co., Ltd., Outside Auditor
Director	Yoshie Midorikawa	Miura & Partners, Partner, Attorney-at-Law SOSiLA Logistics REIT, Inc. (SLR), Supervisory Officer BayCurrent, Inc., Outside Director (Audit and Supervisory Committee Member) JustSystems Corporation, Outside Director
Auditor	Masahiko Sato	Sato Accounting Firm, Head, CPA, Certified Public Tax Accountant
Auditor	Hidekazu Tanaka	Ginza Law Office, Representative Partner Welcia Holdings Co., Ltd., Outside Corporate Auditor

Note: There are no important transactional or other relationships between the companies at which the outside auditors hold concurrent positions and the Company.

(ii) Relationship with major business partners and specified related businesses

N/A

(iii) Major activities in the term under review

Category	Name	Outline of major activities and duties performed with regard to roles expected of Outside Directors
Director	Tsuyoshi Takada	Director Takada attended all 14 Board of Directors Meetings held during the term under review and made comments as appropriate based mainly on his professional knowledge and experience as an attorney. Further, he expressed his opinion from the perspective of having no interests in the Company.
Director	Naoshi Ogasawara	Director Ogasawara attended all 14 Board of Directors Meetings held during the term under review and made comments as appropriate based mainly on the experience and knowledge that he has cultivated as a certified public accountant. Further, he expressed his opinion from the perspective of having no interests in the Company.
Director	Yoshie Midorikawa	Director Midorikawa attended all 14 Board of Directors Meetings held during the term under review and made comments as appropriate based mainly on her professional knowledge as an attorney and deep insight into corporate legal affairs, including overseas matters. Further, she expressed her opinion from the perspective of having no interests in the Company.
Auditor	Masahiko Sato	Auditor Sato attended all 14 Board of Directors Meetings and all 13 Board of Auditors Meetings held during the term under review, and on the basis of his experience and knowledge that he has cultivated as certified public accountant and tax accountant, he expressed his opinion from the perspective of having no interests in the Company.
Auditor	Hidekazu Tanaka	Auditor Tanaka attended 11 out of 14 Board of Directors Meetings and 12 out of 13 Board of Auditors Meetings held during the term under review, and on the basis of his experience and knowledge as a legal expert that he has cultivated as an attorney, he expressed his opinion from the perspective of having no interests in the Company.

**4. Independent Auditor**

**(1) Name of independent auditor**

Grant Thornton Taiyo LLC

**(2) Summary of limitation on liability agreements**

N/A

**(3) Amount of compensation, etc. paid to the independent auditor during the term under review**

	Payment
Amount of compensation, etc. paid to the independent auditor during the term under review	44 million yen
Total amount of money and other property interests payable to the independent auditor by the Company and its subsidiaries	44 million yen

Notes:

1. Because in the contract between the Company and the independent auditor no clear distinction is made between the amounts of compensation for auditing under the Companies Act and for auditing under the Financial Instruments and Exchange Act, and in actuality such a distinction is not possible, the amount of compensation paid to the independent auditor during the term under review is the total compensation for the two.
2. The Board of Auditors made the necessary verification of whether the content of the audit plan, status of performance of audit, and grounds for calculating compensation estimates were appropriate, and having done so, judged the amount of compensation for the independent auditor to be appropriate.
3. Some of the overseas subsidiaries of the Company are subject to audit by an independent auditor other than the Company's independent auditor.

**(4) Policy regarding decisions on dismissal or non-reappointment of the independent auditor**

If the independent auditor has not properly carried out its duties as an independent auditor or has otherwise been negligent in its duties or engaged in misconduct unsuitable as an independent auditor, and the Company believes that its remaining as the company's independent auditor would be a major obstacle for the Company, the Board of Auditors will dismiss the independent auditor in accordance with the provisions of Article 340 of the Companies Act pursuant to unanimous agreement by them.

In addition to the case above, if the Board of Auditors believes that the Company's independent auditor is ill-qualified, the particulars of a proposal for dismissal or non-reappointment will be determined.

**(5) Matters regarding disposition of suspension of operations to which the independent auditor was subject in the past two years**

Overview of the disposition announced by the Financial Services Agency as of December 26, 2023

**(i) Subject of disposition**

Grant Thornton Taiyo LLC

**(ii) Details of disposition**

- Suspension of operations related to conclusion of new contracts for a period of three months (from January 1, 2024 to March 31, 2024, excluding the renewal of audit contracts and new contracts associated with the listing of companies with which an audit contract exists).
- Business improvement order (improvement of business management system)
- Prohibition of the partners materially responsible for the action that resulted in the disposition from performing a part of the audit services (examination regarding audit services) for a period of three months (from January 1, 2024 to March 31, 2024).

**(iii) Reason for disposition**

Two certified public accountants, who are partners of the above audit firm, neglected considerable care in auditing the amendment reports for another company, and certified that there were no material misstatements despite those financial documents containing material misstatements.

**5. Company System and Policies**

**(1) Systems for ensuring compliance of the execution of duties by Directors with laws, regulations and the Articles of Incorporation and other systems for ensuring the propriety of business operations**

The Company adopted a resolution regarding the said systems at the Board of Directors Meeting as follows.

**(i) Fundamental Principles and Code of Conduct of the Topre Group**

The Company has formulated the following Fundamental Principles and Code of Conduct as the basic guidelines to be followed by all officers and employees of the Topre Group in the performance of their duties.

### **Basic Principles**

The Topre Group's mission is to create products and services by maximizing its technical expertise in order to contribute positively to the societies in which it conducts business.

The Group will not only pursue excellence in its economic performance, but also carry out business activities as a group of international companies with the highest ethical standards, which will promote a Topre Group image that will be acknowledged and respected.

This philosophy will guide The Topre Groups domestic and international business actions, while also continuously seeking to enhance the Group's long term prosperity and making positive contributions to the societies in which it is engaged.

### **Code of Conduct**

#### **1. Compliance with law, internal regulations and social morality**

- We comply with all laws and regulations applicable to the company's activities.
- We establish and comply with internal regulations for the implementation of fair and transparent corporate activities.
- We observe morals and norms as a member of society.
- We have established an internal reporting window, respond appropriately to violations and prevent and correct them.
- Managers establish a corporate culture with high ethical standards.
- Managers establish internal systems preventing situations that would violate this Code of Conduct.

#### **2. Contributions to society**

- We provide products and services that make society safer, more convenient and more comfortable.
- We respect the culture and customs of surrounding communities, engage in activities and contribute to their development.

#### **3. Fair and equitable relationships**

- We build fair, equitable, and moderate relationships with stakeholders.
- We maintain transparency in our transactions and do not provide entertainment or exchange gifts that deviate from common sense.
- We have no relationships whatsoever with antisocial forces and respond resolutely and systematically to unreasonable demands.
- We disclose corporate information on the details of management and business activities in a timely and appropriate manner.
- We do not engage in wrongful conduct or acts that lack fairness and impartiality with regard to political and government officials.

#### **4. Respect for human rights and diversity**

- We respect human rights and do not tolerate discrimination or harassment based on race, creed, gender, nationality, physical characteristics or any other reason in any case.

#### **5. Environmental protection**

- The Topre Group as a whole is working on the protection of the global environment.
- We strive for resource savings by promoting the 3Rs of reduce, reuse and recycle.
- We work positively on the reduction of greenhouse gas emissions.

#### **6. Safety and health**

- We give top priority to ensuring the safety and health of employees.

- We eliminate industrial accidents and create safe and healthy work environments.
7. Company assets
- We prohibit the private diversion of company assets and their use for anything other than business purposes.
  - We do not leak or use corporate information or assets illegally.
  - We acquire, use and dispose of assets by legitimate procedures and not for the interests of any specific person.
8. Information security
- We establish and comply with regulations, etc., on the management and protection of personal and confidential information.

In order to create a “compliant corporate culture” and “compliant structures” on the basis of the Group’s Fundamental Principals and Code of Conduct, we have established the following guidelines concerning internal control systems and will continue to endeavor to ensure proper and efficient execution of business.

(ii) Basic Guidelines for the Establishment of Internal Control Systems

Preface

In accordance with the Companies Act and other relevant laws and regulations, the Company has established the following Basic Guidelines for Internal Controls (Basic Guidelines for Systems for Ensuring the Propriety of Business Operations) which it will continue to review and revise in keeping with future business developments and changes in relevant laws and regulations. The Board of Directors of the Company has promulgated these Basic Guidelines to all of the Group’s employees and will work to maintain a corporate environment conducive to the effective functioning of internal controls.

Basic Guidelines for Systems for Ensuring the Propriety of Business Operation

**1. Systems to ensure compliance of execution of duties by officers and employees with laws and regulations and the Articles of Incorporation in the Group, including subsidiaries**

- 1) The Group officers and employees will strive to understand and implement the Group Fundamental Principals and Code of Conduct.
- 2) The Internal Controls Committee will oversee the development and implementation of internal controls for Group companies and when required will create subcommittees for specific purposes in order to more effectively and smoothly carry out its activities.
- 3) The Audit Department will receive reports from the Compliance Committee on a regular basis and will audit the implementation of compliance procedures.
- 4) If Group officers or employees know of any violations or potential violations of laws or regulations, they may report them to an “Internal Reporting Contact,” both inside and outside the Group.
- 5) Every Group officer and employee will steadfastly ensure that any and all relationships with antisocial forces or organizations, which threaten the order and security of civil society, are blocked and eliminated.

**2. Rules and systems regarding loss risk management etc. in the Group, including subsidiaries**

- 1) Group companies will classify risks associated with its business operations in accordance with its Risk Management Rules and establish units responsible for ongoing monitoring of those risks.
- 2) In order to deal with risks involving the entire company or multiple units, the Risk

- Management Subcommittee will coordinate the roles and duties of all involved units.
- 3) The Audit Department will receive reports on a regular basis from the Risk Management Subcommittee and audit the implementation of risk management at Group companies.
- 3. Systems for ensuring the efficient execution of duties by Directors at the Group including subsidiaries**
- 1) The Company will maintain a system to ensure that business operations are carried out efficiently, through division of duties, approval authority and other rules based on internal regulations at Group companies.
  - 2) The Company has established “Basic Policies” shared by all officers and employees of the Group, and every three years a new Medium-Term Management Plan is formulated in accordance with those policies.
  - 3) Performance targets by term for each business unit are established based on the Medium-Term Management Plan of the entire Group, with actual results reported to the Company’s Board of Directors on a monthly basis; when targets are not achieved, the relevant business unit makes a report analyzing the reasons why and proposing improvement measures.
- 4. Systems to preserve and manage information pertaining to the execution of duties by Directors**
- 1) Information pertaining to the execution of duties by Directors is filed together with related documents in accordance with the Document Management Rules.
  - 2) If a request is made by a Director or Auditor to review documents, the relevant documents will be made available at the Head Office within three business days from when the request was made.
- 5. Systems to ensure the propriety of business operations conducted by the corporate group consisting of the Company and its subsidiaries**
- 1) Members of the Internal Control Committee are selected from Group companies and systems are in place to ensure that discussions and information about internal controls are shared and that the communication of directives and requests is done efficiently.
  - 2) The Company’s Directors will receive reports regarding the status of business operations at the board of directors of each subsidiary, and will report the content thereof to the Company’s Board of Directors.
- 6. Matters concerning Group employees when an Auditor requests Group employees to assist with duties, matters concerning the independence from Directors of such employees, and matters concerning ensuring the effectiveness of instructions by Auditors to such employees**
- 1) If the Board of Auditors requests the placement of employees to assist in its duties, in principle such personnel will be placed within three months.
  - 2) The appointment, transfer and performance review of Auditors’ assistants requires a prior report from and consent of the full-time Auditor.
  - 3) Auditors’ assistants will perform their duties as instructed by Auditors.
- 7. Systems for Directors and employees to report to Auditors and other reporting systems to Auditors**

Directors and employees of Group companies and auditors of each subsidiary will report promptly to the Company’s Auditors all matters stipulated in the Internal Control Rules and other matters important from the standpoint of internal controls.

**8. Systems for ensuring that persons who report to the Auditors are not subject to disadvantageous treatment as a result of such reporting**

The companies of the Group do not engage in dismissal or other disadvantageous treatment of officers and employees on the grounds that a report was made to the Company's Auditors in accordance with the preceding item.

**9. Matters relating to procedures for advance payment or reimbursement of expenses arising in relation to the performance of duties by the Auditors and other policies on processing expenses and debts arising in relation to the performance of those duties**

The Company budgets in advance for expenses necessary for the performance of duties by the Company's Auditors and reimburses such expenses including expenses incurred on a provisional or emergency basis each time such expenses are incurred.

**10. Systems to ensure effective audits by the Auditors**

The Board of Auditors may at its own discretion engage lawyers, certified public accountants and other professionals in order to obtain advice in regard to its audit work.

**11. Systems to ensure proper financial reporting**

- 1) The Company prepares and revises as needed the rules etc. relating to its Accounting Rules based on accounting rules and standards, and promotes their dissemination and understanding, and compliance therewith.
- 2) The Financial Report Oversight Committee, in order to promote proper disclosure of financial reports required by the Financial Instrument Exchanges Act, works to ensure the accuracy and uniformity of operations regarding the accounting, cost and finance operations at all Group companies.

Summary of Operational Status of Systems for Ensuring Propriety of Business Operation

**1. Measures relating to compliance**

- 1) In order to reinforce compliance by the entire Group, the Compliance Committee met four times during the term under review and took measures to further raise awareness of compliance by officers and employees. The Committee also investigated, reported on, and monitored the status of implementation of compliance procedures and made improvements when necessary.
- 2) Training and awareness-raising regarding compliance is conducted through periodic training prepared for individual ranks.
- 3) An internal reporting system and consultation hotline were established for Group companies, and measures are taken to inform employees about these systems and to create an environment that facilitates their use.
- 4) Internal reports that are periodically distributed include information regarding compliance awareness, and measures are taken to inform personnel about laws and regulations as well as internal rules and so on.

**2. Measures relating to risk management**

- 1) The Risk Management Committee met four times during the term under review, investigated risks relating to natural disasters, accidents, and domestic and overseas business sites, and reviewed management systems concerning those risks.
- 2) Potential risks in each division of Group companies were re-identified and re-evaluated and countermeasures were taken.

**3. Measures relating to increasing the appropriateness and efficiency of the execution of duties by directors**

- 1) The Board of Directors met 14 times during the term under review, made decisions regarding matters specified by laws, regulations, and the Articles of Incorporation as well as significant matters such as business plans and profit plans, and monitored the appropriate performance of duties.
- 2) Directors that have operational duties reported to the Board of Directors concerning the status of the execution of duties in order to ensure the appropriateness of the execution of duties by directors.

**4. Measures relating to ensuring the appropriateness of operations in the Group**

- 1) The Financial Report Oversight Committee meets to conduct periodic evaluations of asset management and accounting of all Group companies and ensure the appropriateness of finances.
- 2) The Accounting Division Global Training Conference meets to ensure the appropriateness and uniformity of operations in relation to accounting, record keeping, book values, and finances of all Group companies.

**5. Measures relating to Audit Systems**

- 1) The auditors conduct audits by engaging in close exchanges of information with the Audit Department, attending Board of Directors Meetings and other significant meetings, receiving reports from directors and employees, and conducting on-site investigations.
- 2) The Board of Auditors met 14 times during the term under review, requested reports and explanations from representative directors and others as necessary, and conducted audits concerning the execution of duties by directors.
- 3) The auditors conducted financial audits by closely collaborating with the independent auditor, receiving quarterly reports from the independent auditor, receiving explanations as necessary, and exchanging information.

**(2) Basic Policy Regarding Control of Stock Company**

N/A

Note: With respect to amounts, the number of shares and the ratio of shareholding set forth in this business report, decimal numbers were rounded down and ratios were rounded off to the nearest whole number.



## Consolidated Financial Statements

### Consolidated Balance Sheet

(As of March 31, 2025)

(Million yen)

Item	Amount	Item	Amount
(Assets)		(Liabilities)	
I Current assets		I Current liabilities	
Cash and deposits	58,427	Notes payable and accounts payable	62,062
Notes receivable and accounts receivable	60,016		
Marketable securities	12,628	Long-term borrowings due within one year	8,867
Products and goods	2,739	Corporate bonds to be redeemed within one year	10,000
Works in progress	21,270	Corporate taxes payable	6,228
Raw materials and stored goods	8,509	Bonus reserves	3,175
Other	10,336	Bonus reserves for officers	101
Loan-loss reserves	-0	Reserves for product warranties	234
Total current assets	173,927	Other	17,744
		Total current liabilities	108,414
II Fixed assets		II Fixed liabilities	
Tangible fixed assets		Bonds	10,000
Buildings and structures	60,747	Long-term borrowings	21,520
Machinery, equipment, and vehicles	53,268	Long-term accounts payable	7
Tools, furniture, and fixtures	10,198	Tax deferred liabilities	6,331
Land	11,096	PCB processing reserves	21
Lease assets	636	Reserves for stock grants to officers	162
Construction in progress	28,986	Retirement benefit liabilities	365
Total tangible fixed assets	164,935	Other	1,005
Intangible fixed assets	1,793	Total fixed liabilities	39,414
Investments and other assets		Total liabilities	147,829
Investment securities	19,610		
Long-term loans	351	(Net assets)	
Deferred tax assets	4,428		
Net defined benefit assets	5,383	I Shareholders' equity	
Other	665	Capital	5,610
Loan-loss reserves	-9	Capital surplus	4,916
Total investments and other assets	30,430	Earned surplus	190,288
Total fixed assets	197,159	Treasury stock	-5,065
		Total shareholders' equity	195,749
		II Other accumulated comprehensive income	
		Valuation difference on available-for-sale securities	6,745
		Foreign currency translation adjustment accounts	15,733
		Accumulated retirement benefit adjustments	1,421
		Total other accumulated comprehensive income	23,900
		III Minority interest	3,606
		Total net assets	223,257
Total assets	371,086	Total liabilities and net assets	371,086

Note: Amounts less than 1 million yen were rounded down.

**Consolidated Income Statement**  
(April 1, 2024–March 31, 2025)

(Million yen)

Item		Amount	
I	Net sales		373,568
II	Cost of goods sold		326,230
	Gross income		47,337
III	SG&A expenses		18,689
	Operating income		28,648
IV	Non-operating income		
	Interest income	1,056	
	Dividend income	571	
	Rent income from fixed assets	59	
	Reversal of allowance for doubtful accounts	0	
	Dividend income from insurance	65	
	Income from subsidy	187	
	Other non-operating income	467	2,409
V	Non-operating expenses		
	Interest expenses	182	
	Interest on bonds	88	
	Rent expenses for fixed assets	7	
	Foreign exchange losses	2,308	
	Investment loss using equity method	690	
	Bond issuance costs	49	
	Other non-operating expenses	353	3,679
	Recurring income		27,378
VI	Extraordinary income		
	Capital gains on sale of fixed assets	99	
	Gains on sale of investment securities	437	
	Other extraordinary income	6	543
VII	Extraordinary losses		
	Loss on sale and retirement of non-current assets	65	
	Impairment losses	6,224	
	Other extraordinary losses	39	6,329
	Net income before income taxes		21,591
	Corporate taxes, resident taxes, and business taxes	8,906	
	Corporate tax adjustments	-1,625	7,281
	Net income		14,310
	Net income attributable to non-controlling shareholders		167
	Net income attributable to shareholders of parent company		14,143

Note: Amounts less than 1 million yen were rounded down.

**Consolidated Shareholders' Equity Statement**  
(April 1, 2024–March 31, 2025)

(Million yen)

	Shareholders' Equity				
	Capital	Capital surplus	Earned surplus	Treasury stock	Total shareholders' equity
Beginning-of-term balance	5,610	4,899	179,462	-3,913	186,059
Changes during term under review					
Dividends on surplus			-3,317		-3,317
Net income attributable to shareholders of parent company			14,143		14,143
Share buyback				-1,252	-1,252
Disposal of treasury shares		16		100	117
Beginning-of-term (net) change in items excluding shareholders' equity					
Total change in term under review	—	16	10,825	-1,152	9,690
End-of-term balance	5,610	4,916	190,288	-5,065	195,749

(Million yen)

	Total other accumulated comprehensive income				Non-controlling shareholders interest	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment accounts	Accumulated retirement benefit adjustments	Total other accumulated comprehensive income		
Beginning-of-term balance	6,699	19,161	1,323	27,184	3,482	216,726
Changes during term under review						
Dividends on surplus						-3,317
Net income attributable to shareholders of parent company						14,143
Share buyback						-1,252
Disposal of treasury shares						117
Beginning-of-term (net) change in items excluding shareholders' equity	45	-3,427	98	-3,283	124	-3,159
Total change in term under review	45	-3,427	98	-3,283	124	6,530
End-of-term balance	6,745	15,733	1,421	23,900	3,606	223,257

Note: Amounts less than 1 million yen were rounded down.

# Financial Statements

## Balance Sheet (As of March 31, 2025)

(Million yen)

Item (Assets)	Amount	Item (Liabilities)	Amount
I Current assets		I Current liabilities	
Cash and deposits	18,255	Notes payable	15,109
Notes receivable	3,975	Accounts payable	19,848
Accounts receivable	32,590	Long-term borrowings due within one year	6,144
Marketable securities	12,596		
Goods	671	Corporate bonds to be redeemed within one year	10,000
Works in progress	5,637	Lease obligations	5
Raw materials	1,530	Accounts payable	429
Stored goods	220	Accrued expenses	1,779
Prepaid expenses	174	Corporate taxes payable	3,490
Accrued revenues	6,059	Consumption taxes payable	354
Other current assets	123	Deposits received	13,192
Total current assets	81,836	Advances received	192
		Bonus reserves	1,473
II Fixed assets		Bonus reserves for officers	75
Tangible fixed assets		Reserves for product warranties	234
Buildings	7,688	Equipment-related notes payable	801
Structures	1,286		
Machinery and equipment	5,320	Total current liabilities	73,130
Vehicles	101		
Tools, furniture, and fixtures	1,586	II Fixed liabilities	
Land	1,947	Bonds	10,000
Lease assets	19	Long-term borrowings	19,712
Construction in progress	4,483	Lease obligations	16
Total tangible fixed assets	22,434	Long-term accounts payable	9,975
		PCB processing reserves	21
Intangible fixed assets		Reserves for stock grants to officers	121
Software	535	Long-term deposits received	29
Software in progress	8	Total fixed liabilities	39,875
Right of utilization	10	Total liabilities	113,005
Total intangible fixed assets	554		
		(Net assets)	
Investments and other assets		I Shareholders' equity	
Investment securities	13,875	Capital	5,610
Affiliate shares	50,553	Capital surplus	
Investments	1	Capital reserves	4,705
Long-term loans	92,703	Other capital surplus	2,588
Guarantee deposits	57	Total capital surplus	7,294
Prepaid pension expenses	2,296	Earned surplus	
Deferred tax assets	1,295	Retained earnings	1,197
Other investments	55	Dividend reserves	400
Loan-loss reserves	-1,192	Reserve for reduction entry of land	581
Total investments and other assets	159,645	Reserve for reduction entry of replaced property	800
Total fixed assets	182,634	Reserve for reduction entry of noncurrent assets	92
		Special reserves	18,914
		Earned surplus carried over	115,470
		Total earned surplus	137,456
		Treasury stock	-5,535
		Total shareholders' equity	144,826
		II Valuation and translation adjustments	
		Valuation difference on available-for-sale securities	6,638
		Total valuation and translation differences	6,638
		Total net assets	151,464
Total assets	264,470	Total liabilities and net assets	264,470

Note: Amounts less than 1 million yen were rounded down.

**Income Statement**  
(April 1, 2024–March 31, 2025)

(Million yen)

Item		Amount	
I	Net sales		171,830
II	Cost of goods sold		152,268
	Gross income		19,561
III	SG&A expenses		6,736
	Operating income		12,824
IV	Non-operating income		
	Interest income	2,749	
	Dividend income	3,063	
	Rent income from fixed assets	60	
	Dividend income from insurance	45	
	Other non-operating income	213	6,131
V	Non-operating expenses		
	Interest expenses	111	
	Interest on bonds	88	
	Rent expenses for fixed assets	7	
	Foreign exchange losses	1,287	
	Provision of allowance for doubtful accounts	826	
	Bond issuance costs	49	
	Other non-operating expenses	125	2,496
	Recurring income		16,459
VI	Extraordinary income		
	Capital gains on sale of fixed assets	12	
	Other extraordinary income	3	15
VII	Extraordinary losses		
	Loss on sale and retirement of non-current assets	12	
	Adjustment for transfer pricing taxation	9,975	
	Loss on valuation of shares of subsidiaries	1,547	11,534
	Net income before income taxes		4,940
	Corporate taxes, resident taxes, and business taxes	4,168	
	Corporate tax adjustments	- 3,812	355
	Net income		4,584

Note: Amounts less than 1 million yen were rounded down.

## **Shareholders' Equity Statement**

(April 1, 2024–March 31, 2025)

(Million yen)

	Shareholders' Equity				
	Capital	Capital surplus			Earned surplus
		Capital reserves	Other capital surplus	Total capital surplus	Retained earnings
Beginning-of-term balance	5,610	4,705	2,579	7,285	1,197
Changes during current term					
Dividends on surpluses					
Net income					
Reversals of reserve for reduction entry of replaced property					
Reserve for reduction entry of non-current assets					
Reversal of reserve for reduction entry of noncurrent assets					
Adjustment to reserve due to change in tax rate					
Share buyback					
Disposal of treasury shares			8	8	
(Net) change in items excluding shareholders' equity in consolidated fiscal year					
Total change in current term	—	—	8	8	—
End-of-term balance	5,610	4,705	2,588	7,294	1,197

(Million yen)

	Shareholders' Equity					
	Earned surplus					
	Other earned surplus					
	Dividend reserves	Reserve for reduction entry of land	Reserve for reduction entry of replaced property	Reserve for reduction entry of fixed assets	Special reserves	Retained earnings brought forward
Beginning-of-term balance	400	589	842	99	18,914	114,146
Changes during current term						
Dividends on surpluses						-3,317
Net income						4,584
Reversals of reserve for reduction entry of replaced property			-31			31
Reserve for reduction entry of non-current assets				2		-2
Reversal of reserve for reduction entry of noncurrent assets				-7		7
Adjustment to reserve due to change in tax rate		-7	-10	-1		18
Share buyback						
Disposal of treasury shares						
(Net) change in items excluding shareholders' equity in fiscal year						
Total change in current term	—	-7	-42	-6	—	1,323
End-of-term balance	400	581	800	92	18,914	115,470

(Million yen)

	Shareholders' Equity			Valuation and translation differences		Total net assets
	Earned surplus	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation differences	
	Total earned surplus					
Beginning-of-term balance	136,189	-4,390	144,694	6,426	6,426	151,121
Changes during current term						
Dividends on surplus	-3,317		-3,317			-3,317
Net income	4,584		4,584			4,584
Reversals of reserve for reduction entry of replaced property	—		—			—
Reserve for reduction entry of non-current assets	—		—			—
Reversal of reserve for reduction entry of noncurrent assets	—		—			—
Adjustment to reserve due to change in tax rate	—		—			—
Share buyback	—	-1,244	-1,244			-1,244
Disposal of treasury shares	—	100	109			109
(Net) change in items excluding shareholders' equity in fiscal year	—		—	211	211	211
Total change in current term	1,267	-1,144	131	211	211	342
End-of-term balance	137,456	-5,535	144,826	6,638	6,638	151,464

Note: Amounts less than 1 million yen were rounded down.