

Securities Code: 6457

June 8, 2026

To our shareholders,

Akihiro Harada
President
GLORY LTD.
3-1 Shimoteno 1-chome
Himeji, Hyogo, Japan

Notice of the 80th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 80th Ordinary General Meeting of Shareholders of GLORY LTD. (the “Company”) held as below (the “Shareholders Meeting”).

If you are unable to attend the Shareholders Meeting at the venue, you are kindly requested to review the attached Reference Materials for the Shareholders Meeting, and exercise your voting rights by stating your approval or disapproval for each of the proposals on the enclosed Voting Card. Please return the Voting Card to the Company or vote via the Company’s voting site at <<https://evote.tr.mufg.jp/>>*. Whichever method you use, we ask that you please exercise your voting rights **by no later than 5:15 p.m., Thursday, June 25, 2026 (Tokyo time)**.

*Available in Japanese only.

1. **Date & Time** Friday, June 26, 2026, 10:00 a.m.
2. **Place** Conference Room (5th Floor),
GLORY LTD. Headquarters
3-1 Shimoteno 1-chome, Himeji, Hyogo, Japan

3. **Agenda**

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Reports of Independent Accounting Auditors and the Audit & Supervisory Committee regarding the consolidated financial statements for the 80th Term (April 1, 2025 to March 31, 2026)
2. Financial statements for the 80th Term (April 1, 2025 to March 31, 2026)

Proposals to be acted upon:

- | | |
|------------|---|
| Proposal 1 | Distribution of Dividends of Surplus |
| Proposal 2 | Election of seven (7) Directors who are not Audit & Supervisory Committee Members |
| Proposal 3 | Election of three (3) Directors who are Audit & Supervisory Committee Members |
| Proposal 4 | Election of two (2) Substitute Directors who are Audit & Supervisory Committee Member |

This is a partial translation of the original Japanese text of the “Notice of the 80th Ordinary General Meeting of Shareholders” prepared for the convenience of shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

REFERENCE MATERIALS FOR THE SHAREHOLDERS MEETING

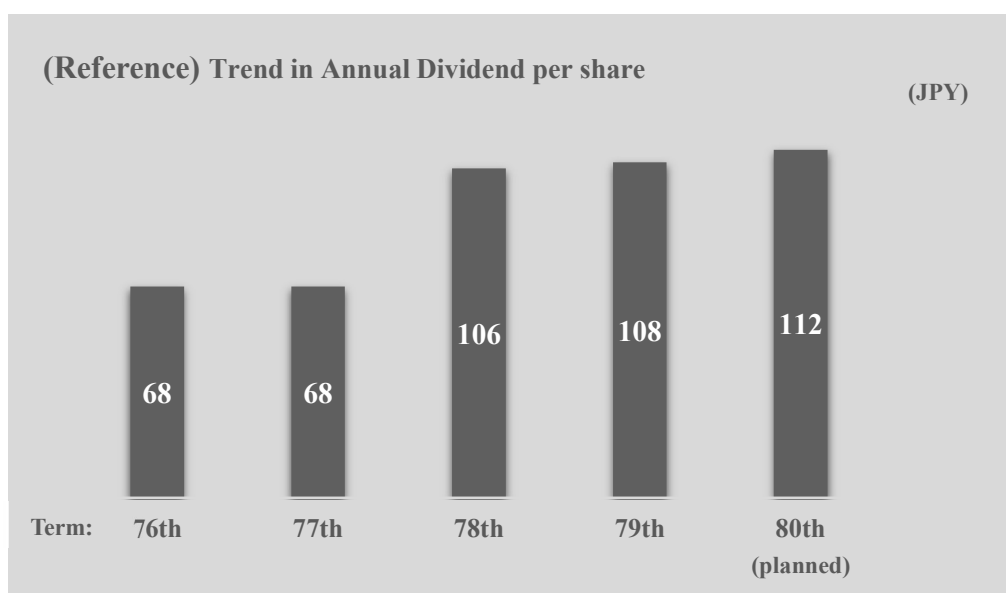
Proposal 1

Distribution of Dividends of Surplus

Returning profits to shareholders is an important management priority for the Company. Accordingly, our basic policy is to pay stable dividends, while maintaining our financial strength and making investments for future growth. For the fiscal year ended March 2026, the Company has set the following targets: progressive dividends based on the annual dividend for the fiscal year ended March 2024 (106 yen per share); Dividend on equity (“DOE”) ratio of 3.0% or higher; and a total return ratio of 100% or higher.

In accordance with the above policy, the Company proposes to pay a year-end dividend of ¥56 per share for the 80th Term. As the Company previously paid out ¥56 per share as an interim-period dividend, the total dividend for the 80th Term will be ¥112 per share, which brings the DOE to 3.0%.

- 1. Type of dividend property:** Cash
- 2. Allocation of dividend property and a total amount of allocation:**
¥56 per share of common stock
Total amount of payout: ¥3,030,738,704
- 3. Effective date of dividend payment:** June 29, 2026



Proposal 2**Election of seven (7) Directors who are not Audit & Supervisory Committee Members**


The term of office will expire at the close of the Shareholders Meeting for the current seven (7) Directors who are not Audit & Supervisory Committee Members.


We propose the election of the following seven (7) individuals for the positions of Directors who are not Audit & Supervisory Committee Members.


The proposal has been deliberated upon by the Audit & Supervisory Committee, which has advised that there were no particular matters to be stated.


No	Name	Age*	Positions and Responsibilities	Attendance at Board meeting in FY2025
1	Reappointment Motozumi Miwa	72	Chairman of the Board & Representative Director	18/18
2	Reappointment Akihiro Harada	63	President & Representative Director	18/18
3	Reappointment Hideo Onoe	58	Executive Vice President & Director; Assistant to President Supervision of General Affairs Headquarters and Finance Headquarters	18/18
4	Reappointment Tomoko Fujita	63	Director; Responsible for investor relations Responsible for the corporate governance of non-Japanese subsidiaries	18/18
5	Reappointment Ian Jordan Outside Director Independent Director	67	Outside Director (Tenure: 4 years)	18/18
6	Reappointment Ikuji Ikeda Outside Director Independent Director	69	Outside Director (Tenure: 2 years) Chairperson of the Compensation Advisory Committee	18/18
7	Reappointment Koji Naito Outside Director Independent Director	63	Outside Director (Tenure: 1 year) Chairperson of the Nomination Advisory Committee	14/14 (Since assumption of office)

*Age as of the date of the Shareholders Meeting

1		<p>Motozumi Miwa</p> <p>72 years old (DOB: June 9, 1954)</p> <p>Number of shares owned: 33,680 Attendance at Board of Directors meetings: 18/18</p>	Reappointment
<p>Career summary, positions and areas of responsibility:</p> <p>Jun. 2009 Joined the Company</p> <p>Mar. 2010 General Manager, Legal Affairs Department, General Affairs Division</p> <p>Jun. 2010 Executive Officer</p> <p>Apr. 2012 Senior Executive Officer; Executive General Manager, General Affairs Headquarters</p> <p>Jun. 2012 Director & Senior Executive Officer</p> <p>Apr. 2013 Responsible for CSR, brand strategy, investor relations and legal compliance functions</p> <p>Apr. 2014 Director & Managing Executive Officer; Executive General Manager, Business Management Headquarters, Responsible for General Affairs Headquarters</p> <p>Apr. 2015 Director & Senior Managing Executive Officer</p> <p>Apr. 2016 Representative Director & Senior Managing Executive Officer</p> <p>Apr. 2017 Executive Vice President & Representative Director; Responsible for Business Management Headquarters</p> <p>Apr. 2019 President & Representative Director</p> <p>Apr. 2024 Chairman of the Board & Representative Director (to present)</p> <p>Significant concurrent position(s): None</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Director:</p> <p>Motozumi Miwa has accumulated extensive experience and knowledge in the financial sector and is well-versed in the operations of the corporate affairs divisions of the Company and its group companies (the “Group”). Having served as the Company’s Executive Vice President, President, and Chairman of the Board, he has played an important role in improving the corporate value of the Group as the top executive. We recommend the election of Mr. Miwa based on our judgment that he has the experience and ability required of a Director.</p>			

2		<p>Akihiro Harada</p> <p>63 years old (DOB: March 10, 1963)</p> <p>Number of shares owned: 14,780 Attendance at Board of Directors meetings: 18/18</p>	<p>Reappointment</p>
<p>Career summary, positions and areas of responsibility:</p> <p>Mar. 1985 Joined the Company</p> <p>Apr. 2003 General Manager, Production Engineering Department, Himeji Factory, Banking System & Equipment Division</p> <p>Jan. 2006 President of GLORY (PHILIPPINES), INC.</p> <p>Apr. 2009 General Manager, Management Planning Department, Corporate Strategy Division of the Company</p> <p>Apr. 2012 Executive Officer; Project Leader, International Business Integration Project Management Office</p> <p>Jul. 2012 Director (Member of the Board) of Glory Global Solutions Ltd. (merged into Glory Global Solutions (International) Ltd.)</p> <p>Apr. 2014 Senior Executive Officer of the Company; Responsible for manufacturing, procurement and quality assurance at group companies of Glory Global Solutions Ltd.</p> <p>Apr. 2015 Executive General Manager, International Business Headquarters</p> <p>Jun. 2015 Director & Senior Executive Officer</p> <p>Jan. 2016 Chairman of the Board of Sitrade Italia S.p.A.</p> <p>Apr. 2016 Chairman of the Board & Chief Executive Officer of Glory Global Solutions Ltd. (merged into Glory Global Solutions (International) Ltd.)</p> <p>Apr. 2017 Director & Managing Executive Officer</p> <p>Apr. 2018 Company President, International Business Company</p> <p>Apr. 2020 Director & Senior Managing Executive Officer</p> <p>Apr. 2024 President & Representative Director (to present)</p> <p>Significant concurrent position(s): None</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Director:</p> <p>Since joining the Company, Akihiro Harada has accumulated a wealth of experience and achievements in the Group's production, management planning, and international business. As the Company's President, he has greatly contributed to improving the Group's corporate value as the top executive.</p> <p>We recommend the election of Mr. Harada based on our judgment that he has the experience and ability required of a Director.</p>			

3		<p>Hideo Onoe</p> <p>58 years old (DOB: October 17, 1967)</p> <p>Number of shares owned: 384,544 Attendance at Board of Directors meetings: 18/18</p>	Reappointment
<p>Career summary, positions and areas of responsibility:</p> <p>Jan. 1999 Joined the Company</p> <p>Oct. 2005 General Manager, Supply Chain Management Department, Production Management Division, Money Handling Systems Business Headquarters</p> <p>Oct. 2006 Executive Officer</p> <p>Jul. 2009 President of GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)</p> <p>Apr. 2012 Senior Executive Officer of the Company; Executive General Manager, Production Headquarters</p> <p>Apr. 2013 Chairman of the Board of GLORY Denshi Kogyo (Suzhou) Ltd.</p> <p>Apr. 2014 Managing Executive Officer of the Company; Executive General Manager, Production Headquarters Senior General Manager, Purchasing Division</p> <p>Jun. 2014 Director & Managing Executive Officer</p> <p>Apr. 2015 Executive General Manager, Domestic Business Headquarters</p> <p>Apr. 2017 Director & Senior Managing Executive Officer</p> <p>Apr. 2021 Company President, Domestic Business Company</p> <p>Apr. 2024 Executive Vice President & Director (to present) Assistant to President (to present) Supervision of General Affairs Headquarters and Finance Headquarters (to present)</p> <p>Significant concurrent position(s): None</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Director:</p> <p>Hideo Onoe has rich experience and knowledge in the Company's production and domestic business operations, as well as in the management of the Company's overseas subsidiaries. As the Company's Executive Vice President, he has fully demonstrated his ability in corporate management.</p> <p>We recommend the election of Mr. Onoe based on our judgment that he has the experience and ability required of a Director.</p>			

4		<p>Tomoko Fujita</p> <p>63 years old (DOB: September 13, 1962)</p> <p>Number of shares owned: 0 Attendance at Board of Directors meetings: 18/18</p>	Reappointment
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Career summary, positions and areas of responsibility:

- Apr. 1985 Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.)
- May 1991 Nikko Europe Plc.
- Dec. 1998 Nikko Principal Investments Limited
(Name changed to Citigroup Capital UK Limited in 2009)
- May 2012 Joined the Company
- Dec. 2012 Transferred to Glory Global Solutions Ltd. (merged into Glory Global Solutions (International) Ltd.) (“GGS”)
- Apr. 2014 Director, Business Coordination of GGS
- Apr. 2015 Director, Corporate Development & Business Planning of GGS
- Apr. 2018 Director (Member of the Board) of GGS
- Jun. 2021 Director of the Company (to present)
Responsible for the corporate governance of non-Japanese subsidiaries (to present)
- Jan. 2024 Chairperson of Flooid Topco Limited (merged into Flooid Midco Limited)
- Mar. 2026 Director (Member of the Board) of Glory Global Solutions (International) Ltd. (to present)
Chairperson of Flooid Midco Limited (to present)
- Apr. 2026 Responsible for investor relations of the Company (to present)

Significant concurrent position(s):


Director (Member of the Board) of Glory Global Solutions (International) Ltd.
Chairperson of Flooid Midco Limited

Special interest between the candidate and the Company: None

Reasons for recommending the candidate as Director:

Tomoko Fujita possesses considerable experience in the field of global financial business and has demonstrated strengths in overseas M&As and governance of acquired companies.

We recommend the election of Ms. Fujita based on our judgment that she has the experience and ability required of a Director.

5		Ian Jordan	Reappointment
		67 years old (DOB: November 14, 1958)	Outside Director
		Tenure as Director: 4 years Number of shares owned: 0 Attendance at Board of Directors meetings: 18/18	Independent Director

Career summary, positions and areas of responsibility:

Jun.	1987	Joined Hoskyns Group Plc (now Capgemini SE) Senior Analyst
Jan.	1993	Vice President; General Manager in Dallas and Atlanta
Jan.	1997	Executive Officer; CEO, Southeast Region of the US
Jan.	2000	Senior Vice President; Responsible for Retail sector (UK & Ireland)
Jan.	2002	Senior Vice President; Head of sales and marketing (UK & Ireland)
Jan.	2004	Executive Officer; CEO, Management Consulting in UK & Ireland
Nov.	2005	Executive Officer; Group Management Board, Head of Global Transformation (Paris, France)
Oct.	2007	Joined Avanade Inc. Executive Officer; CEO, Avanade UK & Ireland
Jan.	2010	Executive Officer; Member of the Executive Board, Head of Global Sales, Marketing, Alliances & Innovation (Seattle, US)
Sep.	2013	CEO & Area President, Responsible for Growth Markets (Asia, Australasia, Africa and Latam)
Dec.	2016	Executive Officer; CEO, Avanade Global Management consulting
Jun.	2017	Outside Director of Glory Global Solutions Ltd. (merged into Glory Global Solutions (International) Ltd.)
Jun.	2022	Outside Director of the Company (to present)
Apr.	2024	Outside Director of Acrelec Group S.A.S.
Mar.	2026	Outside Director of Glory Global Solutions (International) Ltd. (to present)

Note: Glory Global Solutions (International) Ltd. and Acrelec Group S.A.S. are subsidiaries of the Company.

Significant concurrent position(s):

Outside Director of Glory Global Solutions (International) Ltd.

Matters concerning “Independent Directors”:

The Company has notified the Tokyo Stock Exchange (the “TSE”) of Ian Jordan’s appointment as an “Independent Director”.

Special interest between the candidate and the Company: None


Reasons for recommending the candidate as Outside Director and expected roles:


Ian Jordan possesses wide experience and knowledge in software and technology services as a management executive at large multi-national consulting and technology companies. As an Outside Director of the Company, he has played an important role in strengthening the Board's supervisory functions and in ensuring and enhancing transparency and fairness in the Company's management.

We recommend the election of Mr. Jordan based on our judgement that he has the ability and insight required of an Outside Director. He is expected to continue fulfilling the abovementioned roles upon approval of his appointment at the Shareholders Meeting.

Regarding agreements for limitation of liability:

The Company has previously concluded an agreement with Ian Jordan to the effect that liability of Directors be limited, to enable Mr. Jordan to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Jordan if he is re-elected as an Outside Director as proposed.

6		<p>Ikuji Ikeda</p> <p>69 years old (DOB: November 7, 1956)</p> <p>Tenure as Director: 2 years Number of shares owned: 2,200 Attendance at Board of Directors meetings: 18/18 Chairperson of the Compensation Advisory Committee</p>	<div style="border: 1px solid black; padding: 2px; text-align: center;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; text-align: center;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; text-align: center;">Independent Director</div>																						
<p>Career summary, positions and areas of responsibility:</p> <table border="0"> <tr><td>Apr. 1979</td><td>Joined Sumitomo Rubber Industries, Ltd.</td></tr> <tr><td>Jan. 2000</td><td>General Manager of Tyre Works Technical Dept.</td></tr> <tr><td>Mar. 2003</td><td>Executive Officer</td></tr> <tr><td>Mar. 2007</td><td>Director (Senior Executive Officer)</td></tr> <tr><td>Mar. 2010</td><td>Director (Managing Executive Officer)</td></tr> <tr><td>Mar. 2011</td><td>President and CEO, Representative Director</td></tr> <tr><td>Mar. 2019</td><td>Chairman, Representative Director</td></tr> <tr><td>Mar. 2020</td><td>Chairman of the Board</td></tr> <tr><td>Mar. 2023</td><td>Director</td></tr> <tr><td>Jun. 2024</td><td>Outside Director of the Company (to present)</td></tr> <tr><td></td><td>Outside Director of JTEKT Corporation (to present)</td></tr> </table> <p>Significant concurrent position(s): Outside Director of JTEKT Corporation</p> <p>Matters concerning “Independent Directors”: The Company has notified the TSE of Ikuji Ikeda’s appointment as “Independent Director”.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Outside Director and expected roles: Ikuji Ikeda has a wealth of experience in the areas of international business and production at a global company. As an Outside Director of the Company, he has played an important role in strengthening the Board’s supervisory functions and in ensuring and enhancing transparency and fairness in the Company’s management. We recommend the election of Mr. Ikeda based on our judgment that he has the ability and insight required of an Outside Director. He is expected to continue fulfilling the abovementioned role upon approval of his appointment at the Shareholders Meeting.</p> <p>Regarding agreements for limitation of liability: The Company has previously concluded an agreement with Ikuji Ikeda to the effect that liability of Directors be limited, to enable Mr. Ikeda to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Ikeda if he is re-elected as Outside Director as proposed.</p>				Apr. 1979	Joined Sumitomo Rubber Industries, Ltd.	Jan. 2000	General Manager of Tyre Works Technical Dept.	Mar. 2003	Executive Officer	Mar. 2007	Director (Senior Executive Officer)	Mar. 2010	Director (Managing Executive Officer)	Mar. 2011	President and CEO, Representative Director	Mar. 2019	Chairman, Representative Director	Mar. 2020	Chairman of the Board	Mar. 2023	Director	Jun. 2024	Outside Director of the Company (to present)		Outside Director of JTEKT Corporation (to present)
Apr. 1979	Joined Sumitomo Rubber Industries, Ltd.																								
Jan. 2000	General Manager of Tyre Works Technical Dept.																								
Mar. 2003	Executive Officer																								
Mar. 2007	Director (Senior Executive Officer)																								
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Mar. 2020	Chairman of the Board																								
Mar. 2023	Director																								
Jun. 2024	Outside Director of the Company (to present)																								
	Outside Director of JTEKT Corporation (to present)																								

7		<p>Koji Naito 63 years old (DOB: April 3, 1963)</p> <p>Tenure as Director: 1 year Number of shares owned: 1,200 Attendance at Board of Directors meetings: 14/14* Chairperson of the Nomination Advisory Committee *Since assumption of office</p>	<table border="1"> <tr><td>Reappointment</td></tr> <tr><td>Outside Director</td></tr> <tr><td>Independent Director</td></tr> </table>	Reappointment	Outside Director	Independent Director																														
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<p>Career summary, positions and areas of responsibility:</p> <table border="0"> <tr><td>Apr.</td><td>1986</td><td>Joined Ushio Inc.</td></tr> <tr><td>Oct.</td><td>2014</td><td>Executive Officer</td></tr> <tr><td>Apr.</td><td>2015</td><td>Senior Executive Officer</td></tr> <tr><td></td><td></td><td>General Manager, Light Source Business Division</td></tr> <tr><td>Apr.</td><td>2016</td><td>Managing Executive Officer</td></tr> <tr><td>Apr.</td><td>2019</td><td>Chief Executive Officer</td></tr> <tr><td>Jun.</td><td>2019</td><td>Representative Director</td></tr> <tr><td></td><td></td><td>President and Chief Executive Officer</td></tr> <tr><td>Apr.</td><td>2024</td><td>Director</td></tr> <tr><td>Jun.</td><td>2025</td><td>Outside Director of the Company (to present)</td></tr> <tr><td></td><td></td><td>Outside Director of SWCC Corporation (to present)</td></tr> </table> <p>Significant concurrent position(s): Outside Director of SWCC Corporation</p> <p>Matters concerning “Independent Directors”: The Company has notified the TSE of Koji Naito’s appointment as “Independent Director”.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Outside Director and expected roles: Koji Naito has extensive international business experience gained at a global company. As an Outside Director of the Company, he has played an important role in strengthening the Board’s supervisory functions and in ensuring and enhancing transparency and fairness in the Company’s management. We recommend the election of Mr. Naito based on our judgment that he has the ability and insight required of an Outside Director. He is expected to continue fulfilling the abovementioned role upon approval of his appointment at the Shareholders Meeting.</p> <p>Regarding agreements for limitation of liability: The Company has previously concluded an agreement with Koji Naito to the effect that liability of Directors be limited to enable Mr. Naito to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Naito if he is re-elected as Outside Director as proposed.</p>				Apr.	1986	Joined Ushio Inc.	Oct.	2014	Executive Officer	Apr.	2015	Senior Executive Officer			General Manager, Light Source Business Division	Apr.	2016	Managing Executive Officer	Apr.	2019	Chief Executive Officer	Jun.	2019	Representative Director			President and Chief Executive Officer	Apr.	2024	Director	Jun.	2025	Outside Director of the Company (to present)			Outside Director of SWCC Corporation (to present)
Apr.	1986	Joined Ushio Inc.																																		
Oct.	2014	Executive Officer																																		
Apr.	2015	Senior Executive Officer																																		
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Jun.	2019	Representative Director																																		
		President and Chief Executive Officer																																		
Apr.	2024	Director																																		
Jun.	2025	Outside Director of the Company (to present)																																		
		Outside Director of SWCC Corporation (to present)																																		

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured in the performance of their duties. The policy stipulates certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, as measures to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors are covered by this insurance as of this date and will be covered upon the approval of this proposal.

Proposal 3**Election of three (3) Directors who are Audit & Supervisory Committee Members**

The term of office will expire at the close of the Shareholders Meeting for the current three (3) Directors who are Audit & Supervisory Committee Members.


We propose the election of the following three (3) individuals for the positions of Directors who are Audit & Supervisory Committee Members.


The Company has obtained the consent of Audit & Supervisory Committee for this proposal.


No	Name	Age* ¹	Positions and Responsibilities	Attendance in FY2025	
				Board meetings	Audit & Supervisory Committee meetings
1	<div style="text-align: center;">Reappointment</div> Masato Inuga	65	Director (Full-Time Audit & Supervisory Committee Member) Chairperson of the Audit & Supervisory Committee	18/18	14/14
2	<div style="text-align: center;">Reappointment</div> Keiichi Kato <div style="text-align: center;">Outside Director</div> <div style="text-align: center;">Independent Director</div>	50	Outside Director (Audit & Supervisory Committee Member) (Tenure* ² : 6 years)	18/18	14/14
3	<div style="text-align: center;">Reappointment</div> Yukako Ikukawa <div style="text-align: center;">Outside Director</div> <div style="text-align: center;">Independent Director</div>	52	Outside Director (Audit & Supervisory Committee Member) (Tenure* ² : 3 years)	18/18	14/14

*1 Age as of the date of the Shareholders Meeting

*2 Tenure as an Outside Director who is an Audit & Supervisory Committee Member

1		<p>Masato Inuga</p> <p>65 years old (DOB: June 21, 1961)</p> <p>Tenure as Audit & Supervisory Committee Member: 3 years Number of shares owned: 7,750 Attendance at Board of Directors meetings: 18 / 18 Attendance at Audit & Supervisory Committee meetings: 14 / 14</p>	Reappointment																					
<p>Career summary, positions and areas of responsibility:</p> <table border="0"> <tr> <td style="padding-right: 10px;">Aug.</td> <td style="padding-right: 10px;">1988</td> <td>Joined the Company</td> </tr> <tr> <td>Apr.</td> <td>2009</td> <td>General Manager, PR/IR Department, Management Strategy Division</td> </tr> <tr> <td>Apr.</td> <td>2013</td> <td>General Manager, Management Planning Department</td> </tr> <tr> <td>Aug.</td> <td>2021</td> <td>Executive General Manager, Management Strategy Headquarters</td> </tr> <tr> <td>Apr.</td> <td>2022</td> <td>Audit & Supervisory Committee Office</td> </tr> <tr> <td>Jun.</td> <td>2023</td> <td>Corporate Auditor of Hokkaido GLORY Co., Ltd. (to present) Director (Full-Time Audit & Supervisory Committee Member) of the Company (to present)</td> </tr> <tr> <td>Jun.</td> <td>2025</td> <td>Corporate Auditor of GLORY Products Ltd. (to present)</td> </tr> </table> <p>Significant concurrent position(s):</p> <p>Corporate Auditor of Hokkaido GLORY Co., Ltd. Corporate Auditor of GLORY Products Ltd.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Director who is an Audit & Supervisory Committee Member:</p> <p>Masato Inuga has accumulated considerable knowledge and skills in the areas of the Group's business management through his experiences as Executive General Manager of Management Strategy Headquarters and Corporate Auditor of the Company's subsidiaries. Mr. Inuga has played an important role as a Director who is an Audit & Supervisory Committee Member, in ensuring legitimacy and adequacy in the Company's business management.</p> <p>We recommend the election of Mr. Inuga based on our judgement that he has the experience and ability required of a Director (Audit & Supervisory Committee Member), whose role is to supervise and audit the Company's business management.</p>				Aug.	1988	Joined the Company	Apr.	2009	General Manager, PR/IR Department, Management Strategy Division	Apr.	2013	General Manager, Management Planning Department	Aug.	2021	Executive General Manager, Management Strategy Headquarters	Apr.	2022	Audit & Supervisory Committee Office	Jun.	2023	Corporate Auditor of Hokkaido GLORY Co., Ltd. (to present) Director (Full-Time Audit & Supervisory Committee Member) of the Company (to present)	Jun.	2025	Corporate Auditor of GLORY Products Ltd. (to present)
Aug.	1988	Joined the Company																						
Apr.	2009	General Manager, PR/IR Department, Management Strategy Division																						
Apr.	2013	General Manager, Management Planning Department																						
Aug.	2021	Executive General Manager, Management Strategy Headquarters																						
Apr.	2022	Audit & Supervisory Committee Office																						
Jun.	2023	Corporate Auditor of Hokkaido GLORY Co., Ltd. (to present) Director (Full-Time Audit & Supervisory Committee Member) of the Company (to present)																						
Jun.	2025	Corporate Auditor of GLORY Products Ltd. (to present)																						

2		<p>Keiichi Kato</p> <p>50 years old (DOB: December 23, 1975)</p> <p>Tenure as Audit & Supervisory Committee Member: 6 years Number of shares owned: 4,000 Attendance at Board of Directors meetings: 18/18 Attendance at Audit & Supervisory Committee meetings: 14/14</p>	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div>															
<p>Career summary, positions and areas of responsibility:</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 10%;">Oct.</td> <td style="width: 10%;">2003</td> <td>Registered as Attorney-at-law Joined Harima Law Office</td> </tr> <tr> <td>Jan.</td> <td>2009</td> <td>Attorney-at-law and Partner of Harima Law Office (to present)</td> </tr> <tr> <td>Jun.</td> <td>2018</td> <td>Outside Corporate Auditor of Sanyo Color Works Ltd. (to present)</td> </tr> <tr> <td>Jun.</td> <td>2019</td> <td>Outside Audit & Supervisory Board Member of the Company</td> </tr> <tr> <td>Jun.</td> <td>2020</td> <td>Outside Director (Audit & Supervisory Committee Member) (to present)</td> </tr> </table> <p>Significant concurrent position(s): Attorney-at-law and Partner of Harima Law Office</p> <p>Matters concerning “Independent Directors”: The Company has notified the TSE of Keiichi Kato’s appointment as “Independent Director”.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Outside Director (Audit & Supervisory Committee Member) and expected roles:</p> <p>Keiichi Kato possesses highly specialized knowledge as an attorney-at-law and experience as outside corporate auditor at another company, while he has never engaged in corporate management other than by assuming the position of outside director or outside audit & supervisory board member. Mr. Kato has played an important role as Outside Director who is an Audit & Supervisory Committee Member in ensuring legitimacy and adequacy in the Company’s business management.</p> <p>We recommend the election of Mr. Kato based on our judgment that he has sufficient experience and ability required of an Outside Director (Audit & Supervisory Committee Member), whose role is supervising and auditing from an independent standpoint. Mr. Kato is expected to continue fulfilling the abovementioned roles upon approval of his appointment at the Shareholders Meeting.</p> <p>Regarding agreements for limitation of liability:</p> <p>The Company has previously concluded an agreement with Keiichi Kato to the effect that liability of Directors be limited, to enable Mr. Kato to perform his expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Kato if he is re-elected as Outside Director who is an Audit & Supervisory Committee Member as proposed.</p>				Oct.	2003	Registered as Attorney-at-law Joined Harima Law Office	Jan.	2009	Attorney-at-law and Partner of Harima Law Office (to present)	Jun.	2018	Outside Corporate Auditor of Sanyo Color Works Ltd. (to present)	Jun.	2019	Outside Audit & Supervisory Board Member of the Company	Jun.	2020	Outside Director (Audit & Supervisory Committee Member) (to present)
Oct.	2003	Registered as Attorney-at-law Joined Harima Law Office																
Jan.	2009	Attorney-at-law and Partner of Harima Law Office (to present)																
Jun.	2018	Outside Corporate Auditor of Sanyo Color Works Ltd. (to present)																
Jun.	2019	Outside Audit & Supervisory Board Member of the Company																
Jun.	2020	Outside Director (Audit & Supervisory Committee Member) (to present)																

3		<p>Yukako Ikukawa</p> <p>52 years old (DOB: April 20, 1974)</p> <p>Tenure as Audit & Supervisory Committee Member: 3 years Number of shares owned: 400 Attendance at Board of Directors meetings: 18/18 Attendance at Audit & Supervisory Committee meetings: 14/14</p>	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">Independent Director</div>
<p>Career summary, positions and areas of responsibility:</p> <p>Apr. 1997 Joined ORIX Corporation</p> <p>Jun. 1998 Joined Saito Accounting Office</p> <p>Sep. 2001 Joined Tadashi Furumoto Certified Public Accounting and Tax Office (now Deloitte Tohmatsu Tax Co.)</p> <p>Mar. 2003 Registered as Certified Public Tax Accountant</p> <p>Jul. 2012 Director of Tohmatsu Tax Co. (now Deloitte Tohmatsu Tax Co.)</p> <p>Oct. 2015 Representative of Yukako Ikukawa Tax Accounting Office (to present)</p> <p>Dec. 2015 Outside Company Auditor of Toa Valve Engineering Inc. (now TVE Co., Ltd.)</p> <p>Dec. 2016 Outside Director (Audit and Supervisory Committee Member) of Toa Valve Engineering Inc. (now TVE Co., Ltd.)</p> <p>Mar. 2019 Outside Audit & Supervisory Board Member of Earth Corporation (to present)</p> <p>Jun. 2023 Outside Director (Audit & Supervisory Committee Member) of the Company (to present)</p> <p>Significant concurrent position(s):</p> <p>Representative of Yukako Ikukawa Tax Accounting Office Outside Audit & Supervisory Board Member of Earth Corporation</p> <p>Matters concerning “Independent Directors”:</p> <p>The Company has notified the TSE of Yukako Ikukawa’s appointment as “Independent Director”.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as Outside Director (Audit & Supervisory Committee Member) and expected roles:</p> <p>Yukako Ikukawa has a high level of expertise as a tax accountant and extensive experience as an outside director (audit & supervisory committee member) and audit & supervisory board member at other companies, while she has never engaged in corporate management other than as an outside director or an outside audit & supervisory board member. Ms. Ikukawa has played an important role as Outside Director who is an Audit & Supervisory Committee Member in ensuring legitimacy and adequacy in the Company’s business management.</p> <p>We recommend the election of Ms. Ikukawa based on our judgement that she has the experience and ability required of an Outside Director (Audit & Supervisory Committee Member), whose role is to supervise and audit the Company’s business management from an objective standpoint. Ms. Ikukawa is expected to continue fulfilling the abovementioned roles upon approval of her appointment at the Shareholders Meeting.</p> <p>Regarding agreements for limitation of liability:</p> <p>The Company has previously concluded an agreement with Yukako Ikukawa to the effect that liability of Directors be limited, to enable Ms. Ikukawa to perform her expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Ms. Ikukawa if she is re-elected as Outside Director who is an Audit & Supervisory Committee Member as proposed.</p>			

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured in the performance of their duties. The policy stipulates certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, as measures to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors are covered by this insurance as of this date and will be covered upon the approval of this proposal.

(Reference for Proposals 2 and 3)**Skills matrix of the Company's Board of Directors after the Shareholders Meeting**

Under the rapid changes in the global business environment, the Company acknowledges the importance of ensuring the balance and diversity of our Directors' knowledge, experience, and abilities.

The Company therefore ensures the balance of the Board by including the Directors with the following roles and responsibilities to achieve sustainable growth of the Group and to improve its corporate value over the medium to long term, while remaining adaptable and flexible to changes:

- Executive Directors who have extensive knowledge of the Group's business activities in Japan and overseas
- Outside Directors who make pertinent proposals and provide sound management advice from a wide range of perspectives
- Directors who are Audit & Supervisory Committee Members and are responsible for the audits and supervision of the execution of duties by Directors, etc.

The following table shows the composition of the Board and the major knowledge, experiences, and abilities offered by the Directors upon the approval of Proposals 2 and 3.

Name/Position	Corporate Management	Domestic Business	Development /Production	Technology /DX	HR	Legal/Risk Management	Accounting /Finance	Sustainability	International Experience /Overseas Business Experience
Motozumi Miwa Chairman of the Board & Representative Director	•	•			•	•	•	•	•
Akihiro Harada President & Representative Director	•	•	•	•	•				•
Hideo Onoe Executive Vice President & Director	•	•	•	•					•
Tomoko Fujita Director	•				•	•	•		•
Ian Jordan* Outside Director	•			•	•		•	•	•
Ikuji Ikeda* Outside Director	•		•					•	•
Koji Naito* Outside Director	•		•					•	•
Masato Inuga Director (Full-Time Audit & Supervisory Committee Member)	•	•				•			
Keiichi Kato* Outside Director (Audit & Supervisory Committee Member)						•			
Yukako Ikukawa* Outside Director (Audit & Supervisory Committee Member)							•		

*Independent Director

Proposal 4**Election of two (2) Substitute Directors who are Audit & Supervisory Committee Members**

To prepare for the event that the number of Audit & Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of substitute Directors who are Audit & Supervisory Committee Members in advance as below.

The order of priority to assume the office of Director who is an Audit & Supervisory Committee Member will be Nobuhiro Omori, followed by Tomoe Imado. If the position of Outside Director becomes vacant, however, Tomoe Imado will assume the position, as Nobuhiro Omori does not meet the requirements for an Outside Director.

The condition for Mr. Omori or Ms. Imado to assume his/her office is that the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations. The term of office will be the remaining term of the retired Director.


If approved, this resolution will remain in effect until the commencement of the Ordinary General Meeting of Shareholders for the last business year which ends within two years from the time of their election, in accordance with the Company's Articles of Incorporation.


The election of Mr. Omori and Ms. Imado may be revoked by a resolution of the Board with the consent of the Audit & Supervisory Committee, provided that such revocation is made before the assumption of office.

The Company has obtained the consent of the Audit & Supervisory Committee for this proposal.

No	Name	Age*	Position
1	Nobuhiro Omori	58	— (General Manager of Accounting Department, Finance Headquarters of the Company)
2	Tomoe Imado Outside Director Independent Director	51	—

*Age as of the date of the Shareholders Meeting

1		<p>Nobuhiro Omori 58 years old (DOB: May 28, 1968) Number of shares owned: 1,460</p>
<p>Career summary, positions and areas of responsibility:</p> <ul style="list-style-type: none">Apr. 1991 Joined the CompanyOct. 1992 Assigned to Accounting DepartmentMay 2001 Seconded to GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)Apr. 2011 Corporate Auditor of GLORY Denshi Kogyo (Suzhou) Ltd.Apr. 2017 General Manager of Accounting Department, Finance Headquarters of the Company (to present)Jun. 2019 Corporate Auditor of FueTrek Co., Ltd. (now AI, Inc.)Jun. 2021 Director (Audit & Supervisory Committee Member) of FueTrek Co., Ltd. (now AI, Inc.)Jun. 2022 Corporate Auditor of GLORY Service Co., Ltd.Jan. 2023 Corporate Auditor of Glory Software Vietnam Co., Ltd.Jun. 2024 Director of GLORY (PHILIPPINES), INC. (to present) <p>Significant concurrent position(s): None</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as substitute Director who is an Audit & Supervisory Committee Member:</p> <p>Nobuhiro Omori has accumulated considerable knowledge in the fields of finance and accounting through his experiences as General Manager of the Accounting Department, etc. and has experiences as Corporate Auditor of the Group in Japan and overseas. We recommend the election of Mr. Omori based on our judgment that he has the experience and ability required of a Director who is an Audit & Supervisory Committee Member, whose role is to audit and supervise the Company's business management.</p>		

2		<p>Tomoe Imado</p> <p>51 years old (DOB: March 3, 1975)</p> <p>Number of shares owned: 0</p> <p><small>*The registered name is Tomoe Yamasaki.</small></p>	<table border="1" style="margin-bottom: 5px;"> <tr><td style="text-align: center;">Outside Director</td></tr> </table> <table border="1"> <tr><td style="text-align: center;">Independent Director</td></tr> </table>	Outside Director	Independent Director
Outside Director					
Independent Director					
<p>Career summary, positions and areas of responsibility:</p> <p>Oct. 2003 Registered as Attorney-at-law Joined Mori Hamada & Matsumoto</p> <p>Apr. 2008 International Legal Affairs Bureau, Ministry of Foreign Affairs</p> <p>Jul. 2010 Joined Okuno & Partners</p> <p>Jan. 2019 Attorney-at-law and Partner of Miura & Partners (to present)</p> <p>Jul. 2019 Outside Audit & Supervisory Board Member of OneBe, Inc.</p> <p>Jun. 2020 Outside Director of ZENKOKU HOSHO Co., Ltd (to present)</p> <p>Jun. 2022 Outside Director of KANADEN CORPORATION (to present)</p> <p>Oct. 2023 Executive Director of Governance Innovation, Tokyo Medical and Dental University (now Institute of Science Tokyo)</p> <p>Oct. 2024 Executive Director of Legal Affairs, Institute of Science Tokyo (to present)</p> <p>Significant concurrent position(s): Attorney-at-law and Partner of Miura & Partners Outside Director of ZENKOKU HOSHO Co., Ltd Outside Director of KANADEN CORPORATION</p> <p>Matters concerning “Independent Directors”: The Company plans to notify the TSE of Tomoe Imado’s appointment as “Independent Director” if she assumes her position as a Director who is an Audit & Supervisory Committee Member.</p> <p>Special interest between the candidate and the Company: None</p> <p>Reasons for recommending the candidate as substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles: Tomoe Imado possesses highly specialized knowledge as an attorney-at-law and experience as director or audit & supervisory board member at other companies, while she has never engaged in corporate management other than as an outside director or an outside audit & supervisory board member. We recommend the election of Ms. Imado based on our judgment that she has the ability and insight required of an Outside Director (Audit & Supervisory Committee Member), whose role is to audit and supervise from an independent standpoint. Upon assuming the office of Outside Director who is an Audit & Supervisory Committee Member, Ms. Imado is expected to fulfill her role in strengthening the Board’s supervisory functions and in ensuring legitimacy and adequacy in the Company’s management.</p> <p>Regarding agreements for limitation of liability: The Company will conclude an agreement with Tomoe Imado to the effect that liability of Director be limited upon approval of her election and upon assumption of office of a Director who is an Audit & Supervisory Committee Member, to enable Ms. Imado to fully perform her expected role as an Outside Director. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act.</p>					

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured in the performance of their duties. The policy stipulates certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, as measures to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance under the same terms and conditions, upon resolution of the Board made prior to the expiration of the insurance period.
- If this proposal is approved, the candidates will be covered by the insurance upon commencement of his/her office of Director who is an Audit & Supervisory Committee Member. To note, Nobuhiro Omori has already been covered by the insurance as a director of the Company's subsidiary and management-level employee of the Company.

(Reference for Proposals 2, 3 and 4)

Independence Standards for Independent Outside Directors

Independent outside directors must not be under any of the following.

1. Any person who is currently, or at any point in the past ten years has been, an executive of the Company or any of its subsidiaries.
2. Any person who is a major client or supplier*¹ of the Company or for whom the Company is a major client or supplier (or any executing person of the said major client or supplier if the client or supplier is a legal entity).
3. Any consultant, accounting or legal professional who receives a large amount*² of monetary consideration or any other property from the Company besides compensation as a director (or a person belonging thereto if the consultant, accounting or legal professional is a legal entity).
4. Any person who receives a large amount*² of financial contributions or support from the Company (or a person belonging thereto if the person is a legal entity).
5. Any person who is a major shareholder of the Company (or any executive of the said major shareholder if the shareholder is a legal entity).
6. Any person who has fallen under any of 2. through 5. above in the past three years.
7. A spouse or any family member within the second degree of kinship of any person (excluding those not in material positions*³) listed in 1. through 5. above.

*¹ (i) A client or supplier with whom the Company's average transaction value for the past three business years exceeds 2% of the consolidated revenue of the most recent business year of the Company or the client or supplier; or

(ii) A financial institution from which the Company is borrowing money and from which the average of the amount borrowed by the Company as of the last day of the past three business years exceeds 2% of the consolidated total assets as of the last day of the most recent business year of the Company.

*² The average amount received during the past three business years exceeds (i) 10 million yen in the case of individuals or (ii) 2% of the gross revenue of the most recent business year of the said legal entity in case of a legal entity.

*³ "Material positions" means directors, audit & supervisory board members, executive officers or employees with senior management positions (such as division heads).

-End-