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Securities code: 6454

Date of issue: May 26, 2025

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To our shareholders:

Tatsushi Ogawa President

MAX Co., Ltd.

6-6 Nihonbashi Hakozaki-cho, Chuo-ku, Tokyo, JAPAN

# Notice of the 94th Ordinary General Meeting of Shareholders

We are pleased to announce the 94th Ordinary General Meeting of Shareholders of MAX Co., Ltd. (the "Company"), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has adopted electronic provision measures for providing information contained in the Reference Documents for the General Meeting of Shareholders (the electronic provision measures matters), and has posted this information on the following websites on the Internet. Please access any of these websites to confirm the information.

The Company's website: <a href="https://www.max-ltd.co.jp/en/about/ir/stock/meeting.html">https://www.max-ltd.co.jp/en/about/ir/stock/meeting.html</a> (in English) Tokyo Stock Exchange (TSE) website:

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show (in English) Please access the TSE website above, enter the Company's name "Max" in "Issue name (company name)" or the securities code "6454" in "Code," select "Basic Information" and "Documents for public inspection/PR information" in that order, and check the latest version of "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection."

General Meeting of Shareholders portal (Sumitomo Mitsui Trust Bank, Limited): https://www.soukai-portal.net (in Japanese)

Please scan the QR code on the voting form or access the website via the above URL, then enter the ID and initial password provided on the voting form to confirm your details.

After reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights by any of the following methods.

## **Guide to Voting**

### For those not attending the General Meeting of Shareholders

Please indicate your approval or disapproval of the proposals on the voting form and return it by postal mail to reach us no later than Monday, June 23, 2025 at 5:30 p.m. (Japan Standard Time).

#### For those attending the General Meeting of Shareholders

Please submit the voting form at the venue reception on the day of the General Meeting of Shareholders.

Date and Time: Tuesday, June 24, 2025 at 10:00 a.m. (Japan Standard Time)

## **Meeting Details**

**Date and time:** Tuesday, June 24, 2025 at 10:00 a.m. (Japan Standard Time)

(Registration begins at 9:00 a.m.)

**Venue:** 8th Floor Conference Room, MAX Co., Ltd. Head office

6-6 Nihonbashi Hakozaki-cho, Chuo-ku, Tokyo

## **Purposes:**

### Items to be reported:

1. Business Report and Consolidated Financial Statements for the 94th Term (from April 1, 2024 to March 31, 2025), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

2. Non-Consolidated Financial Statements for the 94th Term (from April 1, 2024 to March 31, 2025)

#### Items to be resolved:

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Six (6) Directors (excluding Directors who are Audit and

Supervisory Committee Members)

Proposal No. 3: Payment of Bonuses to Directors (excluding Outside Directors and

Directors who are Audit and Supervisory Committee Members)

\* Other information for shareholders will be posted on the Company's website (<a href="https://www.max-ltd.co.jp/en/about/ir/stock/meeting.html">https://www.max-ltd.co.jp/en/about/ir/stock/meeting.html</a>). We ask the shareholders to check the latest information on our website as needed.

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

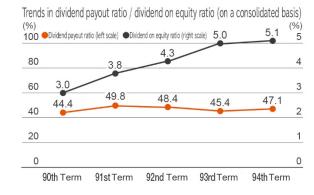
Matters related to year-end dividends

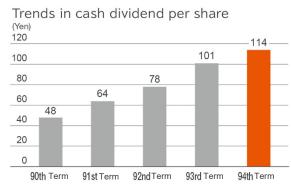
The Company recognizes the return of profits to shareholders as one of its most important management policies and has established a basic policy on profit distribution to "expand profits from business activities through sustainable growth and provide long-term and stable profit distribution."

Based on this policy, the Company has established a dividend policy to "guideline of a ratio of dividends to net assets of 5.0% and a dividend payout ratio of 50%, as based on consolidated financial results." Based on the situation in the fiscal year under review, the Company proposes a year-end dividend of \$114 per share, an increase of \$13 per share from the previous fiscal year.

- (1) Type of dividend property Cash
- (2) Allocation of dividend property and total amount thereof \$114 per common share of the Company Total amount of dividends: \$5,239,762,392
- (3) Effective date of distribution of dividends of surplus June 25, 2025

## Reference





# Proposal No. 2: Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The term of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) expires at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) Directors based on recommendations of the Nomination Advisory Committee, the majority of which are Independent Outside Directors.

This proposal was examined in advance by the Audit and Supervisory Committee and no particular issues were found that should be raised.

No.	Name	Gender	Current position and responsibilities at the Company	Attendance at meetings of the Board of Directors
1	Tatsushi Ogawa [Reelection]	Male	President	17/17
2	Yoshihiro Kaku [Reelection]	Male	Senior Managing Director Senior Executive Officer, General Manager of Corporate Operations Division and General Manager of Corporate Planning Department	
3	Masahito Yamamoto [Reelection]	Male	Senior Managing Director Senior Executive Officer and General Manager of Sales Division	17/17
4	Hideyuki Ishii [Reelection]	Male	Managing Director Senior Executive Officer and General Manager of Manufacturing Division	17/17
5	Koji Kato [Reelection]	Male	Managing Director Senior Executive Officer and General Manager of Research and Development Division	17/17
6	Kako Kurasawa [Reelection] [Outside Director]	Female	Outside Director	17/17

Notes: 1. There is no special interest between the candidates and the Company.

- 2. Kako Kurasawa is a candidate for Outside Director.
- 3. Limited liability agreement with the candidate for Outside Director
  The Company's Articles of Incorporation state that it can enter into an agreement with Directors
  (excluding Directors who are Executive Directors) that limits their liability toward the Company and
  establishes the minimum liability amount stipulated by laws and regulations in case the Directors fulfill
  the requirements stipulated by laws and regulations, pursuant to the provisions of Article 427, Paragraph 1
  of the Companies Act. The Company has entered into the aforementioned agreement with Kako
  Kurasawa. The maximum amount of liability under this agreement is the minimum liability amount
  stipulated by laws and regulations. If the reelection of Kako Kurasawa is approved, the Company plans to
  continue this agreement with her.
- 4. The tenure of Kako Kurasawa as Outside Director as of the close of this General Meeting of Shareholders will be two years.
- 5. The Company has concluded a directors and officers liability insurance (D&O Insurance) contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance contract indemnifies the insured, including Directors of the Company, against damages arising from liabilities in connection with the execution of their duties, and from claims received related to the pursuit of such liabilities. If all candidates are elected and assume the office, they will be insured under the said insurance contract. The Company plans to renew the contract with the same terms and conditions at the time of renewal in January 2026.

- 6. The Company has designated Kako Kurasawa as an independent officer as provided for by the Tokyo Stock Exchange and submitted a notification to the Exchange. If her reelection is approved, the Company plans to continue to designate her as an independent officer. Kako Kurasawa satisfies the Company's standards concerning the independence of Outside Directors. For details of the standards, please refer to "Standards for Determining the Independence of Outside Directors" on pages 14-15.
- 7. Kako Kurasawa's name on her family register is Kako Kuroda.

No.	Name (Date of birth)		ry, position and responsibilities, and significant urrent positions outside the Company	Number of the Company's shares owned
		April 1988	Joined the Company	
		October 2010	Deputy Manager of No. 1 Design Group, Research and Development Division	
		October 2012	General Manager of No. 1 Design Group, Design Development Department, Research and Development Division	
		October 2013	General Manager of Research and Development Department	
	Tatsushi Ogawa	April 2015	Executive Officer, General Manager of Design Development Department, Research and Development Division and General Manager of Design Quality Evaluation Group	
		April 2017	Executive Officer, General Manager of Research and Development Division, General Manager of Design Development Department and General Manager of Design Quality Evaluation Group	
1	(September 9, 1964) 60 years old [Reelection]	October 2019	Senior Executive Officer, General Manager of Research and Development Division, General Manager of Design Development Department and General Manager of Design Quality Evaluation Group	17,600
	T	June 2020	Director, Senior Executive Officer and General Manager of Research and Development Division	
	Tenure as Director Five (5) years	June 2021	Managing Director, Senior Executive Officer and General Manager of Manufacturing Division	
	Reason Tatsush develop departr busines Manag Manag Develo Researe as Gen has bee determ in exec	June 2023	President (present position)	
		Tatsushi Ogawa I development and department, and I businesses and co Manager of Resea Manager of Desig Development Div Research and Devas General Manage has been serving determined that he in executing and by utilizing his pro-	nination as candidate for Director has deepened his technical knowledge through design work in the industrial equipment has a wealth of experience in the Group's orporate management, having served as General arch and Development Department and General gen Development Department, Research and vision before becoming General Manager of evelopment Division in 2017. From 2021, he served ger of Manufacturing Division, and since 2023, he as the Company's President. The Company has have will be able to continue to properly fulfill a role supervising the Group's management as Director refessional experience, and has therefore, as a candidate for Director.	

No.	Name (Date of birth)		ary, position and responsibilities, and significant current positions outside the Company	Number of the Company's shares owned	
		April 1985	Joined the Company		
		April 2011	General Manager of Corporate Planning Department		
		April 2012	Executive Officer and General Manager of Corporate Planning Department		
		June 2013	Director, Executive Officer and General Manager of Corporate Planning Department		
		October 2013	Director, Executive Officer and General Manager of International Sales Department, Sales Division		
	Yoshihiro Kaku (October 1, 1961) 63 years old  [Reelection]  Tenure as Director Four (4) years	June 2015	Resigned as Director due to the Company's transition to a company with Audit and Supervisory Committee; Managing Executive Officer and General Manager of International Sales Department, Sales Division		
		April 2017	Managing Executive Officer and General Manager of Sales Management, Sales Division		
2		April 2018	Managing Executive Officer in charge of Office Equipment Segment and General Manager of Sales Management, Sales Division	21.000	
2		October 2018	Senior Executive Officer in charge of Office Equipment Segment and General Manager of Sales Management, Sales Division	21,800	
		April 2021	Senior Executive Officer in charge of Office Equipment Segment, General Manager of Administration Group and General Manager of Sales Management, Sales Division		
			June 2021	Director, Senior Executive Officer in charge of Office Equipment Segment, General Manager of Administration Group and General Manager of Sales Management, Sales Division	
		October 2021	Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Internal Audit, Human Resources, IT Systems		
		April 2022	Managing Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Internal Audit, Human Resources, IT Systems		

No.	Name (Date of birth)		Career summary, position and responsibilities, and significant concurrent positions outside the Company				
		October 2022	Managing Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Human Resources, IT Systems				
		June 2023 Senior Managing Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Human Resources, IT Systems					
		April 2024 Senior Managing Director, Senior Executive Officer, General Manager of Corporate Operations Division and General Manager of Corporate Planning Department (present position)					
		Reasons for non	nination as candidate for Director				
			nas a wealth of experience in the Group's				
			orporate management through the execution of his				
			duties in the sales and corporate planning departments. He also has a rich international perspective from his experience as General				
		Manager of Inter					
		determined that h					
			in executing and supervising the Group's management as Director				
			rofessional experience, and has therefore, s a candidate for Director.				

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company				
		April 1987	Joined the Company			
		April 2007	Representative Director and President of MAX USA CORP. (attached to the International Sales Department, Sales Division of the Company)			
		May 2014	Deputy General Manager of RB Business Planning Department, Sales Division			
		October 2015	General Manager of IP Division, International Sales Department and General Manager of RB Business Planning Department, Sales Division			
	Masahito Yamamoto (March 19, 1964)	April 2017	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department			
		April 2018	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department and Industrial Equipment Segment			
3	61 years old [Reelection]	October 2018	Senior Executive Officer in charge of Industrial Equipment Segment, Sales Division, General Manager of International Sales Department, General Manager of IP Division and in charge of RB Business Planning Department	17,500		
	Tenure as Director	June 2020	Director, Senior Executive Officer and General Manager of Sales Division			
	Five (5) years	April 2021	Managing Director, Senior Executive Officer and General Manager of Sales Division			
		April 2025	Senior Managing Director, Senior Executive Officer and General Manager of Sales Division (present position)			
		Masahito Yaman overseas markets sales subsidiary technology depa Group's business General Manage and as General M Company has de properly fulfill a management as l	mination as candidate for Director noto has in-depth knowledge of technology and s, having served as President of the Company's in the U.S. after working in the production rtment. He also has a wealth of experience in the ses and corporate management, having served as r of the International Sales Department from 2017 Manager of the Sales Division since 2020. The stermined that he will be able to continue to role in executing and supervising the Group's Director by utilizing his professional experience, e, nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company					
		April 1989	Joined the Company				
		April 2014	Representative Director and President of MAX (THAILAND) CO., LTD. (attached to the Manufacturing Division of the Company)				
	April 202 Hideyuki Ishii (June 8, 1963) October 2 61 years old	October 2019	Executive Officer, Representative Director and President of MAX (THAILAND) CO., LTD. (attached to the Manufacturing Division of the Company)				
		1	April 2020	Executive Officer and General Manager of Manufacturing and Logistics System Department, Manufacturing Division			
		October 2020	Executive Officer and General Manager of Manufacturing Department, Manufacturing Division				
4		June 2023	Director, Executive Officer and General Manager of Manufacturing Division	12,000			
	Tenure as Director Two (2) years	April 2025	Managing Director, Senior Executive Officer and General Manager of Manufacturing Division (present position)				
	Hideyuki Ishii cu Division as Gene Group's business President of the p increasing his kn his work in the p equipment depar able to continue t supervising the C		mination as candidate for Director currently oversees the Company's Manufacturing eral Manager, and has a wealth of experience in the ses and corporate management, having served as production subsidiary in Thailand from 2014 after nowledge regarding production technology through production technology department in the industrial rement. The Company has determined that he will be to properly fulfill a role in executing and Group's management as Director by utilizing his erience, and has therefore, nominated him as a rector.				

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company				
		October 2004	Joined the Company			
		October 2013	Deputy Manager of No. 6 Design Group, Design Development Department, Research and Development Division			
		April 2015	Deputy Manager of No. 3 Design Group, Design Development Department, Research and Development Division			
		October 2017	General Manager of No. 3 Design Group, Design Development Department, Research and Development Division			
		April 2021	Executive Officer and General Manager of Design Development Department, Research and Development Division			
	Koji Kato (March 1, 1965) 60 years old	June 2021	Executive Officer, General Manager of Research and Development Division and General Manager of Design Development Department			
		Executive Officer, General Manager of Research and Development Division and General Manager of Residential Environment OP Design Department				
5	[Reelection] Tenure as Director	June 2023	Director, Executive Officer, General Manager of Research and Development Division and General Manager of Residential Environment OP Design Department	11,600		
	Two (2) years	October 2023	Director, Executive Officer and General Manager of Research and Development Division			
		April 2025	Managing Director, Senior Executive Officer and General Manager of Research and Development Division (present position)			
		Koji Kato has in equipment throu equipment depar of experience in In addition, he h development sin Design Development will be able to co supervising the G	mination as candidate for Director creased his technical knowledge of industrial gh development and design work in the industrial treent after joining the Company, and has a wealth the Group's businesses and corporate management. as led the Group's overall research and ce 2021 through his duties as General Manager of ment Department and General Manager of Research at Division. The Company has determined that he continue to properly fulfill a role in executing and Group's management as Director by utilizing his erience, and has therefore, nominated him as a			

No.	Name (Date of birth)	Career summar concu	Number of the Company's shares owned	
		April 1986	Joined Komatsu Ltd.	
		April 2009	General Manager of CSR Division, Komatsu Ltd.	
		April 2019	Trustee of Foundation for Advanced Studies on International Development (present position)	
	Kako Kurasawa	April 2021	Deputy General Manager of Sustainability Promotion Division and General Manager of CSR Division, Komatsu Ltd.	
	(December 29, 1963)	September 2022	Principal of Sustainability Division, CEO Office, Tokio Marine Holdings, Inc.	
	61 years old June 2023 Outside Director, the Compa position)		Outside Director, the Company (present position)	
6	[Reelection] [Outside Director]	[Significant conc Trustee of Founda Development	0	
	Tenure as Outside Director Two (2) years	Reasons for nom roles expected to Kako Kurasawa h in her previous an expertise in sustai manufacturing incommanagement, and serve as an Outsid Although Kako K in corporate mana has determined th Director of the Co		

(Reference)

Directors' skills matrix (after the conclusion of the Ordinary General Meeting of Shareholders)

			Basic business function							Com	The Company's strategy	
	Name	Position in the Company	Business management	Sales	Technology	Sustainability	Accounting	Legal affairs	Human resources	Global business	Planning / New business	
1	Tatsushi Ogawa	President	0		0						0	
2	Yoshihiro Kaku	Senior Managing Director	0	0		0	0		0	0	0	
3	Masahito Yamamoto	Senior Managing Director	0	0	0					0	0	
4	Hideyuki Ishii	Managing Director	0		0	0				0		
5	Koji Kato	Managing Director	0		0	0					0	
6	Kako Kurasawa	Outside Director				0				0	0	
7	Tomohiko Nakamura	Director (Full-time Audit and Supervisory Committee Member)		0								
8	Asaka Kanda	Outside Director (Audit and Supervisory Committee Member)						0	0			
9	Shoji Kiuchi	Outside Director (Audit and Supervisory Committee Member)						©				
	Mari Yajima	Outside Director (Audit and Supervisory Committee Member)					0					

<sup>\*</sup> The symbol "©" indicates experience for three or more years, and "○" for two or more years.

<sup>\*</sup> Human resources include experience in the nomination and remuneration committees of other companies.

## (Reference)

# **Standards for Determining the Independence of Outside Directors**

The Company deems that any Outside Directors and candidates for Outside Directors have maintained independence from the Company if it is determined that they satisfy all of the requirements outlined below.

- 1. A person who is not or has not been Executive Director (Note 1) or employee of the Company or its subsidiaries (collectively, the "MAX Group") currently or during ten (10) years prior to appointment. Or a person who has served as non-Executive Director, Audit and Supervisory Committee Member or Accounting Advisor of the MAX Group at any time during ten (10) years prior to appointment but had never been an Executive Director or employee of the MAX Group during any of the ten (10) years prior to assuming that position
- 2. A person who is not or has not been Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of the Company's Major Shareholder (Note 2) or its parent or subsidiaries, if such party is a company, currently or during any of the ten (10) years prior to appointment
- 3. A person who has not served as Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of an entity for which the MAX Group is a Major Shareholder during any of the ten (10) years prior to appointment
- 4. A person who has not served as Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of a major client or supplier (Note 3) of the MAX Group, or its parent or significant subsidiaries (Note 4), if such party is a company, within three (3) fiscal years prior to appointment
- 5. A person who does not belong to an organization (corporation, union, etc.) that has received a donation or grant from the MAX Group exceeding ¥10 million per year on average over the three (3) fiscal years prior to appointment
- 6. A person who is not Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor, or Significant Employee (Note 5) of a company, or its parent company or subsidiary, if such party is a company, that has received Director, Executive Officer, Audit and Supervisory Committee Member, or Accounting Advisor from the MAX Group
- 7. A person who is not or has not been Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor, or employee of a financial institution, a major creditor or its parent company or significant subsidiary, if such party is a company, that is essential for or relied on in financing of the MAX Group to an extent that there is no substitute for the entity, currently or during any of the three (3) years prior to appointment
- 8. A person who is not or has not been a certified public accountant of an accounting auditor for the MAX Group, currently or during any of the three (3) years prior to appointment. In addition, a person who is an attorney-at-law, a certified public accountant, a tax accountant, or other consultant, and who, apart from Director remuneration, has not received from the MAX Group money consideration, etc. of \mathbb{1}0 million or more annually on average over the three (3) years prior to appointment

- 9. A person who currently does not belong or has not belonged to an organization (corporation, union, etc.), including a law office, an audit corporation, a tax accounting corporation, and a consulting firm, for which the MAX Group is a major client, currently or any of the three (3) years prior to appointment
- 10. A person who does not belong or has not belonged to an audit corporation that is an accounting auditor for the MAX Group, currently or during any of the three (3) years prior to appointment
- 11. A person who is not a close relative (Note 6) of the person who falls under 1 through 10 above. With respect to persons falling under 10 above, however, only the persons who are members or partners of the audit corporation that is an accounting auditor for the MAX Group, or employees of the audit corporation that is an accounting auditor for the MAX Group, and who actually have been involved in auditing (excluding involvement as an assistant) of the MAX Group
- Note 1: "Executive Directors" refer to Directors prescribed in the items of Article 363,
  Paragraph 1 of the Companies Act and other Directors that execute the business of the
  Company.
- Note 2: A "Major Shareholder" refers to a shareholder who holds 10% or more voting rights.
- Note 3: "Major Client or Supplier" is a company for which payments and receipts to and from the MAX Group accounts for a considerable portion of the consolidated net sales, etc., of the MAX Group or the client or supplier.
- Note 4: A "Significant Subsidiary" refers to a subsidiary indicated as an important subsidiary in the business report or other publicly disclosed documents for the most recent business year of the Company.
- Note 5: A "Significant Employee" refers to a person in a position of General Manager or higher.
- Note 6: "Close relative" refers to a spouse, a family member within second degree, or a family member living together.

# Proposal No. 3: Payment of Bonuses to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members)

The Company would like to pay as executive bonuses a total amount of \(\frac{\pmathbf{\frac{4}}}{104,534,400}\) to five (5) Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) for the fiscal year under review, considering the Company's business performance and other factors.

The Company would like to leave detailed amounts and the timing of payment, etc., for each Director (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) to the resolution of the Board of Directors.

A summary of the Company's policy for determining the details of remuneration, etc. for each individual Director is shown on pages 26-27 of the Business Report (available only in Japanese).

This proposal has been determined by the Board of Directors based on recommendations of the Remuneration Advisory Committee, which is a voluntary advisory body, while comprehensively taking into account factors such as the Company's business performance and the performance of each Director, and is considered appropriate.

This proposal was examined in advance by the Audit and Supervisory Committee and no particular issues were found that should be raised.

END OF NOTICE