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(Stock Exchange Code 6617)

June 10, 2024

Date of commencement of electronic provision measures: June 5, 2024

**To Shareholders with Voting Rights:**

Takashi Ichinose  
President and Representative Director  
TAKAOKA TOKO CO., LTD.  
5-6-36, Toyosu, Koto-ku, Tokyo, Japan

**NOTICE OF CONVOCAION OF  
THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially notified of the 12th Annual General Meeting of Shareholders of TAKAOKA TOKO CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as “NOTICE OF CONVOCAION OF THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the following websites on the Internet.

1. The Company website (Japanese only):  
<https://www.tktk.co.jp/ir/stockinfo/notification/>
2. Tokyo Stock Exchange (TSE) website:  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

\* To view the information, please access the website shown above, input the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.

3. *Netto de shoshu* (web-based convocation notices) (Japanese only):  
<https://s.srdb.jp/6617/>

If you are unable to attend the meeting, you can exercise your voting rights via the Internet or in writing. Please kindly review the Reference Documents for the General Meeting of Shareholders as stated below and exercise your voting rights by no later than 5:00 p.m. on Wednesday, June 26, 2024, Japan time.

1. **Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time

2. **Place:** Conference room, 2nd floor, GAKUSHIKAIKAN  
3-28 Kandanishiki-cho, Chiyoda-ku, Tokyo, Japan

3. **Meeting Agenda:**

**Matters to be reported:** The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2023 - March 31, 2024), and report on results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements

**Proposals to be resolved:**

**Proposal 1:** Distribution of Surplus

**Proposal 2:** Election of 6 Directors (excluding those who are Audit and Supervisory Committee members)

**Proposal 3:** Election of 4 Directors who are Audit and Supervisory Committee members

(Request)

- ◎ When attending the meeting, please hand in the enclosed Voting Rights Exercise Form at the reception desk.

(Notes)

- ◎ The documents sent to shareholders also serves as the paper-based documents stating matters subject to the electronic provision measures to be delivered in response to a request for delivery of documents. Meanwhile, the following matters are excluded from the delivered documents in accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation. Accordingly, the said documents constitute only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the preparation of the Audit Report.
- (1) Systems for ensuring that the directors perform their duties in accordance with laws, regulations, and the Article of Incorporation and other systems for ensuring the properness of business activities and the outline of the operation of the systems
  - (2) Consolidated Statements of Changes in Net Assets of the Consolidated Financial Statements
  - (3) Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
  - (4) Non-consolidated Statements of Changes in Net Assets of the Non-consolidated Financial Statements
  - (5) Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements
- ◎ If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Distribution of Surplus

The Company believes that the payment of a stable dividend will meet shareholder expectations. Therefore, we make it a basic policy to make continuous and stable dividend payments twice a year, an interim dividend and a year-end dividend, while endeavoring to secure a stable management base such as reinforced financial conditions.

With respect to the dividend for the current fiscal year, considering that net sales, operating profit, and profit attributable to owners of parent all significantly exceeded the targets of the Medium-term Management Plan 2023 (from fiscal 2021 to 2023) for the third consecutive year, the Company proposes a year-end dividend of 35 yen per share, adding a special dividend of 10 yen to an ordinary dividend of 25 yen, as shown below, to express our gratitude.

1. Type of dividend property  
Cash
2. Allocation of dividend property to shareholders and the total amount thereof  
35 yen per share for common stock  
(ordinary dividend of 25 yen and special dividend of 10 yen)  
Total amount of dividend: 567,529,865 yen
3. Effective date of distribution of surplus  
June 28, 2024

- (Notes) 1. In accordance with Article 453 of the Companies Act, the total dividend amount is calculated by deducting 61,166 treasury shares from the total number of issued shares.
2. The total annual dividend will be 60 yen per share, inclusive of the interim dividend of 25 yen per share. The total dividend amount will be 972,918,265 yen, inclusive of the total interim dividend amount of 405,388,400 yen.

**Proposal 2:** Election of 6 Directors (excluding those who are Audit and Supervisory Committee members)

The terms of office of all Directors (excluding those who are Audit and Supervisory Committee members) (7 persons) will expire at the conclusion of this General Meeting of Shareholders.

After reviewing the composition of the Board of Directors, including Directors who are Audit and Supervisory Committee members, the Company proposes to reduce the number of Directors (excluding those who are Audit and Supervisory Committee members) by 1 and to elect 6 Directors (excluding those who are Audit and Supervisory Committee members).

The Company confirmed that the Audit and Supervisory Committee has no particular opinions on this proposal.

The candidates are as follows:

(Japanese syllabary order)

No.	Name	Current positions and responsibilities in the Company
1	(Reappointment) Takashi Ichinose	President and Representative Director CKO (Reform/Kaizen area)
2	(Reappointment) Akira Uemura Outside Director Independent Director	Director
3	(Reappointment) Yoshinori Kaneko Outside Director	Director
4	(New Appointment) Hiroto Suzuki	Managing Executive Officer General Manager of Electric Equipment Business Division CMO (Sales/Marketing area)
5	(Reappointment) Yasuhiro Mishima Outside Director Independent Director	Director
6	(Reappointment) Kunihiko Mizumoto	Director and Managing Executive Officer CTO (Technology area), CQO (Quality area) In charge of Supply Chain Reform, Quality Management Division, and Purchasing Management Division

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
1	Takashi Ichinose (September 27, 1962)  <Reappointment>	September 2011 General Manager of Shibuya Sub-Branch, Tokyo Branch, Tokyo Electric Power Company, Incorporated June 2014 President, Tepco Town Planning Co., Ltd. (Seconded from Tokyo Electric Power Company, Incorporated) June 2017 General Manager of Internal Audit Department, Tokyo Electric Power Company Holdings, Incorporated April 2018 Executive Officer, General Manager of Internal Audit Department, Tokyo Electric Power Company Holdings, Incorporated April 2019 Executive Officer, General Manager of Organization, Employee Relations & Human Resources Office, Strategic Unit for Human Resources Empowerment, Tokyo Electric Power Company Holdings, Incorporated April 2021 Managing Executive Officer of the Company June 2021 President and Representative Director of the Company (to present) Chairman of Toshiba Toko Meter Systems Co., Ltd. (to present) [Significant concurrent position(s)] Chairman of Toshiba Toko Meter Systems Co., Ltd. [Responsibilities in the Company] CKO (Reform/Kaizen area)	500 [6,500]
[Reason for nomination as candidate for Director] Mr. Takashi Ichinose has extensive experience and broad knowledge gained through his career as a corporate manager, including his years of service as President of Tepco Town Planning Co., Ltd. He has also a high level of expertise in the power industry, having served as Executive Officer at Tokyo Electric Power Company Holdings, Incorporated. For the above reasons, he is well qualified to promote "Takaoka Toko Group 2030 Vision" with his strong leadership. Therefore, we propose his re-election as a Director.			
2	Akira Uemura (September 19, 1954)  <Reappointment> <Outside Director> <Independent Director>	April 2008 Executive Officer and General Manager of Industrial Business Division, Hitachi Software Engineering Co., Ltd. (currently Hitachi Solutions, Ltd.) April 2009 Executive Officer and General Manager of Telecommunications and Industrial Business Division, Hitachi Software Engineering Co., Ltd. (currently Hitachi Solutions, Ltd.) April 2010 Vice-President Executive Officer, Nippon Securities Technology Co., Ltd. May 2010 President, Nippon Securities Technology Co., Ltd. June 2019 Advisor, Nippon Securities Technology Co., Ltd. June 2020 Director of the Company (to present)	400 [-]
[Reason for nomination as candidate for Outside Director and Outline of Expected Roles] Mr. Akira Uemura has a high level of expertise in the IT industry, extensive experience and broad knowledge gained through his career as a corporate manager, including his years of service as President of Nippon Securities Technology Co., Ltd. If he is elected as Outside Director, he is expected to provide advice and supervision on corporate management based on his expertise, etc. noted above. We therefore propose his re-election as an Outside Director. His term of office as an Outside Director of the Company will be 4 years at the conclusion of this General Meeting of Shareholders.			

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
3	Yoshinori Kaneko (May 17, 1963)  <Reappointment> <Outside Director>	October 2011 General Manager of Facilities Department, Saitama Branch, Tokyo Electric Power Company, Incorporated July 2013 General Manager of Musashino Sub-Branch, Tama Branch, Tokyo Electric Power Company, Incorporated July 2015 General Manager of Corporate Planning Office, Power Grid Company; Corporate Planning Office, Corporate Management & Planning Unit, Tokyo Electric Power Company, Incorporated April 2016 Director and Vice President in charge of management reform; General Manager of Business Planning Office, TEPCO Power Grid, Incorporated June 2016 Director and Vice President in charge of management reform, TEPCO Power Grid, Incorporated June 2017 Director and Nominating Committee Member of Tokyo Electric Power Company Holdings, Incorporated Representative Director and President, TEPCO Power Grid, Incorporated (to present) Director of the Company (to present)  [Significant concurrent position(s)] Representative Director and President, TEPCO Power Grid, Incorporated	200 [-]
[Reason for nomination as candidate for Outside Director and Outline of Expected Roles] Mr. Yoshinori Kaneko currently serves as Representative Director and President of TEPCO Power Grid, Incorporated. He has a high level of expertise in the power industry and extensive experience and broad knowledge as a corporate manager including overseas business expansion. If he is elected as Outside Director, he is expected to provide advice and supervision on corporate management based on his expertise, etc. noted above. We therefore propose his re-election as an Outside Director. His term of office as an Outside Director of the Company will be 7 years at the conclusion of this General Meeting of Shareholders.			
4	Hiroto Suzuki (February 11, 1964)  <New Appointment>	April 1987 Joined TAKAOKA ELECTRIC MFG. CO., LTD. August 2012 General Manager of Kyushu Branch, TAKAOKA ELECTRIC MFG. CO., LTD. July 2013 General Manager of Kansai Branch, TAKAOKA ELECTRIC MFG. CO., LTD. April 2014 General Manager of Kansai Branch of the Company June 2016 Deputy General Manager of Power Equipment & System Business Division; General Manager of Social Infrastructure Power Equipment Sales Department of the Company June 2017 Executive Officer; Deputy General Manager of Power Equipment & System Business Division; General Manager of Social Infrastructure Power Equipment Sales Department of the Company June 2018 Executive Officer; General Manager of Power Equipment & System Business Division of the Company June 2021 Executive Officer; General Manager of Electric Equipment Business Division of the Company June 2022 Managing Executive Officer; General Manager of Electric Equipment Business Division of the Company (to present)  [Responsibilities in the Company] CMO (Sales/Marketing area)	1,037 [5,800]
[Reason for nomination as candidate for Director] Mr. Hiroto Suzuki has extensive experience and broad knowledge gained through his acquaintance with all business areas, including Power Equipment & System Business. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his election as a Director.			

No.	Name (Date of birth)	Career summary and positions		Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
5	Yasuhiro Mishima (October 11, 1950)  <Reappointment> <Outside Director> <Independent Director>	January 1999  January 2002 May 2009 June 2009  June 2016	General Manager of Molding Department, Tsutsumi Plant, Toyota Motor Corporation Senior Vice-President of Toyota Motor Thailand Co., Ltd. Standing Advisor of Futaba Industrial Co., Ltd. Representative Director and President of Futaba Industrial Co., Ltd. Advisor of Futaba Industrial Co., Ltd. Director of the Company (to present)	2,900 [-]
[Reason for nomination as candidate for Outside Director and Outline of Expected Roles]				
Mr. Yasuhiro Mishima has extensive experience and broad knowledge gained through his career as a corporate manager in the manufacturing industry, including overseas business expansion, and his years of service as Representative Director and President of Futaba Industrial Co., Ltd. If he is elected as Outside Director, he is expected to provide advice and supervision on corporate management based on his experience, etc. noted above. We therefore propose his re-election as an Outside Director.				
His term of office as an Outside Director of the Company will be 8 years at the conclusion of this General Meeting of Shareholders.				
6	Kunihiko Mizumoto (November 22, 1961)  <Reappointment>	April 1986 June 2013  April 2014  June 2015  June 2017  June 2018  June 2020  June 2021  June 2022	Joined Toko Electric Corporation Senior General Manager; General Manager of Environment Solution Business Division and attached to Management Integration Preparation Office, Toko Electric Corporation Executive Officer; Deputy General Manager of Energy Solution Business Division of the Company Executive Officer; General Manager of Energy Solution Business Division of the Company Managing Executive Officer; General Manager of Energy Solution Business Division of the Company Director and Managing Executive Officer; General Manager of Electric Equipment Business Division of the Company Managing Executive Officer; General Manager of Electric Equipment Business Division of the Company Managing Executive Officer; General Manager of Power Equipment & System Business Division of the Company Director and Managing Executive Officer of the Company (to present)	1,014 [7,000]
[Responsibilities in the Company]				
CTO (Technology area), CQO (Quality area)				
In charge of Supply Chain Reform, Quality Management Division, and Purchasing Management Division				
[Reason for nomination as candidate for Director]				
Mr. Kunihiko Mizumoto has extensive experience and broad knowledge gained through his acquaintance with all business areas, including Energy Solution Business. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his re-election as a Director.				

(Notes)

1. Mr. Takashi Ichinose, a candidate for Director, serves as Chairman of Toshiba Toko Meter Systems Co., Ltd., a subsidiary of the Company, with which the Company has a business relationship in the sales of equipment, etc.
2. Mr. Yoshinori Kaneko, a candidate for Outside Director, has served as an executive (currently Representative Director and President) of TEPCO Power Grid, Incorporated, a specified associated service provider for the Company with which the Company has a business relationship in the sales of power equipment and equipment, etc. since April 2016. In addition, he once served as a non-executive Director of Toshiba Toko Meter Systems Co., Ltd., which is a subsidiary of the Company.
3. No special interests exist between the Company and the candidates for Directors other than 1 and 2 of these Notes.
4. The Company has reported to the Tokyo Stock Exchange Mr. Akira Uemura and Mr. Yasuhiro Mishima, candidates for Outside Directors, as independent officers unlikely to have conflicts of interest with the general shareholders in accordance with its regulations.
5. **Liability limitation agreements with Directors**  
In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the Like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations. The Company has concluded liability limitation agreements with Mr. Akira Uemura, Mr. Yoshinori Kaneko, and Mr. Yasuhiro Mishima, candidates for Outside Directors. If their re-election is approved as proposed, the Company will reenter into the same agreements with them.
6. **Directors and officers liability insurance contract**  
In accordance with Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance with an insurance company. If the appointment of each candidate is approved as proposed, each of them will be the insured under the insurance contract, which is to be renewed during their terms of office. Please refer to page 33 of the Business Report (Japanese original version) for the outline and other contents of the insurance contract.
7. Improper cases were found in some products including transformer devices (announced on May 16, 2023 and May 14, 2024) and extra-high-voltage transformer products (announced on January 22, 2024). Mr. Akira Uemura, Mr. Yoshinori Kaneko, and Mr. Yasuhiro Mishima had expressed opinions from the viewpoint of compliance to the Board of Directors, etc., before these incidents, although the three Outside Directors were not aware of the fact until the fact was discovered. After discovery of these incidents, they performed their duties such as giving their statements towards the appropriateness and validity of customer service, actively expressed constructive opinions for measures to strengthen the governance on quality/compliance based on their experience and knowledge, as well as asking the Company to take corrective action for preventing recurrence.



**Proposal 3:** Election of 4 Directors who are Audit and Supervisory Committee members

The terms of office of all Directors who are Audit and Supervisory Committee members (3 persons) will expire at the conclusion of this General Meeting of Shareholders.

In order to strengthen the management oversight function of the Audit and Supervisory Committee, the Company proposes to increase the number of Directors who are Audit and Supervisory Committee members by 1 and to elect 4 Directors who are Audit and Supervisory Committee members.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidates are as follows:

(Japanese syllabary order)

No.	Name	Current positions and responsibilities in the Company
1	(Reappointment) Yuichiro Takada Outside Director Independent Director	Director Audit and Supervisory Committee Member
2	(New Appointment) Seiji Moriya Outside Director	
3	(New Appointment) Tatsuya Wakayama	Director and Managing Executive Officer CHRO (Human Resource/Platform area) In charge of Reorganization of Production Base, Internal Audit Department, Legal Department, Corporate Affairs Department, Employee Relations & Human Resources Department, Human Resource Development Center
4	(Reappointment) Kishiko Wada Outside Director Independent Director	Director Audit and Supervisory Committee Member

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
1	Yuichiro Takada (August 8, 1954)  <Reappointment> <Outside Director> <Independent Director>	April 2008 Senior Managing Executive Officer, in charge of Head Office Business Depts. I, II and III, Head Office Business Division, Sumitomo Mitsui Banking Corporation October 2009 Executive Deputy President, Nikko Cordial Securities Inc. April 2011 Executive Deputy President, SMBC Nikko Securities Inc. April 2012 Chairman, Sakura Information Systems Co., Ltd. June 2016 Auditor of the Company June 2018 Director, SHIBAURA MECHATRONICS CORPORATION (to present) June 2020 Director; Audit and Supervisory Committee Member of the Company (to present) [Significant concurrent position(s)] Outside Director, SHIBAURA MECHATRONICS CORPORATION	500 [-]
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee member and Outline of Expected Roles] Mr. Yuichiro Takada has experience and broad knowledge gained through his career as a corporate manager, including his years of service as Chairman of Sakura Information Systems Co., Ltd. and has considerable knowledge about finance and accounting gained over many years through his service at financial institutions. If he is elected as Outside Director, he is expected to provide advice, audit, and supervision on corporate management based on his experience, etc. noted above. We therefore propose his re-election as an Outside Director who is an Audit and Supervisory Committee member. His term of office as an Outside Director of the Company will be 4 years at the conclusion of this General Meeting of Shareholders.			
2	Seiji Moriya (April 21, 1963)  <New Appointment> <Outside Director>	June 2013 General Manager of Office of Audit Committee, Tokyo Electric Power Company, Incorporated April 2016 Managing Director, TEPCO Fuel & Power, Incorporated June 2017 Director, Tokyo Electric Power Company Holdings, Incorporated Representative Director and President, TEPCO Fuel & Power, Incorporated September 2018 Director; Representative Executive Officer and Executive Vice President; Chief Financial Officer; Assistant to President, Tokyo Electric Power Company Holdings, Incorporated April 2022 Director; Representative Executive Officer and Executive Vice President; Chief Risk Officer; Assistant to President, Tokyo Electric Power Company Holdings, Incorporated June 2023 Director; Chairman of Audit Committee, Tokyo Electric Power Company Holdings, Incorporated (to present) [Significant concurrent position(s)] Director, Tokyo Electric Power Company Holdings, Incorporated	- [-]
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee member and Outline of Expected Roles] Mr. Seiji Moriya has experience and broad knowledge in corporate management and auditing in general gained through his service as Director and Chairman of Audit Committee of Tokyo Electric Power Company Holdings, Incorporated and has also acquired considerable knowledge about finance and accounting through the performance of duties as Chief Financial Officer of that company. If he is elected as Outside Director, he is expected to provide advice, audit, and supervision on corporate management based on his expertise, etc. noted above. We therefore propose his election as an Outside Director who is an Audit and Supervisory Committee member.			

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
3	Tatsuya Wakayama (August 25, 1961)  <New Appointment>	<p>April 1986      Joined TAKAOKA ELECTRIC MFG. CO., LTD.</p> <p>April 2014      General Manager of Kyushu Branch, Social Infrastructure Sales Group Manager of Kyushu Branch of the Company</p> <p>June 2015      General Manager, Chubu Branch of the Company</p> <p>June 2017      General Manager, Corporate Planning Department of the Company</p> <p>June 2018      Executive Officer; General Manager, Corporate Planning Department of the Company</p> <p>June 2020      Managing Executive Officer; General Manager, Corporate Planning Department of the Company</p> <p>June 2021      Director and Managing Executive Officer; General Manager, Corporate Planning Department of the Company</p> <p>June 2022      Director and Managing Executive Officer of the Company (to present)</p> <p>[Responsibilities in the Company] CHRO (Human Resource/Platform area) In charge of Reorganization of Production Base, Internal Audit Department, Legal Department, Corporate Affairs Department, Employee Relations &amp; Human Resources Department, Human Resource Development Center</p>	5,383 [5,700]
<p>[Reason for nomination as candidate for Director who is an Audit and Supervisory Committee member] Mr. Tatsuya Wakayama has extensive experience and broad knowledge gained through his service as a branch manager, General Manager of Corporate Planning Department, and Director and Managing Executive Officer. We believe that he will appropriately perform his duties as a Director who is an Audit and Supervisory Committee member. We therefore propose his election as a Director who is an Audit and Supervisory Committee member.</p>			
4	Kishiko Wada (June 20, 1971)  <Reappointment> <Outside Director> <Independent Director>	<p>April 1996      Registered as attorney-at-law Joined Fuji Godo Law Office (to present)</p> <p>July 2015      Director of Toshiba Plant Systems &amp; Services Corporation</p> <p>July 2016      Chairperson of Nomination and Compensation Committee, Toshiba Plant Systems &amp; Services Corporation</p> <p>March 2021      Auditor of L is B Corp. (to present)</p> <p>April 2021      Vice President of Dai-Ichi Tokyo Bar Association Managing Director of Kanto Federation of Bar Associations</p> <p>June 2022      Director; Audit and Supervisory Committee Member of the Company (to present) Corporate Auditor, SUNDRUG Co., Ltd. (to present)</p> <p>[Significant concurrent position(s)] Attorney-at-law at Fuji Godo Law Office External Auditor, L is B Corp. External Corporate Auditor, SUNDRUG Co., Ltd.</p>	- [-]
<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee member and Outline of Expected Roles] Ms. Kishiko Wada has extensive experience and broad knowledge in legal affairs as an attorney-at-law, as well as extensive experience and broad knowledge gained through her career as a corporate manager, including her years of service as Director of Toshiba Plant Systems &amp; Services Corporation. If she is elected as Outside Director, she is expected to provide advice, audit, and supervision on corporate management based on her experience, etc. noted above. We therefore propose her re-election as an Outside Director who is an Audit and Supervisory Committee member. Her term of office as an Outside Director of the Company will be 2 years at the conclusion of this General Meeting of Shareholders.</p>			

(Notes)

1. No special interests exist between the Company and the candidates for Directors.
2. The Company has reported to the Tokyo Stock Exchange Mr. Yuichiro Takada and Ms. Kishiko Wada, candidates for Outside Directors, as independent officers unlikely to have conflicts of interest with the general shareholders in accordance with its regulations.
3. Liability limitation agreements with Directors  
In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the Like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations. The Company has concluded liability limitation agreements with Mr. Yuichiro Takada and Ms. Kishiko Wada, candidates for Outside Directors. If their re-election is approved as proposed, the Company will reenter into the same agreements with them. The Company will conclude the agreements with the same contents with Mr. Seiji Moriya, a candidate for Outside Director, if his election is approved as proposed.
4. Directors and officers liability insurance contract  
In accordance with Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance with an insurance company. If the appointment of each candidate is approved as proposed, each of them will be the insured under the insurance contract, which is to be renewed during their terms of office. Please refer to page 33 of the Business Report (Japanese original version) for the outline and other contents of the insurance contract.
5. Improper cases were found in some products including transformer devices (announced on May 16, 2023 and May 14, 2024) and extra-high-voltage transformer products (announced on January 22, 2024). Mr. Yuichiro Takada and Ms. Kishiko Wada had expressed opinions from the viewpoint of compliance to the Board of Directors, etc., before these incidents, although Mr. Yuichiro Takada and Ms. Kishiko Wada were not aware of the fact until the fact was discovered. After discovery of these incidents, they performed their duties such as giving statements towards the appropriateness and validity of customer service, actively expressed constructive opinions for measures to strengthen the governance on quality/compliance based on their experience and knowledge, as well as asking the Company to take corrective action for preventing recurrence.

[Reference]

Listed below shows the expertise and experience of the candidates for Director (excluding those who are Audit and Supervisory Committee members) and candidates for Director who is an Audit and Supervisory Committee member.

Name	Corporate Management	Human Resources	Finance	Information Technology Digital	Manufacture, Technology Research and Development Quality Assurance	Investment M&A	Sales Marketing	Global Management	Legal Affairs
Takashi Ichinose	<input type="radio"/>	<input type="radio"/>							
Kunihiko Mizumoto	<input type="radio"/>				<input type="radio"/>	<input type="radio"/>			
Hiroto Suzuki	<input type="radio"/>				<input type="radio"/>		<input type="radio"/>		
Yoshinori Kaneko	<input type="radio"/>							<input type="radio"/>	
Yasuhiro Mishima	<input type="radio"/>				<input type="radio"/>			<input type="radio"/>	
Akira Uemura	<input type="radio"/>			<input type="radio"/>					
Tatsuya Wakayama	<input type="radio"/>	<input type="radio"/>					<input type="radio"/>		
Yuichiro Takada	<input type="radio"/>		<input type="radio"/>						
Kishiko Wada	<input type="radio"/>								<input type="radio"/>
Seiji Moriya	<input type="radio"/>		<input type="radio"/>			<input type="radio"/>			

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Location of the venue for the 12th Annual General Meeting of Shareholders

Place

**Conference room, 2nd floor,  
GAKUSHIKAIKAN**

3-28 Kandanshiki-cho, Chiyoda-ku, Tokyo, Japan  
TEL: 03-3292-5936



Access to the venue

- 1-minute walk from Jimbocho Station (Exit A9), Toei Mita line
- 3-minute walk from Jimbocho Station (Exit A7), Toei Shinjuku line/Tokyo Metro Hanzomon line
- 5-minute walk from Takebashi Station (Exit 3a), Tokyo Metro Tozai line

株式会社 東光高岳

**UD FONT** The Company has adopted universal design font designed to increase readability and prevent misreading.

