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Securities Code: 6463

June 8, 2026

(Start date of measures for electronic provision: June 1, 2026)

To our shareholders:

Goji Fujishiro  
Representative Director, Chairman & CEO  
**TPR Co., Ltd.**  
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

## Notice of the 93rd Annual General Meeting of Shareholders

We are pleased to announce the 93rd Annual General Meeting of Shareholders (the “Meeting”) of TPR Co., Ltd. (the “Company”), which will be held as indicated below.

In convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for electronic provision measures) in electronic format, and posts this information on the Company’s website. Please access the following websites to check.

The Company’s website: <https://www.tpr.co.jp/ir/stock/meeting/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6463/teiji/> (in Japanese)

In addition to the Company’s website, the items for electronic provision measures are also posted on the website of Tokyo Stock Exchange (TSE), so please check from the following.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “TPR” in “Issue name (company name)” or the Company’s securities code “6463” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend on the day of the meeting, you can exercise your voting rights via postal mail or the internet, etc. in advance, so please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by no later than Monday, June 22, 2026, at 5:10 p.m. (JST).

[When exercising voting rights via the internet, etc.]

When exercising your voting rights online, please refer to “Information on Exercising Your Voting Rights via the Internet, etc.” below (in Japanese only).

[When exercising voting rights in writing (via postal mail)]

Please indicate your approval or disapproval of the proposal on the voting form and return it so that it arrives by the deadline stated above.

1. **Date and Time:** Tuesday, June 23, 2026, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
2. **Venue:** Grand Hall, the Industry Club of Japan Building 3rd floor  
1-4-6, Marunouchi, Chiyoda-ku, Tokyo

**3. Purpose of the Meeting**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 93rd fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. The Non-Consolidated Financial Statements for the 93rd fiscal year (from April 1, 2025 to March 31, 2026)

**Matters to be resolved:**

**Proposal No. 1** Election of Eight Directors

**Proposal No. 2** Election of Two Audit & Supervisory Board Members

**4. Determined Matters for Convocation**

- (1) If there is no indication of approval or disapproval for the proposal when you exercise voting rights in writing (via postal mail), it will be treated as an indication of approval.
  - (2) In addition, if you exercise your voting rights multiple times via the internet, etc., we will treat the last exercise as the valid exercise of your voting rights.
  - (3) If you exercise your voting rights both in writing and via the internet, etc., we will treat the exercise of your voting rights via the internet, etc. as valid, irrespective of the arrival date and time.
- When you attend the Meeting in person, you are kindly requested to present the voting form at the reception.
  - If revisions to the items for electronic provision measures arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned individual websites on the internet.
  - Shareholders who have made a request for documentary delivery will be sent a document that describes the items for electronic provision measures. However, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the document will exclude the following items:
    - i. “Company frameworks and policies” of the Business Report
    - ii. “Notes to the Consolidated Financial Statements”
    - iii. “Notes to the Non-Consolidated Financial Statements”
- Therefore, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements stated in the relevant document are part of the documents audited by the financial auditor and the Audit & Supervisory Board Members when preparing the audit report.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Election of Eight Directors

At the conclusion of the Meeting, the terms of office of all ten Directors will expire. Therefore, in order to strengthen the oversight function of management within the Board of Directors by increasing the ratio of outside Directors, the Company proposes the election of eight Directors by reducing the number of Directors by two. Appointment of the candidates for the Directors were made with the report submitted by the Nominating and Remuneration Committee, in which independent outside Directors make up a majority of the members.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	Responsibility in the Company, and significant concurrent positions outside the Company	
1	Goji Fujishiro	Representative Director, Chairman & CEO	Chairman of the Board of FALTEC Co., Ltd.	Reelection Male
2	Koji Owa	President & COO		New election Male
3	Hiroshi Suehiro	Representative Director	Director of FALTEC Co., Ltd.	Reelection Male
4	Hideki Tsukamoto	Director Managing Executive Officer	Head of Sales & Marketing, Head of Purchasing	Reelection Male
5	Toshihisa Kato	Director	—	Reelection Male Outside Independent
6	Kanako Osawa	Director	Attorney at law Outside Director (Audit & Supervisory Committee Member) of LINTEC Corporation Outside Audit & Supervisory Board Member of Otsuka Holdings Co., Ltd. Outside Audit & Supervisory Board Member of Toshiba Tec Corporation	Reelection Female Outside Independent
7	Kenji Muneto	Director	Management consultant Outside Director of EcoDesign, Inc.	Reelection Male Outside Independent
8	Kanako Fukuda		—	New election Female Outside Independent

Candidate No.	Name	Career summary, position and responsibility in the Company	
1	<p style="text-align: center;"><b>Goji Fujishiro</b></p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Male</p> <p style="text-align: center;"><b>Date of birth:</b> January 5, 1965</p> <p style="text-align: center;"><b>Number of shares of the Company held:</b> 22,050</p> <p style="text-align: center;"><b>Number of years in office:</b> 2 years</p> <p style="text-align: center;"><b>Attendance at Board of Directors meetings:</b> 16/16</p>	Apr. 1987	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		Apr. 2015	Executive Officer and General Manager of Executive Secretariat of Mizuho Financial Group, Inc.
		Apr. 2016	Managing Executive Officer in charge of Sales of Mizuho Bank Ltd.
		Apr. 2018	Managing Executive Officer and Head of Global Products Unit of Mizuho Financial Group, Inc.
		Apr. 2019	Managing Executive Officer, Head of Asset Management Company and Head of Global Products Unit
		Apr. 2020	Senior Managing Executive Officer in charge of West Japan of Mizuho Bank Ltd.
		Apr. 2021	Deputy President & Executive Officer in charge of West Japan
		May 2021	Deputy President & Executive Officer in charge of West Japan and Head of Kansai Regional Group
		June 2023	Deputy President and Executive Officer of the Company
		Apr. 2024	Deputy President and Executive Officer Head of Overseas Operations
		June 2024	Director of FALTEC Co., Ltd. Director, Deputy President and Executive Officer of the Company (Head of Overseas Operations)
		Apr. 2025	Representative Director, Deputy President and Executive Officer of the Company
		<b>Apr. 2026</b>	<b>Chairman of the Board of FALTEC Co., Ltd. (current position)</b> <b>Representative Director, Chairman &amp; CEO of the Company (current position)</b>
<b>Significant concurrent positions outside the Company</b>		Chairman of the Board of FALTEC Co., Ltd.	
<b>Reasons for nomination as candidate for Director</b>		Goji Fujishiro has abundant management experience and broad knowledge in various areas such as banking and finance after holding the executive positions in other companies over the long term. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.	

Candidate No.	Name	Career summary, position and responsibility in the Company	
2	<p><b>Koji Owa</b></p> <p><u>New election</u></p> <p><u>Male</u></p> <p><b>Date of birth:</b> December 24, 1969</p> <p><b>Number of shares of the Company held:</b> 7,464</p> <p><b>Number of years in office:</b> —</p> <p><b>Attendance at Board of Directors meetings:</b> —</p>	<p>Apr. 1990</p> <p>June 2014</p> <p>June 2017</p> <p>Apr. 2021</p> <p>Apr. 2023</p> <p><b>Apr. 2026</b></p>	<p>Joined the Company</p> <p>General Manager of Production Engineering Department of Nagano Plant</p> <p>Seconded as General Manager (and President) of United Piston Ring, Inc., Overseas Operations DEPT. No.1</p> <p>General Manager of Nagano Plant</p> <p>Executive Officer (Head of Production (Piston Ring))</p> <p><b>President &amp; COO (current position)</b></p>
	<p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>		
	<p><b>Reasons for nomination as candidate for Director</b></p> <p>Koji Owa has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's production departments over many years. Accordingly, the Company proposes to nominate him as a candidate to serve as Director.</p>		

Candidate No.	Name	Career summary, position and responsibility in the Company	
3	<p style="text-align: center;"><b>Hiroshi Suehiro</b></p> <p style="text-align: center;">Reelection Male</p> <p style="text-align: center;"><b>Date of birth:</b> September 11, 1958</p> <p style="text-align: center;"><b>Number of shares of the Company held:</b> 66,902</p> <p style="text-align: center;"><b>Number of years in office:</b> 8 years</p> <p style="text-align: center;"><b>Attendance at Board of Directors meetings:</b> 16/16</p>	Apr. 1981	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		Apr. 2008	Executive Officer, General Manager of Corporate Banking Division No. 7 of Mizuho Corporate Bank, Ltd.
		Apr. 2011	Managing Executive Officer, Head of Asia & Oceania
		Apr. 2014	Managing Executive Officer, Head of the Americas of Mizuho Bank, Ltd.
		Apr. 2015	Senior Managing Executive Officer, Head of the Americas
		Apr. 2017	Deputy President & Senior Executive Officer, Head of the Americas of Mizuho Financial Group, Inc.
		Apr. 2017	Deputy President & Executive Officer, Head of the Americas of Mizuho Bank, Ltd.
		May 2018	Deputy President and Executive Officer of the Company
		June 2018	Director, Deputy President and Executive Officer
		June 2019	Chairman of the Board of FALTEC Co., Ltd.
		June 2019	Representative Director, Chairman & CEO of the Company
		Apr. 2021	Director of FALTEC Co., Ltd.
		June 2024	Chairman of the Board of FALTEC Co., Ltd.
Apr. 2026	<b>Director of FALTEC Co., Ltd. (current position)</b> <b>Representative Director of the Company (current position)</b>		
<b>Significant concurrent positions outside the Company</b> Director of FALTEC Co., Ltd.			
<b>Reasons for nomination as candidate for Director</b> Hiroshi Suehiro has abundant management experience and broad knowledge in various areas such as banking and finance due to having served as Representative Director, Chairman & CEO of the Company after holding the executive positions in other companies over the long term. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.			

Candidate No.	Name	Career summary, position and responsibility in the Company	
4	<p><b>Hideki Tsukamoto</b></p> <p><input type="checkbox"/> Reelection</p> <p><input type="checkbox"/> Male</p> <p><b>Date of birth:</b> April 2, 1967</p> <p><b>Number of shares of the Company held:</b> 15,400</p> <p><b>Number of years in office:</b> 1 year</p> <p><b>Attendance at Board of Directors meetings:</b> 13/13</p>	<p>Apr. 1990</p> <p>June 2014</p> <p>June 2017</p> <p>July 2017</p> <p>June 2019</p> <p>Apr. 2020</p> <p>Apr. 2025</p> <p><b>June 2025</b></p>	<p>Joined the Company</p> <p>General Manager of Nagoya Sales Office</p> <p>General Manager of Corporate Planning Department</p> <p>General Manager of Corporate Planning Department, and General Manager of New Business Planning Department</p> <p>Executive Officer, General Manager of Corporate Planning Department, and General Manager of New Business Planning Department</p> <p>Executive Officer (Head of New Business Planning &amp; Development)</p> <p>Managing Executive Officer (Head of Sales &amp; Marketing, Head of Purchasing)</p> <p><b>Director, Managing Executive Officer (current position)</b> <b>Head of Sales &amp; Marketing, Head of Purchasing</b></p>
	<p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>		
	<p><b>Reasons for nomination as candidate for Director</b></p> <p>Hideki Tsukamoto has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's sales and new business development departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.</p>		

Candidate No.	Name	Career summary, position and responsibility in the Company	
5	<p style="text-align: center;"><b>Toshihisa Kato</b></p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Male</p> <p style="text-align: center;">Outside</p> <p style="text-align: center;">Independent</p> <p><b>Date of birth:</b> November 25, 1953</p> <p><b>Number of shares of the Company held:</b> 10,876</p> <p><b>Number of years in office:</b> 7 years</p> <p><b>Attendance at Board of Directors meetings:</b> 16/16</p>	Apr. 1978	Joined Ajinomoto Co., Inc.
		July 1996	Associate General Manager of Central Research Laboratories
		July 1998	Associate General Manager of Research and Development Department
		July 2000	General Manager of Production Division No. 1 of Tokai Plant
		Apr. 2005	General Manager of Fine Chemical & Pharmaceutical Industrialization Center
		July 2006	General Manager of Tokai Plant
		July 2007	Corporate Executive Officer, General Manager of Tokai Plant
		July 2009	Corporate Executive Officer, General Manager of AOC Department, Bioscience Products & Fine Chemicals Division
		Oct. 2010	Corporate Executive Officer, General Manager of Material Development & Application Labs, Bioscience Products & Fine Chemicals Division
		July 2011	Corporate Vice President, Deputy Chief Technology Officer
	In charge of Open Innovation Affairs and Intellectual Property Affairs		
July 2013	Corporate Vice President, General Manager of Institute For Innovation		
July 2017	Advisor		
<b>June 2019</b>	<b>Outside Director of the Company (current position)</b>		
<b>Significant concurrent positions outside the Company</b> —			
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Toshihisa Kato has experience of having held important positions in operating companies over many years, and has experience in corporate management, and the Company has therefore deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
6	<p style="text-align: center;"><b>Kanako Osawa</b></p> <p style="text-align: center;"> <input type="checkbox"/> Reelection  <input type="checkbox"/> Female  <input type="checkbox"/> Outside  <input type="checkbox"/> Independent </p> <p style="text-align: center;"> <b>Date of birth:</b>  December 22, 1970 </p> <p style="text-align: center;"> <b>Number of shares of the Company held:</b>  7,076 </p> <p style="text-align: center;"> <b>Number of years in office:</b>  5 years </p> <p style="text-align: center;"> <b>Attendance at Board of Directors meetings:</b>  16/16 </p>	<p>Mar. 1998</p> <p>Apr. 1998</p> <p><b>Apr. 1998</b></p> <p>Oct. 2005</p> <p><b>June 2015</b></p> <p><b>June 2021</b></p> <p><b>Mar. 2022</b></p> <p><b>June 2022</b></p>	<p>Graduated from Legal Training and Research Institute of Japan (the 50th Class), Supreme Court of Japan</p> <p>Registered as an attorney at law</p> <p><b>Joined Kajitani Law Offices (current position)</b></p> <p>Admitted to the bar of the State of New York, USA</p> <p><b>Outside Director (Audit &amp; Supervisory Committee Member) of LINTEC Corporation (current position)</b></p> <p><b>Outside Director of the Company (current position)</b></p> <p><b>Outside Audit &amp; Supervisory Board Member of Otsuka Holdings Co., Ltd. (current position)</b></p> <p><b>Outside Audit &amp; Supervisory Board Member of Toshiba Tec Corporation (current position)</b></p>
	<p><b>Significant concurrent positions outside the Company</b></p> <p>Attorney at law</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of LINTEC Corporation</p> <p>Outside Audit &amp; Supervisory Board Member of Otsuka Holdings Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member of Toshiba Tec Corporation</p>		
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Although she does not have experience of being involved in corporate management directly by any method other than being an outside officer in the past, Kanako Osawa has been active in a wide range of fields as an attorney at law and has cultivated expert knowledge and experience. The Company has therefore deemed that she will appropriately execute her duties as outside Director of the Company. Accordingly, the Company proposes to nominate her as a candidate to continue serving as Director. If she is elected, she will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
7	<p style="text-align: center;"><b>Kenji Muneto</b></p> <p style="text-align: center;">Reelection Male Outside Independent</p> <p><b>Date of birth:</b> June 1, 1961</p> <p><b>Number of shares of the Company held:</b> 4,326</p> <p><b>Number of years in office:</b> 3 years</p> <p><b>Attendance at Board of Directors meetings:</b> 16/16</p>	<p>Apr. 1985</p> <p>Apr. 2004</p> <p>Apr. 2007</p> <p>Apr. 2009</p> <p>Aug. 2013</p> <p>June 2021</p> <p>Sept. 2021</p> <p>June 2023</p> <p>Apr. 2026</p>	<p>Joined Diesel Kiki Co., Ltd.</p> <p>General Manager, Business Planning Department, Sales Division, Head Office of Bosch Automotive Systems Corporation</p> <p>General Manager, No. 2 Sales Department, Fuel Injection System Unit of Bosch Corporation</p> <p>Executive Officer, Fuel Injection System Unit, General Manager of Sales Division</p> <p>Senior Managing Executive Officer, and President of Bosch Fuel Injection Business Japan Division</p> <p>Retired from Bosch Corporation</p> <p><b>Management consultant (current position)</b></p> <p><b>Outside Director of the Company (current position)</b></p> <p><b>Outside Director of EcoDesign, Inc. (current position)</b></p>
<p><b>Significant concurrent positions outside the Company</b></p> <p>Management consultant Outside Director of EcoDesign, Inc.</p>			
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Kenji Muneto has experience of having held important positions in operating companies over many years, and has experience in corporate management, and the Company has therefore deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
8	<p><b>Kanako Fukuda</b></p> <p><input type="checkbox"/> New election</p> <p><input type="checkbox"/> Female</p> <p><input type="checkbox"/> Outside</p> <p><input type="checkbox"/> Independent</p> <p><b>Date of birth:</b> (June 29, 1965)</p> <p><b>Number of shares of the Company held:</b> 0</p> <p><b>Number of years in office:</b> —</p> <p><b>Attendance at Board of Directors meetings:</b> —</p>	<p>Apr. 1988</p> <p>Apr. 2013</p> <p>Apr. 2016</p> <p>Apr. 2019</p> <p>Apr. 2020</p> <p>Apr. 2021</p> <p>Apr. 2024</p> <p>Apr. 2026</p>	<p>Joined Sumitomo Chemical Co., Ltd.</p> <p>General Manager, CSR Promotion Office (Social Contribution and Disaster Recovery Support), Sumitomo Chemical Co., Ltd.</p> <p>General Manager, CSR Promotion Department, Sumitomo Chemical Co., Ltd.</p> <p>Director and General Manager, CSR Promotion Department, Sumitomo Chemical Co., Ltd.</p> <p>Executive Officer of Sumitomo Chemical Co., Ltd., and Vice President of Sumitomo Chemical Europe S.A./N.V.</p> <p>Executive Officer of Sumitomo Chemical Co., Ltd., and President of Sumitomo Chemical Europe S.A./N.V.</p> <p>Managing Executive Officer, General Manager of Sustainability Department, Sumitomo Chemical Co., Ltd.</p> <p><b>Advisor, Sumitomo Chemical Co., Ltd. (current position)</b></p>
<p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>			
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Kanako Fukuda has experience of having held important positions in operating companies over many years, as well as abundant experience and broad knowledge in CSR and sustainability promotion. The Company has therefore deemed that she will appropriately execute her duties as outside Director, and proposes to nominate her as a candidate for Director. If she is elected, she will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Toshihisa Kato, Kanako Osawa, Kenji Muneto, and Kanako Fukuda are candidates for outside Director. The Company has provided notice of the statuses of Toshihisa Kato, Kanako Osawa, and Kenji Muneto as independent officers to the Tokyo Stock Exchange. If Kanako Fukuda is elected, the Company plans to provide notice of her status as an independent officer to the Tokyo Stock Exchange.
  3. The Company has entered into limited liability agreements of damages with Toshihisa Kato, Kanako Osawa, and Kenji Muneto in order to enable them to adequately perform the expected role as outside Director, and plans to continue this agreement with them if their election is approved. If Kanako Fukuda is elected, the Company plans to newly enter into an agreement with her.  
The outline of the agreement is as follows:
    - If the Company incurs damage as a result of the failure of the outside Director to perform his/her duties, as long as the outside Director performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Director shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.
  4. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in 3. "Matters Concerning Company Officers" of the Business Report (Japanese). If the election of the candidates for Director is approved, they will be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

## Proposal No. 2 Election of Two Audit & Supervisory Board Members

The Company stipulates in its Articles of Incorporation that the upper limit of Audit & Supervisory Board Members is five. At the conclusion of the Meeting, the terms of office of Yutaka Sukegawa and Shinya Tanaka will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members. Furthermore, the consent of the Audit & Supervisory Board has been obtained for this proposal. The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Career summary, position in the Company	
1	<b>Shinichi Manabe</b>	Apr. 1986	Joined The Yasuda Mutual Life Insurance Company
	<input type="checkbox"/> New election	Apr. 2005	Corporate Sales General Manager, Corporate Sales Department II, Public Corporations Division IV, Meiji Yasuda Life Insurance Company
	<input type="checkbox"/> Male	Apr. 2009	Corporate Sales General Manager, South Kyushu Corporate Sales Department, Kyushu & Okinawa Public Corporations Division, Meiji Yasuda Life Insurance Company
	<input type="checkbox"/> Outside	Apr. 2012	General Manager, Kinki Public Corporations Department II, Kinki Public Corporations Division, Meiji Yasuda Life Insurance Company
	<input type="checkbox"/> Independent	Apr. 2015	Internal Audit Officer, Internal Audit Department, Meiji Yasuda Life Insurance Company
	<b>Date of birth:</b> (September 1, 1962)	Apr. 2017	General Manager, Osaka Public Corporations Division, Meiji Yasuda Life Insurance Company
	<b>Number of shares of the Company held:</b> 0	Apr. 2021	General Manager, Hokkaido & Tohoku Public Corporations Division, Meiji Yasuda Life Insurance Company
	<b>Number of years in office:</b> —	<b>Apr. 2024</b>	<b>Seconded to Meiji Yasuda Life Planning Center Co., Ltd., Affiliated Companies Department of Meiji Yasuda Life Insurance Company (General Manager of Corporate Administration Support Department) (current position)</b>
	<b>Attendance at Board of Directors meetings:</b> —		
	<b>Attendance at Audit &amp; Supervisory Board meetings:</b> —		
<b>Significant concurrent positions outside the Company</b> —			
<b>Reasons for nomination as outside Audit &amp; Supervisory Board Member</b> Although he does not have experience of being involved in corporate management directly, Shinichi Manabe has a long-spanning career history working in corporate sales departments of other companies, and he has extensive experience and insight in relation to finance and taxation. The Company has therefore deemed that he is suitably qualified to carry out audits of business operations. Accordingly, the Company proposes to nominate him as a candidate to serve as Audit & Supervisory Board Member.			

Candidate No.	Name	Career summary, position in the Company	
2	<b>Eijiro Yamanaka</b>	Apr. 1985	Joined The Yasuda Trust & Banking Co., Ltd.
	<input type="checkbox"/> New election	Dec. 2009	General Manager of Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.
	<input type="checkbox"/> Male	Apr. 2013	General Manager of Trust Comprehensive Sales Department No. 8, Mizuho Trust & Banking Co., Ltd.
	<input type="checkbox"/> Outside	Apr. 2014	Executive Officer and Manager of Fukuoka Branch, Mizuho Trust & Banking Co., Ltd.
	<input type="checkbox"/> Independent	Apr. 2017	Retired from Mizuho Trust & Banking Co., Ltd.
	<b>Date of birth:</b> (November 28, 1962)	Apr. 2017	Appointed President and Director of Sanpou Insurance Services Co., Ltd.
	<b>Number of shares of the Company held:</b> 0	<b>Apr. 2026</b>	<b>Retired from Sanpou Insurance Services Co., Ltd.</b>
	<b>Number of years in office:</b> —		
	<b>Attendance at Board of Directors meetings:</b> —		
	<b>Attendance at Audit &amp; Supervisory Board meetings:</b> —		
	<b>Significant concurrent positions outside the Company</b> —		
	<b>Reasons for nomination as outside Audit &amp; Supervisory Board Member</b> Eijiro Yamanaka has abundant management experience from his long-spanning career history as a company officer at other companies, and he has extensive knowledge and insight in relation to finance. The Company has therefore deemed that he is suitably qualified to carry out audits of business operations. Accordingly, the Company proposes to nominate him as a candidate to serve as Audit & Supervisory Board Member.		

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Shinichi Manabe and Eijiro Yamanaka are candidates for outside Audit & Supervisory Board Member. If Shinichi Manabe and Eijiro Yamanaka are elected, the Company plans to provide notice of their status as independent officers to the Tokyo Stock Exchange.
  - The Company plans to enter into an agreement to limit the liability of damages with Eijiro Yamanaka in order to enable him to adequately perform the expected role as outside Audit & Supervisory Board Member if his election is approved. The outline of the agreement is as follows: (Shinichi Manabe is not included because he is scheduled to assume office as Full-Time Audit & Supervisory Board Member.)
    - If the Company incurs damage as a result of the failure of the outside Audit & Supervisory Board Member to perform his/her duties, as long as the outside Audit & Supervisory Board Member performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Audit & Supervisory Board Member shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in 3. "Matters Concerning Company Officers" of the Business Report (Japanese). If the election of the candidates for Audit & Supervisory Board Member is approved, they will continue to be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

(Reference) Corporate Governance Overview

The Company has adopted a company structure with an Audit & Supervisory Board as its institutional design, and is committed to ensuring transparency and soundness in management and to building a corporate governance system that enables sustainable growth.

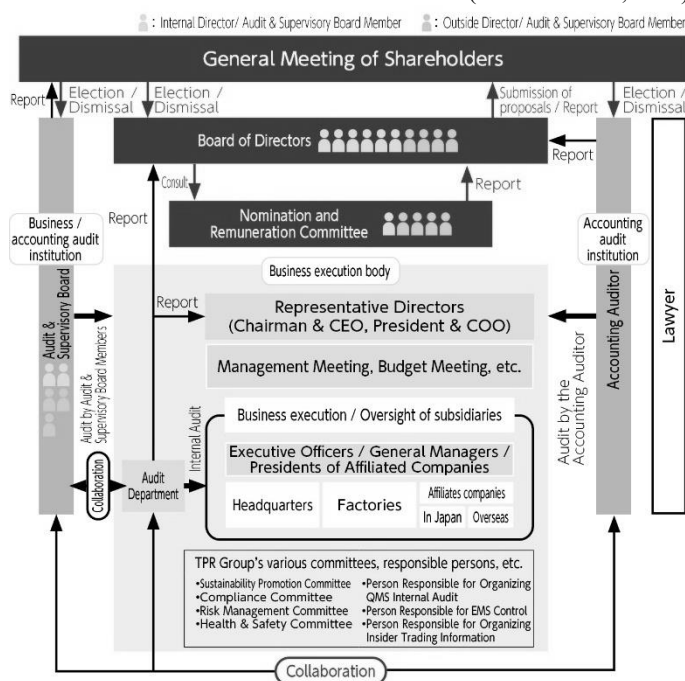
The Board of Directors includes multiple highly independent outside Directors and outside Audit & Supervisory Board Members. To enhance transparency, objectivity, and oversight from an external perspective, the Company has established a Nominating and Remuneration Committee, whose majority is made up of independent outside Directors. The Company has also established various committees, including the Sustainability Promotion Committee, Compliance Committee, Risk Management Committee, and Health and Safety Committee, to enhance the soundness of management. The Audit & Supervisory Board functions independently from the Board of Directors and audits the execution of duties by the Directors. It works closely with the internal audit and internal control departments to ensure effective and appropriate audits.

To enable prompt decision-making and enhance operational efficiency by separating management oversight from business execution, an Executive Officer System has been adopted.

Corporate governance system

The corporate governance system of the Company is as follows.

(as of March 31, 2026)



Changes in corporate governance structure

Year	Measure	Number of outside Directors
2001	Established Compliance Committee	—
2005	Introduced Executive Officer System	—
2007	Appointed first outside Director	8 Directors, including 1 outside Director
2010	Established Risk Management Committee	8 Directors, including 1 outside Director
2016	Increased number of outside Directors	10 Directors, including 2 outside Directors
2018	Established Group Governance Oversight Department Established Nominating and Remuneration Committee	10 Directors, including 2 outside Directors
2019	Adjusted ratio of outside Directors to one-third	9 Directors, including 3 outside Directors
2021	Appointed first female Director	9 Directors, including 3 outside Directors
2022	Established Sustainability Promotion Committee	8 Directors, including 3 outside Directors
2023	Increased number of outside Directors	9 Directors, including 4 outside Directors
2025	Increased number of Directors	10 Directors, including 4 outside Directors

### **(Reference) Policy for Election of Directors**

The Company's Articles of Incorporation stipulate that the number of Directors be no more than ten, which is an appropriate size for rapid decision-making on an ongoing basis.

As part of the process of Director candidate nomination, we create a matrix that lists the skills, career history, and expertise of each current Director. We then consider the knowledge, experience, and capabilities of the candidates. These include their ability to make accurate and prompt decisions at Board of Directors meetings, their ability to properly manage business from a global perspective, their ability to monitor the execution of business by other Directors, and their ability to comprehensively oversee the business divisions they would be in charge of. We then select the candidates from a comprehensive perspective with the aim of putting the right person in the right position, regardless of nationality or gender.

Going forward, the Company will continue to emphasize balance when selecting Director candidates, following the established scale and approach.

### **(Reference) Criteria for Determining the Independence of Outside Officers**

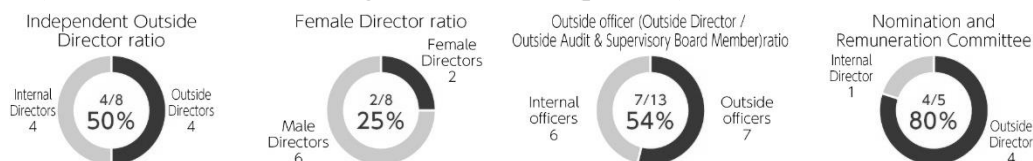
The Company uses the following criteria for determining the independence of its outside officers.

In order for an outside Director or outside Audit & Supervisory Board Member of the Company to be considered independent, that individual must not fall under any of the following categories:

- i. Executive directors, executive officers or other employees of the Company or any of its subsidiaries
- ii. Entities for which the Company is a major client or the executives of such entities
- iii. The Company's major clients or their executives
- iv. A consultant, accounting professional, or legal professional who receives a large amount of money or other property from the Company other than officer remuneration (If the entity receiving the property concerned is an organization such as a corporation or association, this refers to any person who belongs to that organization)
- v. Anyone who has fallen under any of the categories of ii., iii., or iv. above in the past year
- vi. A spouse or a relative within the second degree of kinship of any person that falls under any of the categories of i. through v. above (excluding unimportant positions).

- Notes:
1. "Entity for which the Company is a major client" refers to a party that received payments from the Company in the most recent fiscal year amounting to 2% or more of that party's annual consolidated net sales, or 100 million yen, whichever is greater.
  2. "The Company's major client" refers to a party that made payments to the Company in the most recent fiscal year amounting to 2% or more of the Company's annual consolidated net sales, or 100 million yen, whichever is greater.
  3. Receiving "a large amount of money or other property from the Company other than officer remuneration" refers to receiving money or assets from the Company—excluding officer remuneration—in an amount equivalent to 2% or more of that party's sales or total revenue, or 10 million yen, whichever is greater, during the most recent fiscal year.

**(Reference) Skill matrix of new management structure (planned)**



	Name	Position in the Company	Fields of expertise					Nominating and Remuneration Committee		
			Corporate Management	Finance	Production, Engineering and/or IT	Sales	Global			Legal Affairs and/or Risk Management
Director	Goji Fujishiro	Representative Director, Chairman & CEO	●	●		●	●	●	●	Reelection Male
	Koji Owa	Representative Director, President & COO	●		●		●			New election Male
	Hiroshi Suehiro	Representative Director	●	●			●	●		Reelection Male
	Hideki Tsukamoto	Director Managing Executive Officer	●		●	●				Reelection Male
	Toshihisa Kato	Director	●		●		●	●	●	Reelection Male Outside Independent
	Kanako Osawa	Director		●			●	●	●	Reelection Female Outside Independent
	Kenji Muneto	Director	●		●	●	●		●	Reelection Male Outside Independent
	Kanako Fukuda	Director	●		●		●		●	New election Female Outside Independent
Audit & Supervisory Board Member	Masahiro Kitahara	Full-Time Audit & Supervisory Board Member				●	●	●		Male
	Ryoji Kojima	Full-Time Audit & Supervisory Board Member		●				●		Male
	Shinichi Manabe	Full-Time Audit & Supervisory Board Member		●		●		●		New election Male Outside Independent
	Takashi Yonekawa	Audit & Supervisory Board Member	●	●		●		●		Male Outside Independent
	Eijiro Yamanaka	Audit & Supervisory Board Member	●	●		●		●		New election Male Outside Independent

## Reasons for Selecting Skills and Definitions of Those

Skill item	Reason for selection
Corporate Management	To achieve sustainable growth for the Group and enhance corporate value over the medium to long term, insight in areas such as the formulation and execution of management strategies, organizational management, and business portfolio management is essential. This item was selected because, as the business environment surrounding the automotive industry undergoes significant changes, a high level of knowledge in overall management serves as the foundation for the Board of Directors' decision-making and oversight functions.
Finance	Insight in finance, accounting, and capital policy is essential for managing business with a capital efficiency in mind, making sound investment decisions, maintaining and improving financial soundness, and fostering constructive dialogue with shareholders and investors. This item was selected to achieve a balance between sustainable growth investments and a stable management foundation.
Production, Engineering and/or IT	The source of the Company's competitiveness lies in manufacturing capabilities backed by quality, productivity, and technical expertise. In addition, the importance of addressing environmental sustainability, strengthening development capabilities, innovating production processes, and promoting digital transformation has grown significantly in recent years. This item was selected as insight in manufacturing, technological development, and IT utilization is directly linked to maintaining and enhancing business competitiveness.
Sales	Within the Group, it is essential to propose products and specifications that accurately meet customer needs through business operations that integrate sales and engineering. Establishing highly precise specifications through close communication with customers from the design phase through to mass production is one of the sources of the Company's competitive ability. This item was selected because such insight and experience in sales are indispensable for strengthening the customer base and ensuring the sustainable growth of business.
Global	The Group has been setting up overseas sites for many years, and global business infrastructure is a key strength. Insight and experience in international business are essential for business operations that take into account regional market characteristics, customer needs, geopolitical risks, and supply chains. This item was selected based on the recognition that this global perspective is a critical factor in maintaining and enhancing the Group's competitiveness and supporting sustainable growth.
Legal Affairs and/or Risk Management	As legal systems and compliance requirements surrounding corporate activities become increasingly complex, it is essential to establish and operate appropriate internal controls, risk management, and governance systems. This item was selected to ensure sound and transparent management and to uphold the trust of stakeholders.

## (Reference) Policy on Shares Held as Cross-Shareholdings

### (1) Policy on cross-shareholding

The Company believes that collaboration with various companies is essential for business expansion and sustainable growth.

To enhance its corporate value while maintaining cooperative relationships, the Company assesses the medium- to long-term strategic importance of each investment by comprehensively considering factors such as business strategy relevance, relationships with business partners, and profitability relative to capital cost. We retain only those shareholdings that are deemed reasonable under this policy. Based on this policy, the appropriateness of each individual holding is reviewed annually at the Board of Directors meeting. The Company then reduces its holdings of any shares that are determined to lack sufficient justification for continued ownership.

### (2) Exercise of voting rights related to cross-shareholdings

The Company exercises voting rights for its cross-shareholdings based on the following criteria, evaluating each proposal individually.

- i. Whether the proposal contributes to the medium- to long-term enhancement of the Company's corporate value as a shareholder
- ii. Whether the proposal raises concerns regarding violations of laws or breaches of corporate ethics

### (3) Initiative to reduce cross-shareholdings

As part of our 2026 Medium-Term Management Plan, the Company is committed to improving capital efficiency in order to achieve sustainable corporate value enhancement. Accordingly, we plan to allocate funds obtained through the sale of cross-shareholdings to growth investments and shareholder returns.

### (4) Status of cross-shareholdings

In accordance with the above policy, the Company continued to reduce cross-shareholdings by selling three holdings in FY2025. However, due to fluctuations in stock prices, the market value of some shares increased, resulting in a balance sheet amount of 48,516 million yen. Note that we will continue to reduce our holdings in FY2026 as well.

#### <Number of stocks held and balance sheet amounts>

Category	As of March 31, 2025		As of March 31, 2026 (Current Period)	
	Number of Stocks Held	Total Balance Sheet Amount (Million Yen)	Number of Stocks Held	Total Balance Sheet Amount (Million Yen)
Stocks Not Listed	15	707	15	1,233
Stocks Other Than Those Not Listed	26	26,237	24	33,210
Shares Deemed to Be Held	10	12,235	9	14,073
Total	51	39,179	48	48,516
Consolidated Net Assets		198,635		213,016

#### <Ratio of shareholding amount to consolidated net assets>

Shareholding Ratio	19.7%	22.8%
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<Shareholding history>

