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Securities code: 6278

March 11, 2025

(Measures for electronic provision have commenced on March 3, 2025)

To Shareholders with Voting Rights

Hiroshi Odaira
President & COO
UNION TOOL CO.
6-17-1 Minami-ohi, Shinagawa-ku, Tokyo,
Japan

Notice of the 64th Ordinary General Meeting of Shareholders

Dear shareholders:

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

This is to notify you of the 64th Ordinary General Meeting of Shareholders of UNION TOOL CO. (the “Company”), which will be held as described below.

We have taken measures to provide reference document, etc., (except for voting rights exercise form) for this General Meeting of Shareholders in electronic format, and the matters subject to electronic provision measures are posted on our web site shown below.

https://www.uniontool.co.jp/en/ir/library/general_meeting.html

The matters are also posted on the web site shown below.

The web site of the Tokyo Stock Exchange:

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

Please access the web site above, search by entering the Company’s name or securities code(6278) and select “Basic information” then “Documents for public inspection/PR information” to view the matters.

If you decide to refrain from attending the meeting, you can exercise your voting rights in writing or via the internet.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. JST on Wednesday, March 26, 2025.

- 1. Date and Time:** Thursday, March 27, 2025 at 10:00 a.m. JST
- 2. Place:** The conference room on the 3rd floor of the headquarters of the Company
6-17-1 Minami-ohi, Shinagawa-ku, Tokyo, Japan
- 3. Agenda:**
- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 64th Fiscal Year (January 1, 2024 to December 31, 2024) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 64th Fiscal Year (January 1, 2024 to December 31, 2024)
- Proposals:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven Directors
- Proposal 3:** Election of One Substitute Audit & Supervisory Board Member

- Any updates to the matters subject to electronic provision measures will be posted on our web site and the web site of the Tokyo Stock Exchange.
- Notice of Resolutions, which used to be sent out after the General Meeting of Shareholders, will be posted on the Company's website. We appreciate your understanding.
- Since the matters subject to electronic provision measures posted on each website are the full text of the materials for the General Meeting of Shareholders, the page numbers and section numbers do not match this notice of convocation.

Significant changes in the operation of the General Meeting of Shareholders made in accordance with future circumstances will be notified on the Company's website.

Our Website Information for Investors and General Meeting of Shareholders (in Japanese)

https://www.uniontool.co.jp/ir/stock/general_meeting.html

Guidance for the Exercise of Voting Rights

Exercise of voting rights by mail

Please return the enclosed voting rights exercise form with your approval or disapproval for each proposal so that it can reach us by the deadline below.

Deadline:

5:45 p.m. JST on Wednesday, March 26, 2025

*Shareholders who have submitted a voting rights exercise form that does not indicate whether they approve or disapprove proposals will be deemed to have approved those proposals.

Exercise of voting rights via the Internet, etc.

Please follow the instruction and enter your vote for or against each proposal by the deadline below.

Deadline:

5:45 p.m. JST on Wednesday, March 26, 2025

Scanning the QR code

1. Scan the QR code on the voting rights exercise form.
* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow the instruction on the screen and enter your vote for or against each proposal.

Entering the login ID and temporary password

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

1. Access the voting rights exercise website.
2. Enter the login ID and temporary password written on the voting rights exercise form and click “Log in.”
3. Please follow the instruction on the screen and enter your vote for or against each proposal.

Help desk to inquire about how to exercise your voting rights via the Internet, etc. with PCs, or smartphones

Help desk at Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation 0120-173-027 (toll-free in Japan; open 9:00 a.m. to 9:00 p.m. JST)
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Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc.

Handling of voting rights exercised more than once

1. Please note that if your voting rights are exercised in duplicate by mail and via the Internet, the vote made via the Internet will be treated as the valid vote.
2. If you exercise your voting rights more than once via the Internet, the last vote will be treated as valid.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes appropriating the surplus as follows:

Year-end dividend:

Based on the Company's basic policy for distribution of surplus, the year-end dividends for the 64th fiscal year will be paid as specified below.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and its total amount
¥60 per share of our common stock (+¥18 compared to the previous period)
¥1,036,489,680 in total
- (3) Effective date of the distribution of surplus
March 28, 2025

Proposal 2: Election of Seven Directors

The terms of office of all six Directors will expire at the closing of the General Meeting of Shareholders. Accordingly, the Company proposes electing seven Directors, increasing the number of outside Directors by one to further strengthen the management structure.

The candidates for Director are as follows.

There are no special interests between each candidate and the Company.

No.			Name		Position
1	Reappointment		Male	Takao Katayama	CEO
2	Reappointment		Male	Yuji Watanabe	Director
3	Reappointment		Male	Yuichi Nakajima	Director
4	New		Male	Hiroyuki Maki	Executive Officer
5	Reappointment	Outside Independent	Male	Hiroki Yamamoto	Director
6	Reappointment	Outside Independent	Male	Shozo Wakabayashi	Director
7	New	Outside Independent	Male	Takashi Sanse	—

The Company has entered into contracts for director/officer liability insurance that cover all its Directors to indemnify them against liabilities and claims that may arise in the course of performing their duties. If the candidates take office as Director, they will be covered by the insurance policies, which will be renewed during their term of office.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	<p>Takao Katayama (August 20, 1953) (71 years old)</p> <p><u>Reappointment</u></p>	<p>February 1979 Joined the Company</p> <p>January 1981 Managing Director</p> <p>February 1988 General Manager of Overseas Business Department responsible for General Affairs Department, Accounting Department and Manufacturing Department</p> <p>December 1989 Responsible for Engineering Development Department</p> <p>February 1992 Representative Director and Vice President</p> <p>November 1995 Responsible for Corporate Planning Section</p> <p>May 1996 President & COO</p> <p>February 2014 CEO (to present)</p> <p>[Significant concurrent positions] None</p>	593,251
<p>[Reason for nomination as candidate for Director]</p> <p>As the first son of the Company's founder, Mr. Takao Katayama has led the Company to enter foreign markets, strengthened the administrative division and spearheaded the development of new products. He now offers suggestions to the entire industry and pays attention primarily to external matters and explore new possibilities of the Company's products. As the candidate can continue to contribute to its growth, the Company proposes electing him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
2	Yuji Watanabe (January 30, 1968) (57 years old) <u>Reappointment</u>	<p>April 1992 Joined the Company</p> <p>December 2013 General Manager of Engineering Development Department, Engineer Managing Department, Engineering Division</p> <p>March 2016 General Manager of Engineering Development Department, Engineering Division</p> <p>March 2017 General Manager of Tool Engineering Department, Engineering Division</p> <p>March 2018 Director of UNION TOOL EUROPE S.A. (to present)</p> <p>January 2020 General Manager of 2nd Tool Engineering Department, Engineering Division of the Company</p> <p>March 2020 Executive Officer and Engineering Division Manager</p> <p>March 2021 Director and Engineering Division Manager (to present)</p> <p>January 2024 President of U.S. UNION TOOL, INC. (to present)</p> <p>Responsible for Development Department (to present)</p> <p>[Significant concurrent positions] None</p>	1,800
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yuji Watanabe has worked in the engineering development division ever since he joined the Company and worked on the development of production facilities, which is a major strength of the Company.</p> <p>In the development of coating products, which the Company introduced ahead of the industry, he established our competitive advantage in the industry. Networking in the development work led him to the position of Director of our European subsidiary, through which he deepened his experience of business management.</p> <p>As the candidate is expected to continue to lead the development of new products and in-house manufacturing facilities and contribute to further enhancement of our brand, the Company proposes electing him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Yuichi Nakajima (May 28, 1962) (62 years old)</p> <p><u>Reappointment</u></p>	<p>April 1985 Joined the Company</p> <p>February 2008 General Manager of Quality Assurance Department</p> <p>December 2014 Vice General Manager of UNION TOOL (SHANGHAI) CO., LTD.</p> <p>May 2015 General Manager of UNION TOOL (SHANGHAI) CO., LTD.</p> <p>March 2017 Executive Officer of the Company</p> <p>January 2020 Executive Officer and Audit Division Manager</p> <p>March 2021 Director and Audit Division Manager</p> <p>March 2022 Director responsible for Quality Assurance Department (to present)</p> <p>March 2024 President of DONGGUAN UNION TOOL LTD. (to present)</p> <p>[Significant concurrent positions] None</p>	3,000
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yuichi Nakajima has served in charge of the facility development, manufacturing, and quality assurance division. He was then seconded to our subsidiary in Shanghai, where he led the organization as the person in full charge of the local operations. Since his return to Japan, he has been striving to enhance the risk compliance system of the entire Group as Audit Division Manager and is now in charge of quality assurance division. As the candidate is expected to continue to support building global brand for our products, the Company proposes electing him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
4	Hiroyuki Maki (April 18, 1965) (59 years old) <div>New</div>	April 1986 Joined the Company December 2010 General Manager of General Administration Department of Nagaoka Factory, Manufacturing Division December 2013 President of UNION TOOL (SHANGHAI) CO., LTD. December 2014 General Manager of Quality Assurance Department March 2018 Executive Officer and General Manager of Quality Assurance Department January 2020 General Manager of UNION TOOL (SHANGHAI) CO., LTD March 2024 Executive Officer, Manufacturing Division Manager, and Chief of Nagaoka Factory (to present) President of UNION TOOL (SHANGHAI) CO., LTD. (to present) [Significant concurrent positions] None	5,900
[Reason for nomination as candidate for Director] Mr. Hiroyuki Maki is well versed in administrative operations and was early to be assigned to manage our subsidiary in Shanghai. From 2020, he was assigned to serve as the person in full charge of the local operations on secondment for four years. Since his return to Japan, he was appointed to the position of Manufacturing Division Manager and has led mass production and labor-saving initiatives. In addition, he has been involved in initiatives for the future, including efforts to deepen interaction with the local community, as the person in full charge of our main Nagaoka Factory. As the candidate can continue to contribute to strengthening the Company's management base, the Company proposes electing him as Director.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
5	Hiroki Yamamoto (March 12, 1968) (57 years old) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	<p>April 1998 Registered as an attorney-at-law Joined Hara Takeshita Law Office (currently Hara Godo Law Office)</p> <p>April 2009 Partner (to present)</p> <p>February 2012 Outside Audit & Supervisory Board Member of the Company</p> <p>February 2014 Outside Director (to present)</p> <p>[Significant concurrent positions] Attorney-at-law Outside Director (Audit & Supervisory Committee Member) of TOYO WHARF & WAREHOUSE CO., LTD.</p>	0
	<p>[Reason for nomination as candidate for Outside Director] Mr. Hiroki Yamamoto is well-versed in corporate legal affairs as an attorney-at-law and has deep insights into business management. As an Outside Director, he will continue to offer detailed instructions and advice on the business decision-making process, helping to further strengthen the Company's compliance with laws and regulations. The Company, therefore, proposes electing him as Outside Director. He currently serves as Outside Director of the Company and will have served in the position for eleven years and one month at the closing of the General Meeting of Shareholders. He is a candidate for independent officer as stipulated by the Tokyo Stock Exchange.</p> <p>[Other matters concerning the Outside Director candidate] If Mr. Hiroki Yamamoto is reelected, the Company will renew the agreement, pursuant to Article 427, paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act, based on provisions of the Company's Articles of Incorporation. However, his liability for damages based on the said agreement will be a predetermined amount that is larger than ¥10 million or the amount provided for by Article 425, paragraph 1 of the same Act, whichever is larger.</p>		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
6	Shozo Wakabayashi (November 23, 1943) (81 years old) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	<div>April 1967 Joined Ministry of Finance</div> <div>July 1994 General Manager of Osaka Regional Taxation Bureau</div> <div>July 1996 Secretary of Executive Bureau of Securities and Exchange Surveillance Commission</div> <div>June 1998 Vice-minister of Okinawa Development and Promotion Bureau</div> <div>July 2001 Senior Managing Director of Japan Securities Dealers Association</div> <div>June 2004 Chairman and Representative Director of Japan Earthquake Reinsurance Co., Ltd.</div> <div>June 2010 Outside Member of the Board of Directors of Nidec Corporation</div> <div>March 2016 Outside Director of the Company (to present)</div> <div>[Significant concurrent positions]</div> <div>None</div>	0
<div>[Reason for nomination as candidate for Outside Director]</div> <p>Mr. Shozo Wakabayashi has long worked for the Ministry of Finance and held key senior positions including General Manager of Osaka Regional Taxation Bureau. Using the high level of expertise, he will give advice on the Company's management in general, helping to strengthen its compliance. The Company, therefore, proposes electing him as Outside Director. He currently serves as Outside Director of the Company and will have served in the position for nine years at the closing of the General Meeting of Shareholders. He is also a candidate for independent officer as stipulated by the Tokyo Stock Exchange.</p> <div>[Other matters concerning the Outside Director candidate]</div> <p>If Mr. Shozo Wakabayashi is reelected, the Company will renew the agreement, pursuant to Article 427, paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act, based on provisions of the Company's Articles of Incorporation. However, his liability for damages based on the said agreement will be a predetermined amount that is larger than ¥10 million, or the amount provided for by Article 425, paragraph 1 of the same Act, whichever is larger.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company		Number of shares of the Company held
	<p>Takashi Sanse (January 11, 1954) (71 years old)</p> <p>New Outside Independent</p>	<p>April 1977 Joined Fujicolor Sales Co., Ltd.</p> <p>April 1982 Registered as a small and medium enterprise management consultant</p> <p>June 2008 Executive Officer of Fujifilm Image Tech Co., Ltd.</p> <p>June 2009 Director of Fujifilm Image Tech Co., Ltd.</p> <p>February 2012 Executive Officer and General Manager of Business Development Office, FUJIFILM Imaging Systems Co., Ltd.</p> <p>January 2015 Representative Director and President of Image Working Service Inc.(to present)</p> <p>[Significant concurrent positions] Representative Director and President of Image Working Service Inc.</p>		100
7	<p>[Reason for nomination as candidate for Outside Director] Mr. Takashi Sanse played active roles in new business fields at FUJIFILM affiliates for many years as digitalization progressed. During this period, he became a certified small and medium enterprise management consultant and experienced a changing business environment from a business executive's viewpoint, and then founded Image Working Service Inc. in 2015. He has since actively worked to support small and medium enterprises and actively given lectures. As the candidate is expected to utilize such experience and expertise to work out new growth strategies for the Company and to strengthen its compliance, the Company proposes electing him as Outside Director. He is also a candidate for independent officer as stipulated by the Tokyo Stock Exchange.</p> <p>[Other matters concerning the Outside Director candidate] If Mr. Takashi Sanse is elected, the Company will conclude an agreement, pursuant to Article 427, paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act, based on provisions of the Company's Articles of Incorporation. However, his liability for damages based on the said agreement will be a predetermined amount that is larger than ¥10 million or the amount provided for by Article 425, paragraph 1 of the same Act, whichever is larger.</p>			

(Reference) Skills Matrix of Members of the Board of Directors and Audit & Supervisory Board Members of Union Tool Co. (planned composition after the General Meeting of Shareholders on March 27, 2025)

No.	Name	Gender	Expertise and Experience*					
			a.	b.	c.	d.	e.	f.
Directors								
1	Takao Katayama	Male	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	
2	Yuji Watanabe	Male	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	
3	Yuichi Nakajima	Male	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>
4	Hiroyuki Maki	Male			<input type="radio"/>		<input type="radio"/>	
5	Hiroki Yamamoto	Male	<div>Outside Independent</div>			<input type="radio"/>		<input type="radio"/>
6	Shozo Wakabayashi	Male	<div>Outside Independent</div>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	
7	Takashi Sanse	Male	<div>Outside Independent</div>	<input type="radio"/>				<input type="radio"/>
Audit & Supervisory Board Members								
1	Chiemi Oba	Female				<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2	Ryosuke Taga	Male	<div>Outside Independent</div>			<input type="radio"/>		<input type="radio"/>
3	Yasuo Ishizuka	Male	<div>Outside Independent</div>	<input type="radio"/>		<input type="radio"/>		<input type="radio"/>

*Expertise and Experience

- a. Management Strategies
- b. Technology and IT
- c. Production and Quality
- d. Finance
- e. Internationality
- f. Law and Risk management

Proposal 3: Election of One Substitute Audit & Supervisory Board Member

The Company proposes electing one substitute Outside Audit & Supervisory Board Member, to prepare for the situation in which the number of the Company's Outside Audit & Supervisory Board Members falls short of that required by laws and regulations. The effectiveness of this election may be cancelled based on resolution of the Board of Directors, provided such as cancellation is done prior to the assumption of office and with the consent of the Audit & Supervisory Board. This proposal has been granted consent by the Audit & Supervisory Board.

The candidate for substitute Outside Audit & Supervisory Board Member is as follows. Mr. Mikinori Kamiya satisfies the requirements for an Outside Audit & Supervisory Board Member stipulated by laws and regulations. There are no special interests between the candidate and the Company.

Name (Date of birth)	Career summary and positions at the Company	Number of shares of the Company held
Mikinori Kamiya (October 24, 1964) (60 years old) <div>Outside</div> <div>Independent</div>	<p>April 1987 Joined FUJI SEIKO LIMITED</p> <p>March 2017 Deputy General Manager of Quality Assurance Department</p> <p>March 2018 General Manager of Quality Assurance Department</p> <p>March 2021 Senior Manager of Internal Audit Section</p> <p>May 2024 Corporate Auditor (to present)</p> <p>[Significant concurrent positions] Corporate Auditor of FUJI SEIKO LIMITED</p>	0
<p>[Reason for nomination as candidate for substitute Outside Audit & Supervisory Board Member and other matters]</p> <p>Mr. Mikinori Kamiya is a candidate for substitute Outside Audit & Supervisory Board Member. He has had a significant track record in improving quality control and internal control for many years. He currently serves as Corporate Auditor of FUJI SEIKO LIMITED. He knows well about the responsibilities and duties of an Audit & Supervisory Board Member. The Company considers that if he assumes office as Outside Audit & Supervisory Board Member, he will hit the ground running and perform an appropriate function to monitor management of the Company. If he becomes an Audit & Supervisory Board Member, he will also become a candidate for independent officer as stipulated by the Tokyo Stock Exchange. The Company, therefore, proposes electing him as substitute Outside Audit & Supervisory Board Member.</p> <p>[Other matters concerning the substitute Outside Audit & Supervisory Board Member candidate]</p> <p>If Mr. Mikinori Kamiya assumes office as Outside Audit & Supervisory Board Member, the Company will conclude an agreement, pursuant to Article 427, paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act, based on provisions of the Company's Articles of Incorporation. However, his liability for damages based on the said agreement will be a predetermined amount that is larger than ¥10 million or the amount provided for by Article 425, paragraph 1 of the same Act, whichever is larger.</p>		

The Company has entered into contracts for director/officer liability insurance that cover all its Audit & Supervisory Board Members to indemnify them against liabilities and claims that may arise in the course of performing their duties. If the candidate takes office as Audit & Supervisory Board Member, he will be covered by the insurance policies.