

This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities code: 5989

June 9, 2026

To our shareholders

MAYUMI Seiki
Representative Director, President and
Chief Executive Officer
H-ONE CO., LTD.
Omiya Soramichi KOZ 11th floor, 1-195-1
Sakuragi-cho, Omiya-ku, Saitama-shi, Saitama
330-0854, Japan

Notice of the 20th Ordinary General Meeting of Shareholders

You are hereby notified that the 20th Ordinary General Meeting of Shareholders of H-ONE CO., LTD. (the “Company”) will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information pertaining to the general meeting of shareholders, etc. in electronic format, and has posted the information on the following website under the title “Notice of the 20th Ordinary General Meeting of Shareholders.”

The Company’s website:

<https://www.h1-co.jp/ir/stock/meeting.html> (in Japanese)

In addition to the above, the information is posted on the following websites on the internet:

Net-de-Shoshu website

<https://s.srdb.jp/5989/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter the Company’s name “H-ONE” in “Issue name (company name)” or the Company’s securities code “5989” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you opt not to attend the meeting in person, you may exercise your voting rights via the Internet or in writing (by postal mail). In that case, please exercise your voting rights by 5:00 p.m. on Tuesday, June 23, 2026 (Japan Time), having reviewed the Reference Documents for the General Meeting of Shareholders listed in the matters to be provided in electronic format.

1. Date and Time: June 24, 2026 (Wednesday) 10:00 a.m. (reception opens at 9:30 a.m.) (Japan Time)

2. Venue: 1-6-1 Nishi-Ikebukuro, Toshima-ku, Tokyo
Cassiopeia, 3rd Floor, HOTEL METROPOLITAN TOKYO IKEBUKURO
(Previously, the Company had held its General Meetings of Shareholders in Saitama City (Saitama Prefecture); however, in order that the meeting this year can accommodate a greater number of its shareholders, the decision was made to move to the above mentioned venue.

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 20th fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 20th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- Proposal 1** Appropriation of the Surplus
Proposal 2 Election of Five (5) Directors
Proposal 3 Election of Two (2) Audit & Supervisory Board Members
Proposal 4 Election of One (1) Substitute Audit & Supervisory Board Member

4. Matters Decided in Connection with this Convocation

- (1) If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.
 - (2) If you exercise your voting rights in writing (by postal mail) but have not indicated approval or disapproval of a proposal on the voting rights exercise form, it will be deemed a vote of approval.
 - (3) If you exercise your voting rights multiple times via the Internet, the final vote will be deemed valid.
 - (4) If you exercise your voting rights multiple times via the Internet and in writing (by postal mail), the voting rights exercised via the Internet will be deemed valid.
- In accordance with laws and provisions, and Article 15 of the Articles of Incorporation, paper-based documents sent to shareholders who have requested the provision of such do not include the matters listed below. The said documents are part of the materials that were audited by the Audit & Supervisory Board Members and Accounting Auditor when preparing the Audit Report.
 - i Overview of the system for ensuring the appropriateness of business operations and its operating status
 - ii The “Consolidated Statements of Changes in Equity” and “Notes to the Consolidated Financial Statements” as a part of the Consolidated Financial Statements
 - iii The “Non-consolidated Statements of Changes in Equity” and “Notes to the Financial Statements” as a part of the Non-consolidated Financial Statements
 - If you plan to attend the meeting in person, please present the voting form at the reception desk upon your arrival.
 - Footage of this Ordinary General Meeting of Shareholders will be live streamed online. In consideration of the privacy of shareholders attending the meeting, we will be filming only the area in the vicinity of chair and executive seating. In some cases, however, the images of shareholders attending the meeting may appear in the footage as we will film the meeting from the rear of the venue. We appreciate your understanding in advance.

Proposal 1 Appropriation of the Surplus

With regard to the appropriation of the surplus, having taken into account the performance for the fiscal year under review and future business expansion, the Company proposes the following:

Year-end dividends

- | | |
|--|---------------|
| (1) Type of dividends: | Cash |
| (2) Dividend allocation and their aggregate amount thereof | |
| Dividend per common share of the Company: | ¥32 |
| Total dividends: | ¥908,506,528 |
| (3) Effective date of dividends of surplus: | June 25, 2026 |

(Reference Note)

Dividend Policy

The Company regards the continuous return of profits to its shareholders as a highly important management policy, and maintains a basic policy to stably implement dividends according to the Company's performance to its shareholders over the long term, having taken into consideration future business expansion, investments in facilities, and the like, as well as striving to improve the return on equity attributable to owners of the parent (ROE). Taking into account this basic policy, the Company aims to gradually raise the payout ratio to 30%.

Proposal 2 Election of Five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes to elect five (5) Directors.

Candidates for Director are as follows:

List of Candidates for Director

Candidate No.	Name	Current Position within the Company	Main responsibilities within the Company or significant concurrent positions outside the Company	Candidate attributes	Attendance at the Board of Directors meetings
1	MAYUMI Seiki	Representative Director, President and Chief Executive Officer	- Chief Executive Officer of Business Management Operations and Chief Executive Officer of North American Business Operations	Re-election	12/12
2	OKUDA Masamichi	Director, Executive Vice President and Chief Operating Officer	- In charge of Business Management Operations, Corporate Planning Division, Information System Division, Business Development Division, and Product Development Division, and Chief Operating Officer of the Chinese Business Operations	Re-election	12/12
3	MARUYAMA Keiichiro	Director	- Deputy Managing Partner of Nagawa-Okamura Law Firm - Chairman of the Board of Tokyo College of Music	Re-election Outside Independent	12/12
4	TODOKORO Kunihiro	Director	- Director and Chairperson of FUJI WAREHOUSE&TRANSPORTATION CO., LTD.	Re-election Outside Independent	12/12
5	YAMADA Akiko	Director		Re-election Outside Independent	10/10

Note: As Ms. YAMADA Akiko was elected at the 19th Ordinary General Meeting of Shareholders held on June 25, 2025, her attendance at the Board of Directors meetings represents the number of attendance on and after June 25, 2025.

Re-election: Candidate for re-election as Director

Outside: Candidate for Outside Director

Independent: Independent Officer as stipulated by the Tokyo Stock Exchange

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned (Thousands of Shares)
1	<p>MAYUMI Seiki (October 26, 1967) [Re-election]</p> <p>Attendance at the Board of Directors meetings 12/12 meetings</p> <p>Number of years in office as a Director 2 years</p>	<p>Apr. 1991 Joined HIRATA TECHNICAL CO., LTD.</p> <p>Jun. 2009 Vice President of UYT Limited</p> <p>Jun. 2015 Operating Officer and General Manager of the Corporate Management Planning Operations of the Company</p> <p>Apr. 2018 Vice President of KTH Parts Industries, Inc.</p> <p>Apr. 2023 Senior Operating Officer and Assistant to President of the Company</p> <p>Apr. 2024 President and Chief Executive Officer and Chief Operating Officer of Business Management Operations of the Company (current position)</p> <p>Jun. 2024 Representative Director, President and Chief Executive Officer of the Company (current position)</p> <p>Apr. 2025 Chief Executive Officer of the North American Business Operations of the Company (current position)</p>	16
<p>[Reasons for Nomination as a Candidate for Director]</p> <p>Mr. MAYUMI Seiki possesses considerable insight related to global business operations including years of involvement with management of business bases in Europe and the United States based on his abundant experience at having engaged in operations as production, development, overseas business, and corporate planning. Since he assumed the position of Representative Director of the Company, while demonstrating strong leadership based on his experience and knowledge, he has been taking the lead in overseeing the business strategy for improving the Company Group's corporate value.</p> <p>The Company has determined that he can sufficiently fulfill the role of deciding on important matters and supervising the execution of business within the Company Group, and so the Company proposes the re-election of him as a candidate for Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned (Thousands of Shares)
2	<p>OKUDA Masamichi (April 3, 1965) [Re-election]</p> <p>Attendance at the Board of Directors meetings 12/12 meetings</p> <p>Number of years in office as a Director 2 years</p>	<p>Mar. 1988 Joined Hirata Press Kogyo Co., Ltd.</p> <p>Oct. 2007 General Manager of Overseas Operations of the Company</p> <p>Apr. 2011 General Manager of Sales Planning Division</p> <p>Oct. 2012 General Manager of Sales Division 1</p> <p>Feb. 2016 President of WH Auto Parts Industries Inc.</p> <p>Apr. 2020 Operating Officer of the Company</p> <p>Apr. 2023 General Manager of Corporate Management Planning Division and General Manager of Digital Transformation Promotion Group</p> <p>Apr. 2024 Managing Officer and in charge of Corporate Planning Division, Information Systems Division, and Accounting Division, Business Management Operations of the Company</p> <p>Jun. 2024 Director and Managing Officer of the Company</p> <p>Apr. 2025 Director, Executive Vice President, Executive Officer (current position), In charge of Corporate Planning Division, Business Management Operations of the Company, and Chief Operating Officer of the China Business Operations of the Company</p> <p>Apr. 2026 In charge of Corporate Planning Division, Information System Division, Business Development Division, Product Development Division, Business Management Operations of the Company, and Chief Operating Officer of the Chinese Business Operations of the Company (current position)</p>	11
<p>[Reasons for Nomination as a Candidate for Director]</p> <p>Mr. OKUDA Masamichi has handled work supervising the Sales Division, and has also been involved in corporate management at business bases in China for many years to realize various initiatives for improving added value of automobile parts and for gaining new customers, thereby contributing to increasing sales. Currently, mainly as Corporate Planning Officer of Business Management Operations and Chief Executive Officer, Chinese Business Operations, he takes the initiative to promote business strategies that lead to expanding the business of the Company Group. Therefore, he has abundant experience and knowledge.</p> <p>The Company has determined that he can sufficiently fulfill the role of deciding on important matters and supervising the execution of business within the Company Group, and so the Company proposes the re-election of him as a candidate for Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned (Thousands of Shares)
3	MARUYAMA Keiichiro (November 27, 1963) [Re-election] [Candidate for Outside Director] [Independent Officer]	Apr. 1998	Registered as lawyer (TOKYO BAR ASSOCIATION)	0
	Attendance at the Board of Directors meetings 12/12 meetings	Apr. 1998	Joined Nagawa-Okamura Law Firm	
		Jan. 2001	Deputy Managing Partner of Nagawa-Okamura Law Firm (current position)	
Number of years in office as a Director 12 years	May 2009	Director of Tokyo College of Music	Jul. 2010	Director of Johokusaitama Gakuen (Incorporated Educational Institution) (current position)
	Jun. 2014	Outside Director of the Company (current position)		
		Jun. 2016	Outside Corporate Auditor of TODA CORPORATION	
		Apr. 2021	Chairman of the Board of Tokyo College of Music (current position)	
	[Reasons for Nomination as a Candidate for Outside Director and Expected Roles]			
	Mr. MARUYAMA Keiichiro possesses abundant experience and considerable insight cultivated as a lawyer. Since his appointment as an Outside Director of the Company, he has been active in making proposals and recommendations regarding the management of the Company Group in Board of Directors meetings of the Company.			
	The Company has determined he will be able to continue making statements on the execution of business of the Company Group from a professional viewpoint as a lawyer, while overseeing the business from his independent and fair standpoint, and so the Company proposes the re-election of him as a candidate for Outside Director.			
	He does not have experience of directly contributing to the management of a company; however, he has an elevated and broad perspective as a lawyer. Moreover, given that he is knowledgeable of the governance of companies and has sufficient discernment as an Outside Director, the Company has judged that he is able to appropriately execute his duties.			
	[Considerations on His Independence]			
	Nagawa-Okamura Law Firm, at which Mr. MARUYAMA Keiichiro serves as Deputy Managing Partner, has entered into a consulting contract with the Company; however, the remuneration amounts paid by the Company during the fiscal year ended March 31, 2026 are less than one (1) percent of the sales of the Firm on an average basis over the past three years.			
	The Tokyo College of Music, at which he serves in a significant concurrent position, has no transactions with the Company.			
	For the above reasons, the Company has judged that there are no problems with regards to his independence.			
	Moreover, the Company has submitted notification of his position as Independent Officer to the Tokyo Stock Exchange.			

Note: The Company has entered into an agreement with Mr. MARUYAMA Keiichiro to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, Paragraph 1 of said act. In the event that the candidate is re-elected as Director, the Company intends to roll over this limitation of liability contract with him.

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned (Thousands of Shares)
4	TODOKORO Kunihiro (May 29, 1954) [Re-election] [Candidate for Outside Director] [Independent Officer] Attendance at the Board of Directors meetings (12/12) Number of years in office as a Director 10 years	<p>Apr. 1977 Joined Saitama Bank, Ltd. (current Saitama Resona Bank, Limited)</p> <p>Jun. 2009 Representative Director and Vice President of Saitama Resona Bank, Limited</p> <p>Jun. 2013 Representative Director and President of J AND S INSURANCE SERVICE Co., Ltd.</p> <p>Jun. 2015 Representative Director and President of FUJI WAREHOUSE&TRANSPORTATION CO., LTD.</p> <p>Jun. 2016 Outside Director of the Company (current position)</p> <p>Jun. 2019 Chair of SAITAMA KEIZAI DOYUKAI</p> <p>Jun. 2020 Representative Director and Chairperson of FUJI WAREHOUSE&TRANSPORTATION CO., LTD.</p> <p>Apr. 2021 Representative Director, Chairperson and President of FUJI WAREHOUSE&TRANSPORTATION CO., LTD.</p> <p>Jun. 2023 Director and Chairperson of FUJI WAREHOUSE&TRANSPORTATION CO., LTD. (current position)</p> <p>Jun. 2025 Special Secretary of SAITAMA KEIZAI DOYUKAI (current position)</p>	0
<p>[Reasons for Nomination as a Candidate for Outside Director and Expected Roles]</p> <p>Mr. TODOKORO Kunihiro has engaged in the management of a financial institution and multiple business companies. Since his appointment as an Outside Director of the Company, he has been active in leveraging this abundant experience and considerable insight to make proposals and recommendations regarding the management of the Company Group in Board of Directors meetings of the Company.</p> <p>The Company has determined he will be able to continue making statements on the execution of business of the Company Group from a professional viewpoint as the one experienced in management, while overseeing the business of the Company Group from his independent and fair standpoint, and so the Company proposes the re-election of him as a candidate for Outside Director.</p>			
<p>[Considerations on His Independence]</p> <p>The Company makes transactions related to storage and warehousing of goods with FUJI WAREHOUSE&TRANSPORTATION CO., LTD., at which Mr. TODOKORO Kunihiro serves as Director and Chairperson; however, the transaction amounts were ¥0 million during the fiscal year ended March 31, 2026.</p> <p>The Company is a borrower of Saitama Resona Bank, Limited, of which Mr. TODOKORO Kunihiro was formerly Representative Director and Vice President; however, more than thirteen (13) years have passed since he retired from that position.</p> <p>For the above reasons, the Company has judged that there are no problems with regards to his independence.</p> <p>Moreover, the Company has submitted notification of his position as Independent Officer to the Tokyo Stock Exchange.</p>			

Note: The Company has entered into an agreement with Mr. TODOKORO Kunihiro to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, Paragraph 1 of said act. In the event that the candidate is re-elected as Director, the Company intends to roll over this limitation of liability contract with him.

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned (Thousands of Shares)
5	YAMADA Akiko (July 16, 1967) [Re-election] [Candidate for Outside Director] [Independent Officer] Attendance at the Board of Directors meetings (10/10) Number of years in office as a Director 1 year	Apr. 1990	Joined East Japan Railway Company	—
		Jul. 2007	Manager of Strategy Planning Group, Transport & Rolling Stock Department, Railway Operations Headquarters of East Japan Railway Company	
		Apr. 2012	General Manager of Corporate Planning Department, and General Manager, Management Reform Promotion Office, Japan Transport Engineering Company	
		Jul. 2016	Deputy General Manager of Business Planning, Transport & Rolling Stock Department, Railway Operations Headquarters of East Japan Railway Company	
		Jun. 2020	Director and General Manager of Overseas Business Division, Japan Transport Engineering Company	
		Jun. 2025	Outside Director of the Company (current position)	
		Sept. 2025	Advisor to the Chairman, Japan Overseas Railway System Association (current position)	
		[Reasons for Nomination as a Candidate for Outside Director and Expected Roles] Ms. YAMADA Akiko has held important positions at multiple business companies. Through such career, she has garnered a wealth of experience and a high level of expertise in corporate management. Since assuming office as an Outside Director of the Company, she has been active in making proposals and recommendations regarding the Group's execution of business from the professional point of view of someone experienced in corporate management. In future, she will be able to make statements on the execution of business of the Company Group from a professional viewpoint based on her experience in corporate management and to supervise the Company Group's business operations from an independent and fair standpoint, and so the Company proposes the re-election of her as a candidate for Outside Director.		
		[Considerations on Her Independence] Japan Transport Engineering Company, at which Ms. YAMADA Akiko served as Director until June 2024, has no transactions with the Company. For the above reason, the Company has judged that there are no problems with regards to her independence. Moreover, the Company has submitted a notification of her position as Independent Officer to the Tokyo Stock Exchange.		

- Note: 1. The Company has entered into an agreement with Ms. YAMADA Akiko to limit her liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, Paragraph 1 of said act. In the event that the candidate is re-elected as Director, the Company intends to roll over this limitation of liability contract with her.
2. As Ms. YAMADA Akiko was elected at the 19th Ordinary General Meeting of Shareholders held on June 25, 2025, her attendance at the Board of Directors meetings represents the number of attendance on and after June 25, 2025.

Notes applicable to all of the five (5) candidates above:

- There are no special interests between any of the candidates for Director and the Company.
- The number of shares of the Company owned by each of the candidates for Director includes the shares held under the name of the Officer's Shareholder Association.
- Number of years in office as a Director of each candidate is at the conclusion of this General Meeting of Shareholders.
- The Company has not entered into an indemnity agreement stipulated by Article 430-2, Paragraph 1 of the Companies Act, with each of the candidates for Director.
- The Company has entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act.
According to the said insurance agreement, if a claim for damages is made against the insured resulting from the insured's action (including nonfeasance) in the capacity of such position during the period of insurance, legal compensation for damages and fees for legal actions, etc. will be compensated.
However, in order not to impair the appropriateness of duty execution by the insured, the policy includes an exemption such that it does not cover criminal acts of the insured or damages to an officer in person who has intentionally acted in violation of the law.
If each candidate for Director is appointed as Director, he/she will become one of the insureds under said insurance agreement. The Company plans to renew the said insurance agreement during the Directors' terms of office.

Proposal 3 Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. YAMASHITA Kazuo and MR. MURAKAMI Hiroki will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes to elect two (2) Audit & Supervisory Board Members.

This proposal has been approved by the Audit & Supervisory Board.

Candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned (Thousands of Shares)
1	<p>YAMASHITA Kazuo (August 22, 1963) [Re-election]</p> <p>Attendance at the Board of Directors meetings 12/12 meetings</p> <p>Attendance at the Audit & Supervisory Board meetings 12/12 meetings</p> <p>Number of years in office as an Audit & Supervisory Board Member 4 years</p>	<p>Mar. 1984</p> <p>Apr. 2012</p> <p>Jun. 2015</p> <p>Jun. 2022</p>	<p>Joined Hirata Press Kogyo Co., Ltd.</p> <p>General Manager of Accounting Division of the Company</p> <p>Operating Officer of the Company</p> <p>Full-time Audit & Supervisory Board Member of the Company (current position)</p>	17
<p>[Reasons for Nomination as a Candidate for Audit & Supervisory Board Member]</p> <p>Mr. YAMASHITA Kazuo, as the general manager of the accounting department, has been involved in the practical aspects of consolidated financial statements for many years and oversees the accounting, finance, and internal controls of the Group; through this, he has built up abundant experience in Group management and advanced expertise in finance and accounting.</p> <p>From the above perspective, the Company has determined him to be capable of fulfilling his supervisory role with regard to the corporate management and business execution of the Group and therefore proposes his re-election as Audit & Supervisory Board Member.</p> <p>Mr. YAMASHITA Kazuo will be appointed as a full-time Audit & Supervisory Board Member at the Audit & Supervisory Board meeting to be held after this Ordinary General Meeting of Shareholders.</p>				

Candidate No.	Name (Date of Birth)	Career Summary, Position, Responsibilities, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned (Thousands of Shares)
2	<p>MURAKAMI Hiroki (December 30, 1974) [Re-election] [Candidate for Outside Audit and Supervisory Board Member] [Independent Officer]</p> <p>Attendance at the Board of Directors meetings 12/12 meetings</p> <p>Attendance at the Audit & Supervisory Board meetings 12/12 meetings</p> <p>Number of years in office as an Audit & Supervisory Board Member 8 years</p>	<p>Oct. 2004</p> <p>Oct. 2004</p> <p>Jan. 2009</p> <p>Oct. 2010</p> <p>Apr. 2012</p> <p>Jun. 2018</p>	<p>Registered as lawyer (Gunma Bar Association)</p> <p>Joined Kogure Law Firm</p> <p>Director of MURAKAMI HIROKI LAW OFFICE (current position)</p> <p>Member of Gunma Official Documents Disclosure Judging Committee (current position)</p> <p>Deputy Chairman of Gunma Bar Association (1 Term)</p> <p>Outside Audit & Supervisory Board Member of the Company (current position)</p>	0
<p>[Reasons for Nomination as a Candidate for Audit & Supervisory Board Member]</p> <p>Mr. MURAKAMI Hiroki possesses abundant experience and keen insight garnered through his work as a lawyer. Since his appointment as an Outside Audit & Supervisory Board Member of the Company, he has provided appropriate supervision regarding matters of business execution, including advising the Board of Directors of the Company on the construction and implementation of the Group's compliance systems. Moving forward, the Company expects that he will continue to advise the Group's management and offer appropriate supervision on business execution from an independent and impartial perspective.</p> <p>He does not have experience of directly contributing to the management of a company; however, he has an elevated and broad perspective as a lawyer. Moreover, given that he is knowledgeable of the governance of companies and has sufficient discernment as an Outside Audit and Supervisory Board Member, the Company has judged that he is able to appropriately execute his duties.</p> <p>[Considerations on His Independence]</p> <p>MURAKAMI HIROKI LAW OFFICE, where he currently serves as a Director, has no transactions with the Company, nor does it have an advisory agreement, or any other such relationship, with the Company.</p> <p>For the above reasons, the Company has judged that there are no problems with regards to his independence.</p> <p>Moreover, the Company has submitted notification of his position as Independent Officer to the Tokyo Stock Exchange.</p>				

Note: The Company has entered into an agreement with Mr. MURAKAMI Hiroki to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, Paragraph 1 of said act. In the event that the candidate is re-elected as Audit & Supervisory Board Member, the Company intends to roll over this limitation of liability contract with him.

Notes applicable to both of the two (2) candidates above:

1. There are no special interests between either of the candidates for Audit & Supervisory Board Member and the Company.
2. The number of shares of the Company owned by both of the candidates for Audit & Supervisory Board Member includes the shares held under the name of the Officer's Shareholder Association.
3. Number of years in office as an Audit & Supervisory Board Member of each candidate is at the conclusion of this General Meeting of Shareholders.
4. The Company has not entered into an indemnity agreement stipulated by Article 430-2, Paragraph 1 of the Companies Act, with each of the candidates for Audit & Supervisory Board Member.
5. The Company has entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act.
According to the said insurance agreement, if a claim for damages is made against the insured resulting from the insured's action (including nonfeasance) in the capacity of such position during the period of insurance, legal compensation for damages and fees for legal actions, etc. will be compensated.

However, in order not to impair the appropriateness of duty execution by the insured, the policy includes an exemption such that it does not cover criminal acts of the insured or damages to an officer in person who has intentionally acted in violation of the law.

If each candidate for Audit & Supervisory Board Member is appointed as Audit & Supervisory Board Member, he/she will become one of the insureds under said insurance agreement.

The Company plans to renew the said insurance agreement during the Audit & Supervisory Board Member's terms of office.

Proposal 4 Election of One (1) Substitute Audit & Supervisory Board Member

In preparation for the case of absences causing the number of Audit & Supervisory Board Members required by law not being met, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member, pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Name (Date of Birth)	Career Summary and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned (Thousands of Shares)
IJIMA Hiroyuki (October 27, 1974)	Apr. 1997 Joined Plaza Create Co., Ltd. Oct. 2002 Joined Iijima Certified Public Tax Accountant Office (currently KOTONOHA Tax Co.) Apr. 2007 Registered as a certified public tax accountant Apr. 2026 Partner of KOTONOHA Tax Co. (current position)	—
[Reasons for Nomination as a Candidate for Substitute Outside Audit & Supervisory Board Member] Mr. IJIMA Hiroyuki is an active certified public tax accountant and, if he is appointed as Audit & Supervisory Board Member, the Company's supervisory organization will benefit from the specialized knowledge and experience that he has cultivated as a certified public tax accountant; therefore, the Company proposes his appointment as a substitute Outside Audit & Supervisory Board Member. He does not have experience of directly contributing to the management of a company; however, he has an elevated and broad perspective as a certified public tax accountant. Moreover, given that he has sufficient discernment to be an Outside Audit & Supervisory Board Member, the Company has determined that he is able to appropriately execute his duties.		
[Considerations on His Independence] KOTONOHA Tax Co., at which Mr. IJIMA Hiroyuki is engaged in his significant concurrent position, has no transactions with the Company and has no contractual relationships, such as for consulting, with the Company. For the above reasons, the Company has judged that there are no problems with regards to his independence. If he is appointed as Audit & Supervisory Board Member, the Company intends to submit notification of his position as Independent Officer to the Tokyo Stock Exchange.		

Notes:

1. There are no special interests between Mr. IJIMA Hiroyuki and the Company.
2. Mr. IJIMA Hiroyuki is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If Mr. IJIMA Hiroyuki is appointed as Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, Paragraph 1 of said act.
4. The Company has entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act.
According to the said insurance agreement, if a claim for damages is made against the insured resulting from the insured's action (including nonfeasance) in the capacity of such position during the period of insurance, legal compensation for damages and fees for legal actions, etc. will be compensated. However, in order not to impair the appropriateness of duty execution by the insured, the policy includes an exemption such that it does not cover criminal acts of the insured or damages to an officer in person who has intentionally acted in violation of the law.
If Mr. IJIMA Hiroyuki is appointed as Audit & Supervisory Board Member, he will become one of the insureds under said insurance agreement.

(Reference)

Basic Policy for Corporate Governance

Based on our Management Philosophy, the Company has formulated a basic sustainability policy to “become a company that contributes to the world” by promoting various activities in each ESG (environment, society, and governance) area.

Based on this basic policy, the Company recognizes the enhancement of corporate governance as one of its important issues in management and will consistently take initiatives for the continuous growth of the Company Group, responding to the expectation and trust from our shareholders, customers, employees, and society.

The Corporate Governance System

The Company is a company with an Audit & Supervisory Board and has established the following organs: General Meeting of Shareholders, Board of Directors, Audit & Supervisory Board, and Accounting Auditor. In addition, the Company has streamlined the decision-making and enhancement of supervising functions on business execution by the Board of Directors by expanding the Operating Officer system such as by delegating business execution to Operating Officers.

1. Board of Directors

For the Company, which operates business globally in the automobile parts industry, to quickly and appropriately make decisions and supervise its operations, it has appointed Directors from both inside and outside the Company who possess a wealth of experience, professional expertise, and considerable insight. The Board of Directors, through deliberation, passes resolutions for important matters concerning management and matters designated by laws and regulations.

The Company believes that that a composition which combines Inside Directors who have a thorough understanding of the Company’s business and industry trends with Outside Directors who have varied experience, insight, and values will result in the optimal overall structure for the Board of Directors in terms of the balance of knowledge, experience, and abilities, as well as diversity, effectiveness, and other aspects. If Proposal No. 2 is approved and passed as proposed for this Ordinary General Meeting of Shareholders, the Board of Directors will consist of five (5) Directors including three (3) Independent Outside Directors. Independent Outside Directors consist of one (1) lawyer (male), and two (2) persons who possess management experience at other companies (one (1) male and one (1) female).

2. Audit & Supervisory Board

The Audit & Supervisory Board requests, when deemed appropriate, reports on the progress and results of operational audits and internal control audits conducted by Audit Division, which is an independent internal audit division. It also attends important meetings including the Board of Directors meetings, and audits Directors’ execution of duties and decision-making of the Board of Directors by examining the business and financial status from a neutral and objective standpoint. If Proposal No. 3 is approved and passed as proposed for this Ordinary General Meeting of Shareholders, the Audit & Supervisory Board will consist of three (3) Audit & Supervisory Board Members, including two (2) Outside Audit & Supervisory Board Members.

3. Other optional meeting bodies

- (1) The Management Committee, which consists of the Representative Director and Chief Operating Officers or General Managers of Business Management Operations, Development Business Operations, Japan Business Operations, North America Business Operations, China Business Operations, Asia Business Operations, and Audit Division, adopts a system where important matters concerning business execution are either presented to the Board of Directors after prior deliberation, or resolved within its scope of authority and reported to the Board of Directors for an efficient and speedy decision making by the Board of Directors.
- (2) To ensure mutual collaboration between Outside Directors and Audit & Supervisory Board Members, the Information Exchange Meeting for Independent Officers, which consists of Independent Officers and Full-time Audit & Supervisory Board Member, is held monthly. At the Information Exchange Meeting for Independent Officers, understanding is shared through reports of business status of the Company Group made by Full-time Audit & Supervisory Board Member, or by related general managers when needed, and opinions which are mutually exchanged among Independent Officers.
- (3) In order to ensure transparency and objectivity in the process of determining remuneration, the Nomination and Remuneration Committee, chaired by Outside Independent Directors, determine, after final consultation, the amounts of remuneration, etc. for the Company’s Officers. Moreover, if changes are to be made on the policy concerning determination of calculation methods for the amounts of remuneration, etc. for Officers, they are determined by the Board of Directors after prior deliberation at the Nomination and Remuneration Committee.

4. Standards for independence

For elections of independent outside officers (Directors and Audit & Supervisory Board Members), aside from the requirements for outside officers pursuant to the Companies Act, the Company has set out a standard for designating independent outside officers so that candidates will meet qualifications of Independent Officer as stipulated by the Tokyo Stock Exchange and will be free of possible conflict of interest with general shareholders.

5. Policy for nominating candidates for Directors and Audit & Supervisory Board Members

With regard to candidates for Directors, election or nomination is made with comprehensive consideration from the perspective of abundance in experience, high-level expertise, considerable insight, and ethical point of view. The election or nomination for candidates for Directors is determined by the Board of Directors after prior deliberation at the Nomination and Remuneration Committee, which is chaired by Outside Independent Directors.

With regard to candidates for Audit & Supervisory Board Members, nominations are made with consideration from the perspective of insight into finance, accounting and legal affairs, and knowledge related to the Company’s businesses.

6. Composition of the Board of Directors and the Audit & Supervisory Board

If Proposal No. 2 and Proposal No. 3 are approved and passed as proposed for this Ordinary General Meeting of Shareholders, the composition of the Board of Directors and the Audit & Supervisory Board will be as follows.

Name	Position Within the Company	Gender	Professionalism and Experience					
			Corporate management	Sales and marketing	Manufacture, engineering, and research & development	Finance and accounting	Legal affairs and risk management	Global experience
MAYUMI Seiki	Representative Director President and Chief Executive Officer	Male	○	○	○	○		○
OKUDA Masamichi	Director Executive Vice President, Executive Officer	Male	○	○		○		○
MARUYAMA Keiichiro	Director Outside Independent	Male					○	
TODOKORO Kunihiro	Director Outside Independent	Male	○					○
YAMADA Akiko	Director Outside Independent	Female	○	○	○			○
YAMASHITA Kazuo	Full-time Audit & Supervisory Board Member	Male				○		○
KAWAI Hiroyuki	Audit & Supervisory Board Member Outside Independent	Male				○		
MURAKAMI Hiroki	Audit & Supervisory Board Member Outside Independent	Male					○	

Outside: Outside Director or Outside Audit & Supervisory Board Member

Independent: Independent Officer as stipulated by the Tokyo Stock Exchange

(Definitions and reasons for selection of “Professionalism and Experience”)

Item	Definition	Reason for Selection
Corporate management	Has experience working in corporate management roles.	In order to ensure the sustainable growth in the face of drastic changes in the business environments surrounding the Company Group, including the automobile industry.
Sales and marketing	Has experience developing and executing sales and marketing strategies and business strategies.	In order to increase new customers in each market and expand into new markets besides the automobile market.
Manufacture, engineering, and research & development	Has insight into core and advanced technologies.	In order to appropriately respond to the needs of OEM manufacturers in the ever-evolving automobile industry and realize the selection and focus on higher-margin products, a target in the Medium-term Business Plan.
Finance and accounting	Has insight into matters pertaining to finance and accounting.	In order to appropriately allocate management resources and promote growth strategies as an effort towards the “shift and reorganization of the business portfolio and structure,” which is the management policy of its Medium-term Business Plan.
Legal affairs and risk management	Has insight into matters pertaining to legal affairs and risk management.	In order to appropriately address the risks associated with laws & regulations and contracts both at home and abroad in the process of building alliances with customers and business partners, and to establish a corporate foundation emphasizing compliance.
Global experience	Has experience formulating growth strategies and corporate management at a local company overseas or a multi-national company.	In order to ensure supervision of the management of the Company, for which overseas sales account for a significant proportion, to expand its lines of business on a global scale, and to maximize its corporate value.