

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

(Stock Exchange Code 6823)

June 5, 2025

(Date of Commencement of Electronic Provision Measures: May 23, 2025)

**To Shareholders with Voting Rights:**

Koki Kato  
President & CEO  
Rion Co., Ltd.  
3-20-41 Higashimotomachi,  
Kokubunji, Tokyo, Japan

**NOTICE OF  
THE 104th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to inform you that the 104th Annual General Meeting of Shareholders (the “Meeting”) of Rion Co., Ltd. (the “Company”) will be held as described below.

In order to convene the Meeting, we have taken the electronic provision measures and posted the matters subject to electronic provision measures on the following website as the Notice of the 104th Annual General Meeting of Shareholders.

The Company website:	<a href="https://www.rion.co.jp/ir/library/library04.html">https://www.rion.co.jp/ir/library/library04.html</a> (Japanese only)
----------------------	---

If you are unable to view our website, the information is also available on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website, enter the issue name (RION) or securities code (6823), and select "Basic information" and then "Documents for public inspection/PR information" to confirm the information.

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

If you do not attend the Meeting, please exercise your voting rights in advance via the internet or in writing following the Guidance for Exercising Voting Rights.

Please review the attached Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures and exercise your voting rights no later than 5 p.m. on Tuesday, June 24, 2025 (Japan time).

- 1. Date and Time:** Wednesday, June 25, 2025 at 10:30 a.m. Japan time  
(Doors open at 10:00 a.m.)
- 2. Place:** Rion Hall, 5th floor, cocobunji WEST, 3-1-1 Hon-cho, Kokubunji, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 104th Fiscal Year (April 1, 2024 – March 31, 2025)
  2. Results of Audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Election of Two (2) Substitute Audit & Supervisory Board Members

**Notes**

- Should the matters subject to the electronic provision measures for the General Meeting of Shareholders require amendments, the amended matters will be posted on each website where they are published.
- Reference Documents for the General Meeting of Shareholders and a part of Business Report have been sent to shareholders who did not request for a paper copy to be sent.
- Please note that in accordance with applicable laws and regulations and Article 19 of the Articles of Incorporation of the Company, the following items are not included in the paper copy to be sent to the shareholders who requested for it:
  - Systems to Ensure the Appropriateness of Business Operations
  - Status of Operation of Systems to Ensure the Appropriateness of Business Operations
  - Consolidated Statements of Changes in Equity
  - Notes to Consolidated Financial Statements
  - Statement of Changes in Equity
  - Notes to Non-consolidated Financial Statements

The business report, consolidated financial statements, and non-consolidated financial statements attached to this notice are part of the materials that the Accounting Auditor and the Audit & Supervisory Board Members audited to prepare their audit reports.  
This Notice is available on the websites mentioned above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company regards returning profits to shareholders as one of its business priorities. Its basic policy is to implement a progressive dividend in effort to maintain stable dividend payouts and raise dividend levels in accordance with its financial performance.

Based on the basic policy with taking account of trends in its financial performance in the fiscal year under review and future business environment, the Company proposes to pay year-end dividends and appropriate other surplus as follows:

#### 1. Year-end Dividends

##### (1) Type of dividend assets

Cash

##### (2) Allocation of dividend assets and the amount thereof

¥42 per share of common stock (including ¥5 of commemorative dividend)

(¥517,411,356 in total)

Note: The amount of annual dividends will be ¥70 per share (including ¥5 of commemorative dividend) or ¥862,352,260 in total, including interim dividends.

##### (3) Effective date of appropriation of surplus

June 26, 2025

#### 2. Appropriation of Surplus

##### (1) Item and the amount of surplus to be increased

General reserve: ¥870,000,000

##### (2) Item and the amount of surplus to be decreased

Retained earnings brought forward: ¥870,000,000

**Proposal 2:** Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the close of the Meeting. The Company proposes, therefore, to elect eight (8) Directors, including four (4) Outside Directors.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Koki Kato [Reappointment]	President & CEO	100% 17/17
2	Kiyokatsu Iwahashi [Reappointment]	Vice President, Head of Environmental Instrument Division	100% 17/17
3	Kenichi Shimizu [Reappointment]	Chairman of the Board	100% 17/17
4	Toshiyuki Shinozaki [Reappointment]	Director, Head of Particle Counter Division	100% 17/17
5	Kikuko Hamada [Reappointment] [Outside] [Independent]	Outside Director	100% 17/17
6	Mari Ueda [Reappointment] [Outside] [Independent]	Outside Director	94% 16/17
7	Kazunobu Takahashi [Reappointment] [Outside] [Independent]	Outside Director	100% 17/17
8	Shinya Ejima [New candidate] [Outside] [Independent]	-	-

[Reappointment] Candidate for Director to be reappointed

[New candidate] Candidate for Director to be newly appointed

[Outside] Candidate for Outside Director

[Independent] Independent Officer to be registered with the Exchange

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Koki Kato (December 12, 1974)  [Reappointment]	<p>April 1997      Joined the Company</p> <p>April 2015      General Manager of Planning and Accounting Department, Business Support Division</p> <p>April 2018      Executive Officer, Deputy General Manager of Business Support Division, and General Manager of Overseas Strategy Department, Business Support Division</p> <p>April 2019      Executive Officer, Head of Corporate Planning Division, and General Manager of Overseas Promotion Department, Corporate Planning Division</p> <p>June 2019      Director, Head of Corporate Planning Division, and General Manager of Overseas Promotion Department, Corporate Planning Division</p> <p>April 2021      Director, Head of Corporate Planning Division</p> <p>April 2022      Managing Director, Head of Corporate Planning Division</p> <p>April 2025      President &amp; CEO (to present)</p>	15,600
<p>[Reason for nomination as candidate for Director]</p> <p>Having held multiple positions such as manager of departments responsible for corporate planning and strategies of the group and overseas operations, the candidate possesses abundant business experience and profound knowledge of group management. Since his appointment as President &amp; CEO in April 2025, he has been committed to strengthening management strategies and governance of the Company and its group companies which contributes to corporate value enhancement. He serves as chairperson of the Board of Directors to facilitate proceedings appropriately while making decisions on important matters and supervising the Company's business execution based on his abundant experience and achievements. Considering that he can continue fulfilling his duties as a Director, the Company has renominated him as a candidate.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Kiyokatsu Iwahashi (December 3, 1956)  [Reappointment]	<p>April 1979      Joined the Company</p> <p>April 2010      Executive Officer and General Manager of Development Department, Environmental Instrument Division</p> <p>June 2013      Director, Senior Executive Officer, and Head of Environmental Instrument Division</p> <p>June 2015      Director and Head of Environmental Instrument Division</p> <p>December 2016      Director, Head of Environmental Instrument Division of the Company, and President, RION SCIENCE &amp; TECHNOLOGY SHANGHAI LTD.</p> <p>April 2019      Director, Head of Technical Development Center, and Head of R&amp;D Department, Technical Development Center of the Company</p> <p>June 2019      Managing Director, Head of Technical Development Center, and Head of R&amp;D Department, Technical Development Center</p> <p>April 2022      President &amp; CEO</p> <p>April 2025      Vice President and Head of Environmental Instrument Division (to present)</p>	32,600
<p>[Reason for nomination as candidate for Director]</p> <p>Having held multiple positions such as manager of engineering development departments and Head of Environmental Instrument Division, the candidate possesses abundant business experience and profound knowledge of group management. As President &amp; CEO from 2022 to 2025, he had promoted the management reform of our Group with a focus on strengthening development capabilities which is a cornerstone of a <i>Monozukuri</i> company (manufacturer). Assuming office as Vice President and Head of Environmental Instrument Division in April 2025, he has been committed to increasing corporate value, enhancing earning capabilities of businesses. Considering that he can continue fulfilling his duties as a Director based on his abundant experience and achievements, the Company has renominated him as a candidate.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Kenichi Shimizu (October 22, 1953)  [Reappointment]	<p>April 1978      Joined the Company</p> <p>June 2003      Director and General Manager of Corporate Administration Division</p> <p>July 2006      Managing Director and General Manager of Administration Division</p> <p>June 2009      Director, Managing Executive Officer, and General Manager of Corporate Planning Administration Division</p> <p>June 2011      Director, Managing Executive Officer, General Manager of Management Support Division, and Head of Group Management Strategy Section</p> <p>June 2013      Director, Senior Managing Executive Officer, and General Manager of Business Support Division</p> <p>April 2015      President &amp; CEO</p> <p>April 2022      Chairman of the Board (to present)</p>	39,400
<p>[Reason for nomination as candidate for Director]</p> <p>Having held multiple positions such as manager of administration and management strategy departments of the Company, the candidate possesses abundant business experience and profound knowledge of group management. As President &amp; CEO from 2015 to 2022, he steered the Company and its group companies by implementing structural reforms, including strengthening the earnings base of our particle counters business. Since his appointment as Chairman of the Board in 2022, he has provided advice and support for the Company and its group companies based on his abundant experience. Considering that he can continue fulfilling his duties as a Director, the Company has renominated him as a candidate.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
4	Toshiyuki Shinozaki (November 12, 1966)  [Reappointment]	April 1989	Joined the Company	4,500
		April 2012	Deputy General Sales Manager of Medical Instrument Sales Department, Medical Instrument Division	
		April 2017	Deputy Head of Medical Instrument Division and General Sales Manager of Medical Instrument Division	
		April 2019	Executive Officer and Head of Medical Instrument Division	
		June 2022	Executive Officer, Head of Medical Instrument Division of the Company, and President & CEO of RION TECHNO CO., LTD.	
		June 2023	Director, Head of Medical Instrument Division of the Company, and President & CEO of RION TECHNO CO., LTD.	
		April 2024	Director and Head of Particle Counter Division (to present)	
		<p>[Reason for nomination as candidate for Director]</p> <p>Having held multiple positions such as manager of medical instrument department and president &amp; CEO in one of our affiliate companies that manufactures hearing aids, the candidate possesses abundant business experience and profound knowledge in group management. Since his appointment as Head of Particle Counter Division in 2024, he has made a significant contribution to a business expansion by formulating and implementing projects for making business more efficient. Considering that he can continue fulfilling his duties as a Director based on his abundant experience and achievements, the Company has renominated him as a candidate.</p>		



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Kikuko Hamada (November 1, 1958)  [Reappointment] [Outside] [Independent]	January 1992	Joined Century Medical, Inc.	-
		October 1998	Brand Manager, Extracorporeal Circulation-related Products Marketing, Edwards Lifesciences Ltd.	
		July 2003	General Manager, Ethicon Japan Marketing Department, Johnson & Johnson K.K.	
		January 2005	Johnson & Johnson Asia Pacific Regional Franchise Director, Ethicon	
		December 2006	Vice President and General Manager, Ethicon Japan Business Department, Johnson & Johnson K.K.	
		June 2021	Outside Director of the Company (to present)	
<p>[Reason for nomination as candidate for Outside Director and expected roles]</p> <p>The candidate has engaged in the management of Johnson &amp; Johnson K.K. as Vice President, leading company-wide organizational reforms and new business developments, primarily in the medical instrument business, and has established long-term growth foundations. She is expected to provide the Company with proper advice and supervision based on her management experience and knowledge from working at a foreign company. Considering that she is an essential talent for the Company to increase its corporate value and strengthen its corporate governance, the Company has renominated her as a candidate for Outside Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	Mari Ueda (September 19, 1980)  [Reappointment] [Outside] [Independent]	April 2010	Special Researcher, National Institute of Advanced Industrial Science and Technology (AIST)	3,800
		April 2013	Deputy Chief Researcher, Airport Environment Improvement Foundation Aviation Environment Research Center	
		June 2016	Technical Advisor, Brüel & Kjær. Business Department, Spectris Co., Ltd.	
		June 2016	Technical Advisor, CIC Inc. (to present)	
		April 2018	Associate Professor, Faculty of Information Technology, Kanagawa Institute of Technology (to present)	
		June 2021	Outside Director of the Company (to present)	
[Reason for nomination as candidate for Outside Director and expected roles] After serving as Special Researcher at the National Institute of Advanced Industrial Science and Technology (AIST) and Deputy Chief Researcher at the Airport Environment Improvement Foundation, the candidate provided advice to Spectris Co., Ltd. on a range of issues regarding its measurement device business as Technical Advisor. She is expected to provide advice and supervision regarding the Company's hearing aid and measuring instrument businesses from the technical perspective of a sound environment specialist. Considering that she is an essential talent for the Company to increase its corporate value and strengthen its corporate governance, the Company has renominated her as a candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
7	Kazunobu Takahashi (October 26, 1957)  [Reappointment] [Outside] [Independent]	March 1982	Joined Futaba Corporation	100
		June 2008	Executive Officer, Group-Manager of Finance & Accounting Group, Corporate Finance & Administration Division	
		June 2011	Director, General-Manager of Corporate Finance& Administration Division	
		June 2013	Director, Managing Executive Officer in charge of overall administration divisions	
		June 2014	Director, Senior Managing Executive Officer in charge of overall administration divisions	
		June 2016	Representative Director and President	
		June 2019	Advisor	
		June 2023	Outside Director of the Company (to present)	
[Reason for nomination as candidate for Outside Director and expected roles] The candidate served as head of administration at Futaba Corporation, an electronic equipment manufacturer, where he led the company as Representative Director and President since 2016. He is expected to provide the Company with proper advice and supervision based on his business entrepreneur experience. Considering that he is an essential talent for the Company to increase its corporate value and strengthen its corporate governance, the Company has renominated him as a candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Shinya Ejima (October 15, 1959) [New candidate] [Outside] [Independent]	<p>April 1983      Joined Overseas Economic Cooperation Fund</p> <p>March 2003      Chief Representative, Colombo Office, Japan Bank for International Cooperation</p> <p>July 2012        Chief Representative, India Office, Japan International Cooperation Agency (JICA)</p> <p>October 2016    Senior Vice President, JICA</p> <p>April 2019       Deputy General Manager, India Division/Resident Representative in India, Konoike Transport Co., Ltd.</p> <p>October 2024    Associate General Manager, Medical Division (to present)</p>	-
<p>[Reason for nomination as candidate for Outside Director and expected roles]</p> <p>The candidate has held multiple important positions at various organizations such as engaging in organizational management as Senior Vice President of Japan International Cooperation Agency (JICA). In addition, with his international perspective and extensive knowledge cultivated through abundant experience of working overseas, he is expected to provide the Company with proper advice and supervision. Considering that he is an essential talent for the Company to increase its corporate value and strengthen its corporate governance, the Company has nominated him as a new candidate for Outside Director.</p>			

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Ms. Kikuko Hamada, Ms. Mari Ueda, Mr. Kazunobu Takahashi, and Mr. Shinya Ejima are candidates for Outside Director.  
The Company has designated Ms. Kikuko Hamada, Ms. Mari Ueda, and Mr. Kazunobu Takahashi as independent directors as defined by the rules of the Tokyo Stock Exchange and has registered them with the exchange. The Company also intends to designate Mr. Shinya Ejima as independent director as defined by the rules of the Tokyo Stock Exchange and has notified the exchange of this intention.
  3. Ms. Kikuko Hamada, Ms. Mari Ueda, and Mr. Kazunobu Takahashi will have served as Outside Directors of the Company for four (4) years, four (4) years, and two (2) years, respectively, at the close of the Meeting.
  4. The Company has concluded agreements with Ms. Kikuko Hamada, Ms. Mari Ueda, and Mr. Kazunobu Takahashi to limit their liability under Article 423, Paragraph 1 of the Companies Act within the minimum amount set by Article 425, Paragraph 1 of the same act. If the reappointment of Ms. Kikuko Hamada, Ms. Mari Ueda, and Mr. Kazunobu Takahashi is approved, the Company will extend the agreements. Moreover, if the appointment of Mr. Shinya Ejima is approved, then the Company intends to conclude the agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act within the minimum amount set by Article 425, Paragraph 1 of the same act.
  5. The Company has entered into a directors and officers liability insurance contract with an insurance company, with all Directors as insured parties. The insurance covers losses that may arise due to insured parties assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates assume the positions of Director, then they will be insured parties under the insurance contract, and the Company intends to renew the said insurance contract during their terms of office.
  6. Although Ms. Mari Ueda has never been involved in corporate management 先 other than serving as an outside director or an outside auditor, the Company considers that she will be able to fulfill her duties as Outside Director appropriately, as stated in the above “Reason for nomination as candidate for Outside Director and expected roles.”

**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Yoshihiro Sakuma will expire at the close of the Meeting. The Company proposes, therefore, to elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
Yoshihiro Sakuma (March 24, 1966)  [Reappointment] [Outside] [Independent]	March 1992 July 2006 June 2013	Registered as a Certified Public Accountant Established Sakuma CPA Office (to present) Outside Audit & Supervisory Board Member of the Company (to present)	700
[Reason for nomination as candidate for Outside Audit & Supervisory Board Member] The candidate possesses considerable knowledge on finance and accounting as a Certified Public Accountant. He provides advice and recommendations on a range of matters, based on his abundant experience, to ensure the appropriateness and properness of decision-making by the Board of Directors. Considering that he is an essential talent for the Company to strengthen its corporate governance, the Company has renominated him as a candidate for Outside Audit & Supervisory Board Member.			

- Notes:
1. There are no special interests between Mr. Yoshihiro Sakuma and the Company.
  2. Mr. Yoshihiro Sakuma is a candidate for Outside Audit & Supervisory Board Member. The Company has designated him as independent auditor as defined by the rules of the Tokyo Stock Exchange and has registered him with the exchange.
  3. Mr. Yoshihiro Sakuma will have served as Outside Audit & Supervisory Board Member of the Company for twelve (12) years at the close of the Meeting.
  4. The Company has concluded an agreement with Mr. Yoshihiro Sakuma to limit his liability under Article 423, Paragraph 1 of the Companies Act within the minimum amount set by Article 425, Paragraph 1 of the same act. If the reappointment of Mr. Yoshihiro Sakuma is approved, the Company will extend the agreement.
  5. The Company has entered into a directors and officers liability insurance contract with an insurance company, with all Audit & Supervisory Board Members as insured parties. The insurance covers losses that may arise due to insured parties assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If Mr. Yoshihiro Sakuma assumes the position of Audit & Supervisory Board Member, then he will be an insured party under the insurance contract, and the Company intends to renew the said insurance contract during his term of office.
  6. Although Mr. Yoshihiro Sakuma has never been involved in corporate management by any method other than serving as an outside director or an outside auditor, the Company considers that he will be able to fulfill his duties as Outside Audit & Supervisory Board Member appropriately, as stated in the above “Reason for nomination as candidate for Outside Audit & Supervisory Board Member.”

**Proposal 4: Election of Two (2) Substitute Audit & Supervisory Board Members**

The appointment of all two (2) Substitute Audit & Supervisory Board Members will expire at the close of the Meeting. The Company proposes, therefore, to elect two (2) Substitute Audit & Supervisory Board Members.

The candidates for Substitute Audit & Supervisory Board Member are as below. Mr. Hironori Yamatani will be a substitute member for Audit & Supervisory Board Member Mr. Makoto Nakanowatari, and Mr. Hiromasa Ogawa will be a substitute member for Outside Audit & Supervisory Board Members Mr. Yoshihiro Sakuma and Ms. Toko Teramachi.

Pursuant to provisions of the Company's Articles of Incorporation, the appointment of Substitute Audit & Supervisory Board Members will be effective until the beginning of the General Meeting of Shareholders held for the last fiscal year ending within two (2) years from their appointment.

The Audit & Supervisory Board has given its consent to this proposal.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
1	Hironori Yamatani (October 3, 1964)	October 2015	Joined the Company	600
		October 2015	Seconded to RION SCIENCE & TECHNOLOGY SHANGHAI LTD., Business Support Division	
		April 2020	General Manager of Accounting Department, Corporate Planning Division of the Company	
		April 2022	General Manager of Accounting Department and Governance Promotion Department, Corporate Planning Division	
		April 2024	General Manager of Governance Promotion Department, Corporate Planning Division (to present)	
	[Reason for nomination as candidate for Substitute Audit & Supervisory Board Member] The candidate possesses abundant experience and knowledge on overseas business and accounting departments, and currently serves as General Manager of Governance Promotion Department to improve the risk management at the Company and its group companies. Considering that he is an appropriate person to strengthen its corporate governance, the Company has renominated him as a candidate for Substitute Audit & Supervisory Board Member.			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	Hiromasa Ogawa (November 21, 1963)  [Outside] [Independent]	April 1993      Registered with the Daini Tokyo Bar Association Joined Kojima Law Offices January 2000      Partner, Kojima Law Offices January 2020      Managing Partner, Kojima Law Offices (to present)	-
	[Reason for nomination as candidate for Substitute Outside Audit & Supervisory Board Member] Through his practical experience as a lawyer, the candidate has gained deep insight into a wide range of areas. Considering that he is an appropriate person to strengthen its corporate governance, the Company has renominated him as a candidate for Substitute Outside Audit & Supervisory Board Member.		

- Notes: 1. There are no special interests between Mr. Hironori Yamatani or Mr. Hiromasa Ogawa and the Company.
2. Mr. Hiromasa Ogawa is a candidate for Substitute Outside Audit & Supervisory Board Member. If he assumes office as an Audit & Supervisory Board Member, the Company will designate him as an independent auditor as defined by the rules of the Tokyo Stock Exchange.
3. If Mr. Hironori Yamatani or Mr. Hiromasa Ogawa assumes office as an Audit & Supervisory Board Member, the Company will conclude an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act within the minimum amount set by Article 425, Paragraph 1 of the same act.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company, with all Audit & Supervisory Board Members as insured parties. The insurance covers losses that may arise due to insured parties assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If Mr. Hironori Yamatani and Mr. Hiromasa Ogawa assume the positions of Audit & Supervisory Board Member, then they will be insured parties under the insurance contracts.
5. Although Mr. Hiromasa Ogawa has never been involved in corporate management by any method other than serving as an outside director or an outside auditor, the Company considers that he will be able to fulfill his duties as Outside Audit & Supervisory Board Member appropriately, as stated in the above “Reason for nomination as candidate for Substitute Outside Audit & Supervisory Board Member.”



[Composition of the Board of Directors (Reference)]

The Company recognizes that it is important for the Board of Directors to adequately demonstrate its original functions for working on sustainable growth and enhancement of corporate value. To this end, the Company has striven to ensure supervisory functions by Outside Directors which incorporate outside perspectives, and realize a decision-making system reflecting a broad sense of values by adopting various human resources including women.

As of March 31, 2025, four (4) of eight (8) Directors of the Company are Outside Directors (50%), and among them, two (2) are women. Furthermore, one (1) of three (3) Audit & Supervisory Board Members is a woman. Of eleven Officers including Directors and Audit & Supervisory Board Members, three (3) are women (27%). With this composition, a certain balance has been ensured from a point of view of independency and diversity, and thus we believe that the composition is suitable for the Company's management scale.

While the Company plans to select the Officers at this Annual General Meeting of Shareholders, even if the proposals are approved, the proportions of Outside Directors and female Officers will be unchanged, and the composition that maintains the existing structure is expected to be adopted.

In order to enable the Board of Directors to fulfill effective management supervisory functions, the Company will strive to continuously enhance the governance system.

[Skill Matrix (Reference)]

With an aim to fulfill its roles and responsibilities, the Company's Board of Directors shall consist of individuals with abundant knowledge and experience in management and business. In view of our corporate philosophy "Contributing to people, society and the world through all our activities" along with "Board of Directors Skill Matrix," that defines requirements as board members reflecting the Company's management strategy, we strive to build up our organization to promote sustainable growth and enhance medium-and-long term corporate value.

Board of Directors Skill Matrix

	Name	Corporate management/ Management strategy	Industry experience	Globalism/ Internationalism	Technical development/ Technology	Finance Strategy/ Accounting	Governance/ Legal affairs/ Risk management
President & CEO	Koki Kato	○	○	○		○	○
Vice President	Kiyokatsu Iwahashi	○	○	○	○		
Chairman of the Board	Kenichi Shimizu	○	○			○	○
Director	Toshiyuki Shinozaki	○	○		○		
Outside Director	Kikuko Hamada	○	○	○			
Outside Director	Mari Ueda		○	○	○		
Outside Director	Kazunobu Takahashi	○	○	○		○	○
Outside Director (candidate)	Shinya Ejima	○	○	○			○
Audit & Supervisory Board Member (Full time)	Makoto Nakanowatari	○	○			○	○
Outside Audit & Supervisory Board Member	Yoshihiro Sakuma					○	○
Outside Audit & Supervisory Board Member	Toko Teramachi						○