

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6420)

June 11, 2025

(Commencement Date of Electronic Provision Measures: June 3, 2025)

To Shareholders with Voting Rights:

Go Fukushima
President
GALILEI CO. LTD.
2-6-18, Takeshima, Nishi Yodogawa-ku,
Osaka

**NOTICE OF CONVOCATION OF
THE 74TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby informed that the 74th Annual General Meeting of Shareholders of GALILEI CO. LTD. (the “Company”) will be held for the purposes as described below.

In convening this meeting, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following website on the Internet.

The Company’s website: <https://www.galilei.co.jp/en/>

The matters subject to the electronic provision measures are also posted on the website of Tokyo Stock Exchange (TSE Listed Company Search).

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

Please access the TSE website above, enter “Galilei” in the “Issue name (company name)” or “6420” in the “Code,” and click “Search,” and then select “Basic information” followed by “Documents for public inspection/PR information” to view the information provided.

If you are unable to attend the meeting, please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to the electronic provision measures, and return to us the Voting Rights Exercise Form or enter your vote on the Internet, etc. by following instructions (in Japanese version only) by 5:30 p.m. on Wednesday, June 25, 2025, Japan time.

1. Date and Time: Thursday, June 26, 2025 at 10:00 a.m. Japan time

2. Place: 8F, Galilei Group Head Office Building
2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Two (2) Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Revision of Director Remuneration Amounts for Directors (excluding Directors who are Audit and Supervisory Committee Members)

4. Other Matters Decided in Connection with this Convocation:

- (1) If you exercise your voting rights by proxy, such proxy shall be limited to one shareholder who has voting rights in the Company.
 - (2) If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval.
 - (3) If you exercise your voting rights both by mail and via the Internet, etc., the vote cast via the Internet shall be deemed valid. If you exercise your voting rights multiple times via the Internet, etc., the last vote shall be deemed valid.
-
- ◎ When attending the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.
 - ◎ This year, the Company will deliver paper copies of the matters subject to the electronic provision measures to all shareholders regardless of whether or not they have requested a paper copy (in Japanese). The paper copy does not include following items in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation. Accordingly, the paper copy constitutes only part of the documents audited by the Accounting Auditor and the Audit and Supervisory Committee in preparation of audit reports.
 - Notes to Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements
 - Accounting Auditor's Audit Report on Consolidated Financial Statements
 - Accounting Auditor's Audit Report on Non-consolidated Financial Statements
 - Audit and Supervisory Committee's Audit Report
 - ◎ Should the matters subject to the electronic provision measures require revisions, the revised versions will be posted on the respective websites where these matters are posted (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

While considering internal reserves to strengthen the Company's corporate structure and to prepare for future business expansion, in order to reward shareholders for their continued support, the Company proposes dividends of 74 yen per share.

Items Related to the Year-end Dividend

- (1) Type of dividend property
Cash
- (2) Items related to the allocation of dividend property to shareholders and the total amount thereof
74 yen per common share of the Company
Total of 2,964,737,480 yen
- (3) Date the distribution of surplus takes effect:
June 27, 2025

Proposal 2: Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors is proposed.

The election of director candidates is determined at the Board of Directors' meeting upon receiving a report from the Nomination Advisory Committee, a voluntary body comprised of Outside Directors. In addition, the Audit and Supervisory Committee has evaluated each candidate's business execution in the current fiscal year, and provided the opinion that all of them are qualified for the Company's director candidates. The candidates for Director are as follows.

No.	Name	Current positions	Candidate attributes	Attendance at Board of Directors
1	Yutaka Fukushima	Chairman	Reappointment	11/13 (85%)
2	Go Fukushima	President	Reappointment	13/13 (100%)
3	Akira Fukushima	Director, Vice Chairman, and Executive Officer	Reappointment	13/13 (100%)

Reappointment: A candidate for reappointed Director

- (Notes)
1. There are no special interests between the Company and each candidate.
 2. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance covers damages including compensation for legal damages and litigation expenses to be borne by the insureds. The candidates will be insured under the agreement. The Company plans to renew the agreement with the same details at the next renewal.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
1	<div>Reappointment</div> Yutaka Fukushima (August 6, 1950)	April 1975 Joined the Company December 1977 General Manager, Sales Development Department February 1981 Managing Director (in charge of sales) December 1985 Senior Managing Director; General Manager, Sales Headquarters April 1992 President June 2022 Chairman & CEO of the Company June 2023 Chairman April 2025 Chairman of the Board, FUKUSHIMA GALILEI CO. LTD. (current position) To the present [Significant concurrent positions] Chairman of the Board, FUKUSHIMA GALILEI CO. LTD. Representative Director, Fukushima Machinery Sales Co., Ltd.	1,969,908 shares	11/13 (85%)
[Reason for nomination as candidate for Director] Mr. Yutaka Fukushima has been engaged in corporate management over many years as a representative director of the Company since April 1992, expanding the Company's business through his broad network of connections, and appropriately executing his duties. Therefore, the Company has judged that he is qualified as a Director of the Company.				
[Message to Shareholders] The Group has transited to a holding company structure starting this fiscal year. The purpose is to fully utilize the management resources of each group company and business, contribute to the development of each company's client companies, and eventually lead to solving social issues and enhance GALILEI's existence value. To that end, it is necessary to foster a large number of talented management personnel in each group company. This will be built on fostering a corporate organization supported by an excellent corporate culture. I am determined to devote my management skills to enhancing such intangible assets.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
2	<div>Reappointment</div> <div>Go Fukushima (May 23, 1977)</div>	<div>January 2005 Joined the Company</div> <div>April 2010 General Manager, Osaka Sales Department I, Kansai Branch Office</div> <div>April 2011 Executive Officer; Deputy Branch Office Manager, East Japan Branch Office</div> <div>April 2012 Managing Executive Officer; Branch Office Manager, East Japan Branch Office (in charge of Tokyo Sales Department II and Yokohama Branch Store), and General Manager, Sales Development Department</div> <div>June 2013 Managing Director; Branch Office Manager, East Japan Branch Office (in charge of Tohoku Branch Store, Tokyo Sales Department II, Sales Development Department, Tokyo CS Department, Tokyo Technology Department, and SB Business Department), and responsible for ST Marketing</div> <div>April 2014 Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Tohoku and Shinetsu Branch Store, Tokyo Sales Department II, Kanto Service Center, and Tokyo Technology Department</div> <div>June 2022 President, Executive Officer and COO</div> <div>June 2023 President and Executive Officer</div> <div>May 2024 President, FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD. (currently FUKUSHIMA GALILEI CO. LTD.) (current position)</div> <div>To the present</div> <div>[Significant concurrent positions] President, FUKUSHIMA GALILEI CO. LTD. Representative Director, FUKUSHIMA TRADING CO., Ltd.</div>	199,374 shares	13/13 (100%)
<div>[Reason for nomination as candidate for Director]</div> <div>Mr. Go Fukushima has endeavored to expand the showcase business as Executive Officer since April 2011. Since April 2014, he has supervised the Company's sales division as General Manager of the Sales Headquarters and expanded the business with his demonstrated management skills. Serving as President and Executive Officer since June 2022, he appropriately executes his duties with his abundant operational knowledge, experience and achievements, and therefore the Company has judged that he is qualified as a Director of the Company.</div>				
<div>[Message to Shareholders]</div> <div>I would like to express my appreciation for our shareholders' continued support.</div> <div>In this fiscal year, we will make a fresh start under new management as GALILEI CO. LTD., as we have transitioned to a holding company structure.</div> <div>We will contribute to the stakeholders and society by strengthening governance more than ever before and responding appropriately to changes in the times.</div> <div>We hope for your continued support.</div>				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors
3	<p><u>Reappointment</u></p> <p>Akira Fukushima (February 6, 1958)</p>	<p>April 1981 Joined the Company</p> <p>December 1984 General Manager, Production Management Department</p> <p>December 1987 Factory Manager, Head Office Factory</p> <p>February 1989 Director; Factory Manager, Head Office Factory, Manufacturing Headquarters</p> <p>April 1994 Managing Director; Factory Manager, Osaka Factory</p> <p>April 2000 Senior Managing Director; Branch Office Manager, Tokyo Branch Office, and General Manager, Sales Strategy Department</p> <p>April 2003 Senior Managing Director; General Manager, Sales Headquarters, and Branch Office Manager, Tokyo Branch Office</p> <p>January 2013 Representative Director and President, FSP CO., LTD. (currently GALILEI PANEL CREATE CO. LTD.)</p> <p>April 2014 Director; Vice President; General Manager, Engineering Business Department, and in charge of Asian Business Department</p> <p>June 2022 Director; Vice Chairman; Executive Officer; in charge of FMS Business Department and Engineering Business Department</p> <p>April 2025 Director; Vice Chairman; Executive Officer; in charge of Overseas Business Director; Vice Chairman, FUKUSHIMA GALILEI CO. LTD. (current position) Chairman, GALILEI PANEL CREATE CO. LTD. (current position) To the present</p> <p>[Significant concurrent positions] Director and Vice Chairman, FUKUSHIMA GALILEI CO. LTD. Representative Director, TCSP Ltd. Chairman, GALILEI PANEL CREATE CO. LTD.</p>	1,354,302 shares	13/13 (100%)
<p>[Reason for nomination as candidate for Director] Mr. Akira Fukushima has endeavored to expand the Company's business by supervising the Company's sales divisions as General Manager of the Sales Headquarters since April 2003 and concurrently serving as Representative Director of the Company's group companies since January 2013. With abundant operational knowledge, experience and achievements, he appropriately executes his duties, and therefore the Company has judged that he is qualified as a Director of the Company.</p>				
<p>[Message to Shareholders] In fiscal year 2024, we were able to grow significantly as we were in last year, with stable performance of FUKUSHIMA GALILEI as a whole and each of our Group companies. In April this year, we transitioned to a holding company structure. We will work to expand our business by demonstrating the synergies of each business and group company more than ever, and strive to strengthen our group management structure by clarifying the profitability and management responsibilities of each business. We hope for the continued support of our shareholders this year.</p>				

Proposal 3: Election of Two (2) Directors who are Audit and Supervisory Committee Members

The term of office of one (1) Director who is Audit and Supervisory Committee Member, Mr. Takeshi Horinouchi, will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Ms. Eriko Nashioka, a Director who is Audit and Supervisory Committee Member, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) Directors who are Audit and Supervisory Committee Members is proposed.

The consent of the Audit and Supervisory Committee has been obtained for this proposal. The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions	Candidate attributes	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1	Takeshi Horinouchi	Director (Full-time Member of Audit and Supervisory Committee)	Reappointment	13/13 (100%)	15/15 (100%)
2	Kinuko Hayashi	-	New appointment Outside Independent	-	-

New appointment: A candidate for newly appointed Director

Reappointment: A candidate for reappointed Director

Outside: A candidate for Outside Director

Independent: An independent director stipulated by the provisions of the Tokyo Stock Exchange

- (Notes)
1. There are no special interests between the Company and each candidate.
 2. Ms. Kinuko Hayashi is a candidate for Outside Director. In addition, she is a candidate for an independent director stipulated by the provisions of the Tokyo Stock Exchange.
 3. To attract highly capable persons as Directors, the Company stipulates in its Articles of Incorporation that it may limit the liability for damages of Directors (excluding Directors who are business executors, etc.) to the Company to within a certain amount, and such agreement to limit liability has been concluded with Mr. Takeshi Horinouchi. If he is elected as Director who is Audit and Supervisory Committee Member, the said agreement will continue. If Ms. Kinuko Hayashi's election is approved, the Company plans to conclude a similar agreement with her. The limit for liability damages based on the said agreement is the minimum amount stipulated by laws and regulations.
 4. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance covers damages including compensation for legal damages and litigation expenses to be borne by the insureds. The candidates will be insured under the agreement. The Company plans to renew the agreement with the same details at the next renewal.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1		April 1981 Joined the Company April 2007 General Manager, Osaka Sales Department II April 2012 Deputy Branch Office Manager, Kansai Branch Office and General Manager, Osaka Sales Department II	20,624 shares	13/13 (100%)	15/15 (100%)
	<u>Reappointment</u>	April 2013 Branch Store Manager, Hokkaido Branch Store June 2021 Director (Full-time Member of Audit and Supervisory Committee)			
	Takeshi Horinouchi (April 7, 1960)	May 2024 Corporate Auditor, FUKUSHIMA GALILEI SPLIT PREPARATION CO. LTD. (currently FUKUSHIMA GALILEI CO. LTD.) (current position) To the present			
	<u>[Significant concurrent positions]</u> Corporate Auditor, FUKUSHIMA GALILEI CO. LTD.				
<u>[Reason for nomination as candidate for Director who is Audit and Supervisory Committee Member]</u> Mr. Takeshi Horinouchi has experience in the procurement and production planning divisions, and has served as General Manager of Sales Department and led business sections as a manager of a branch store. He can supervise the management accurately and fairly by utilizing his knowledge, experience, and extensive insights into the industry, and therefore the Company has judged that he is qualified as a Director who is Audit and Supervisory Committee Member.					
<u>[Message to Shareholders]</u> As an Audit and Supervisory Committee Member from within the Company, I will fulfill audit and supervising responsibilities with a wide perspective by utilizing my experience and gaining a comprehensive understanding of the environment and changing times. I will continue to hone my skills so that the GALILEI Group can earn the social trust of its stakeholders and achieve sound and sustainable growth and so that I can contribute to the increased corporate value and the achievement of the corporate philosophy.					

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
2	<div> <div>New appointment Outside Independent</div> <div>Kinuko Hayashi (April 1, 1968)</div> </div>	<p>October 1992 Joined KPMG Division, Osaka Office, Century Audit Corporation (currently KPMG AZSA LLC)</p> <p>April 1998 Joined Division 2, Osaka Office, Century Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>June 2002 Deputy Director, Hayashi Certified Public Accountant and Tax Accountant Office (current position)</p> <p>June 2014 Auditor, Social Welfare Corporation, Sankoushi Fukushima (current position)</p> <p>April 2016 Auditor, Kobe University</p> <p>March 2020 Auditor, Kobe University Innovation, Inc.</p> <p>December 2024 Advisor, HOIST Corp. To the present</p> <p>[Significant concurrent positions] Deputy Director, Hayashi Certified Public Accountant and Tax Accountant Office Auditor, Social Welfare Corporation, Sankoushi Fukushima</p>	-	-	-
<p>[Reason for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and overview of expected role to play] The Company has judged that Ms. Kinuko Hayashi is qualified as an Outside Director who is Audit and Supervisory Committee Member as she has a wealth of experience and a high level of knowledge in finance and accounting as a certified public accountant. She is expected to play a role in monitoring management from an objective and neutral standpoint based on experience and high level of insight as a certified public accountant.</p> <p>[Message to Shareholders] The GALILEI Group has been steadily growing in the past 10 years, with net sales growing by approximately 6%, operating profit by approximately 9%, and free cash flows by approximately three times. In addition, since fiscal year 2025, the Company has transitioned to a holding company structure and focused on corporate governance. Improved corporate governance will form a foundation that will lead to the company's growth. As an Audit and Supervisory Committee Member who speaks up, takes action, and fulfills responsibilities, I will strive to improve governance and hone my skills to contribute to the Group's sustainable growth and increased corporate value. Your support and cooperation is appreciated.</p>					

[Reference] Composition of the Board of Directors after the Proposal 2 and Proposal 3 are approved

If Proposal 2 “Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)” and Proposal 3 “Election of Two (2) Directors who are Audit and Supervisory Committee Members” are approved and adopted as originally proposed, the composition of the Board of Directors will be as follows.

Skill Matrix

Name	Positions and responsibilities	Specialization, experience, and knowledge that the Company expects of Directors								
		(1) Business Manage- ment	(2) Marketing / Sales	(3) Manufac- turing / R & D / IT	(4) Internation- ality	(5) Finance / Accounting	(6) Personnel / HR develop- ment	(7) Legal / Risk Manage- ment	(8) Sustainabil- ity	(9) Practice of GALILEI Philosophy
Yutaka Fukushima	Chairman	●	●	●		●	●	●	●	●
Go Fukushima	President	●	●	●	●				●	●
Akira Fukushima	Director and Vice Chairman; in charge of Overseas Business	●	●	●	●		●		●	●
Takeshi Horinouchi	Director (Full-time Member of Audit and Supervisory Committee)	●	●	●					●	●
Kinuko Hayashi	Director (Full-time Member of Audit and Supervisory Committee)	●			●	●		●		●
Hiroshi Takeuchi	Director (Audit and Supervisory Committee Member)	●	●			●	●	●		●
Takao Fujikawa	Director (Audit and Supervisory Committee Member)	●	●		●	●		●		●
Keiichi Yodoshi	Director (Audit and Supervisory Committee Member)	●		●	●			●	●	●

The above list shows what the Company especially expects of Directors based on the specialization, experience, and knowledge that each Director has.

Note 1) Sustainability at our Company means to realize a Happy Creation Company by strategically working on the sustainability of society and the global environment (diversity, environment, resources, etc.) including ESG / CSR activities.

Note 2) The Galilei Philosophy means a universal judgment standard that includes our corporate philosophy, vision, and action guidelines, and is expected to serve as a model in its practice.

Proposal 4: Revision of Director Remuneration Amounts for Directors (excluding Directors who are Audit and Supervisory Committee Members)

At the 71st Annual General Meeting of Shareholders held on June 27, 2022, the maximum amount of compensation for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) was resolved to be two separate compensation frames which are; a fixed compensation frame of not more than 200 million yen annually (of which maximum 30 million yen per year for Outside Directors) and a performance-linked compensation frame of not more than 200 million yen annually. In light of the transition to a holding company structure, the Company decided to revise the calculation method of performance-linked compensation for Directors after April 1, 2025. In response, the Company requests approval for the revision. Said amount will not include compensation for the employee portion of employee-directors for their services in such capacity as in the past.

Currently, the number of Directors is six. If Proposal 2 “Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, the number of Directors involved in this proposal will be three.

The calculation method after the revision of performance-linked compensation and the reasons for the Company to believe that this proposal is appropriate are as follows.

(Calculation method)

- The index related to the underlying profit is the consolidated operating profit before performance-linked compensation deduction.
- Performance-linked compensation by position per person is as follows (rounded down to the nearest 100,000 yen).

Chairman of the Board:	0.25% of consolidated operating profit (payment rate of 0.25)
President:	0.23% of consolidated operating profit (payment rate of 0.23)
Director and Vice Chairman:	0.21% of consolidated operating profit (payment rate of 0.21)
Director and Vice President:	0.20% of consolidated operating profit (payment rate of 0.20)
Senior Managing Director:	0.18% of consolidated operating profit (payment rate of 0.18)
Managing Director:	0.17% of consolidated operating profit (payment rate of 0.17)
Directors other than the above:	0.15% of consolidated operating profit (payment of rate 0.15)
- However, for the period within 3 years after taking office as a Director, the above payment rate will be multiplied by 0.75 and this calculation method does not apply to Outside Directors who do not carry out business execution.
- The upper limit is 200 million yen and the lower limit is 0 yen. If the total amount of payment is 200 million yen, the amount will be calculated by dividing the payment rate by position of Directors by the total payment rate of all Directors and multiplying by 200 million yen (rounded down to the nearest 100,000 yen).
- For performance-linked remuneration when a Director retires during the term, the amount of performance-linked remuneration paid when the period of execution of duties has expired shall be calculated, and the amount shall be prorated according to the number of months of enrollment (rounded down to the nearest 100,000 yen).

(The reasons for the Company to believe that this proposal is appropriate)

This proposal is determined at the Board of Directors’ meeting upon receiving a report from the Remuneration Advisory Committee through comprehensive consideration in accordance with the scale of the Company's business, compensation system and its payment level, etc., and is in line with the decision policies on the remuneration to each Director decided by the Board of Directors of the Company. Therefore, the Company believes that the revised performance-linked compensation frame and calculation method are appropriate.