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Securities Code: 6848

June 4, 2024

To Our Shareholders:

TAKAHASHI Toshio
President & Representative Director
DKK-TOA Corporation
29-10, 1-chome, Takadanobaba, Shinjuku-ku, Tokyo, Japan

Notice of the 80th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to inform you of the 80th Ordinary General Meeting of Shareholders (“Meeting”) of the DKK-TOA Corporation (the “Company”) to be held as described below. For the convocation of the Meeting, the Company is implementing measures for the electronic provision of materials, and the matters subject to electronic provision measures are posted on the Company’s website under “Notice of the 80th Ordinary General Meeting of Shareholders.”

The Company website:

https://www.toadkk.co.jp/ir/general_meeting.html (in Japanese)

The matters subject to electronic provision measures are posted on the website indicated above and on the Tokyo Stock Exchange (TSE) website. If you wish to view those matters on the TSE website, access the TSE website (the TSE Listed Company Search site) at the link below, input and search for issue name (company name) “DKK-TOA” or code “6848,” select “Basic Information” and then “Documents for public inspection/PR information”.

TSE website (TSE Listed Company Search site):

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

If you are unable to attend the Meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the Meeting posted on the matters subject to electronic provision measures, and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 25, 2024(JST).

1. **Date and Time: Wednesday, June 26, 2024 at 10:00 a.m. (JST)**
2. **Venue: 10th FL, TD Building
29-9, 1-chome, Takadanobaba, Shinjuku-ku, Tokyo, Japan**

3. **Agenda:**

Matters to be reported:

1. The business report, the consolidated financial statements, and the audit reports on the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 80th term (from April 1, 2023 to March 31, 2024)
2. The non-consolidated financial statements for the 80th term (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Election of twelve (12) Directors

Proposal 3: Election of two (2) Corporate Auditors

Notes:

- If attending the Meeting in person, you are requested to submit the enclosed voting rights exercise sheet at the reception desk on that day. Please bring this Notice with you in order to save resources.
- Please note that we do not provide souvenirs for attendees.
- The number of seats available is limited. Please note that admission may be limited.
- Please note that anyone who is not a shareholder cannot attend the Meeting even if he or she is your proxy or accompanied person. (Except for those who are accompanied by a physically disabled person.) In the case of exercising voting rights by proxy, as per the Company's Articles of Incorporation, each shareholder is entitled to appoint one proxy who is also a shareholder of the Company with voting rights. Please note that the proxy is required to submit written proof of his or her right of proxy.
- The following items are not included in the document to be delivered to shareholders with regard to relevant laws/regulations and the provisions of the Company's Articles of Incorporation.
 1. Consolidated statement of changes in shareholders' equity
 2. Notes to consolidated financial statements
 3. Unconsolidated statement of changes in shareholders' equity
 4. Notes to unconsolidated financial statements.

Therefore, the document to be delivered to shareholders were a part of the objects that the audit committee and accounting auditor audited on the occasion of the preparation of the Audit Report.

- Any change to the matters subject to electronic provision measures will be posted on the Company's website (<https://www.toadkk.co.jp/>).

Reference Documents for Shareholders Meeting

Proposal 1: Appropriation of surplus

The Company has a fundamental policy of maintaining appropriate and stable dividends in a manner that reflects its financial results with a target payout ratio of 30% or more. In accordance with on this policy, the Company, generally taking into consideration its operating results, the future business environment and other factors, proposes the following year-end dividend for the current fiscal year.


- (1) Type of dividend property: Cash
- (2) Matters related to disbursement of distributable assets and amount:
Dividend per share of common stock of the Company: ¥21
Total amount of dividends: ¥414,479,457
- (3) Effective date of dividend distribution: June 27, 2024


Proposal 2: Election of twelve (12) Directors


The term of office of all the 11 current Directors terminates at the close of the Meeting. Accordingly, the Company requests the election of 12 Directors including 2 Outside Directors. In selecting candidates for Directors, the Board of Directors has made decisions after receiving consultations from the Executive Personnel and Compensation Advisory Committee chaired by an Independent Outside Director.


The candidates for Directors are as follows:


| No. | Name | Duties and significant concurrent positions | |
|-----|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 1 | TAKAHASHI Toshio | President & Representative Director | Re-election |
| 2 | YAMAMORI Yasuo | Chairman | Re-election |
| 3 | SHOJI Masao | Senior Managing Director Assistant to the President Supervisor of Domestic & Overseas Sales Div. In charge of Quality Assurance | Re-election |
| 4 | TAKASHIMA Kazuyuki | Managing Director Director of Domestic Sales Div. In charge of HACH | Re-election |
| 5 | NAKAJIMA Nobuhisa | Managing Director Director of Production Div. In charge of Subsidiary Production Management Head of Sayama Technical Center In charge of DX Promotion Project Dept. | Re-election |
| 6 | KOSAKA Toru | Board Director Director of Administrative Div. In charge of Subsidiary Administration Compliance Officer Chief Information Officer | Re-election |
| 7 | NISHIZAWA Takashi | Board Director Deputy Director of Development & Technology Div. General Manager of Water Quality Technology Dept. In Charge of Intellectual Property Rights | Re-election |
| 8 | ARAKAWA Satoshi | Executive Officer Director of Development and Technology Div. General Manager of Medical related Devices Dept. | New candidate |
| 9 | MARU Sadakatsu | Board Director | Re-election |
| 10 | Tom MacFarlane | — | New candidate |
| 11 | AZUMA Nozomi | Outside Board Director | Re-election Outside Independent |
| 12 | IGARASHI Jinichi | Outside Board Director | Re-election Outside Independent |


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|  | 1 | TAKAHASHI Toshio | Re-election | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>● Duties and significant concurrent positions</p> <table border="0"> <tr> <td>April 1975</td> <td>Joined Denki Kagaku Keiki Co.</td> </tr> <tr> <td>March 2002</td> <td>General Manager of Osaka branch office, DKK-TOA</td> </tr> <tr> <td>April 2005</td> <td>General Manager of Tokyo sales office</td> </tr> <tr> <td>June 2005</td> <td>Executive Officer</td> </tr> <tr> <td>June 2007</td> <td>Board Director</td> </tr> <tr> <td></td> <td>General Manager of Sales Planning Dept.</td> </tr> <tr> <td>April 2008</td> <td>Director of R&D Div.</td> </tr> <tr> <td></td> <td>General Manager of Development II Dept.</td> </tr> <tr> <td></td> <td>Marketing Manager</td> </tr> <tr> <td></td> <td>Chief of Musashino R&D Center</td> </tr> <tr> <td>June 2009</td> <td>Managing Director</td> </tr> <tr> <td>June 2011</td> <td>Supervisor of Production Div.</td> </tr> <tr> <td>June 2013</td> <td>Senior Managing Director</td> </tr> <tr> <td></td> <td>Director of Sales Div.</td> </tr> <tr> <td></td> <td>Supervisor of R&D Div.</td> </tr> <tr> <td></td> <td>Supervisor of HACH/DKK-TOA Collaboration</td> </tr> <tr> <td>June 2014</td> <td>Executive Vice President</td> </tr> <tr> <td></td> <td>Supervisor of Production Div.</td> </tr> <tr> <td></td> <td>Supervisor of Quality Assurance Div.</td> </tr> <tr> <td>June 2015</td> <td>Executive Vice President & Representative</td> </tr> <tr> <td>June 2017</td> <td>Representative President (in service)</td> </tr> </table> | | | April 1975 | Joined Denki Kagaku Keiki Co. | March 2002 | General Manager of Osaka branch office, DKK-TOA | April 2005 | General Manager of Tokyo sales office | June 2005 | Executive Officer | June 2007 | Board Director | | General Manager of Sales Planning Dept. | April 2008 | Director of R&D Div. | | General Manager of Development II Dept. | | Marketing Manager | | Chief of Musashino R&D Center | June 2009 | Managing Director | June 2011 | Supervisor of Production Div. | June 2013 | Senior Managing Director | | Director of Sales Div. | | Supervisor of R&D Div. | | Supervisor of HACH/DKK-TOA Collaboration | June 2014 | Executive Vice President | | Supervisor of Production Div. | | Supervisor of Quality Assurance Div. | June 2015 | Executive Vice President & Representative | June 2017 | Representative President (in service) |
| | April 1975 | Joined Denki Kagaku Keiki Co. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| March 2002 | General Manager of Osaka branch office, DKK-TOA | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| April 2005 | General Manager of Tokyo sales office | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2005 | Executive Officer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2007 | Board Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | General Manager of Sales Planning Dept. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| April 2008 | Director of R&D Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | General Manager of Development II Dept. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Marketing Manager | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Chief of Musashino R&D Center | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2009 | Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2011 | Supervisor of Production Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2013 | Senior Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Director of Sales Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Supervisor of R&D Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Supervisor of HACH/DKK-TOA Collaboration | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2014 | Executive Vice President | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Supervisor of Production Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Supervisor of Quality Assurance Div. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2015 | Executive Vice President & Representative | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 2017 | Representative President (in service) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Date of birth March 14, 1953 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shares owned 71,828 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. TAKAHASHI Toshio has held executive positions in the sales, development and production departments of the Company and has been leading management of the Company, serving as President and Representative Director since 2017. The Company has thus determined that he is capable of appropriately fulfilling roles in the Company's managerial decision making and supervisory functions and requests his continued election as a director.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |


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|  | 2 | YAMAMORI Yasuo | Re-election | | | | | | | | | | | | | | | | | | | | |
| | <p>● Duties and significant concurrent positions</p> <table border="0"> <tr> <td>October 1980</td> <td>Joined Mitsubishi Corp.</td> </tr> <tr> <td>November 1984</td> <td>Joined Mitsubishi International Corp.</td> </tr> <tr> <td></td> <td>Deputy General Manager, US Project Management Center</td> </tr> <tr> <td>Sept. 1989</td> <td>President, Anatel</td> </tr> <tr> <td>Nov. 2001</td> <td>Vice President, Danaher Corporation</td> </tr> <tr> <td>June 2006</td> <td>Board Director of the Company</td> </tr> <tr> <td>June 2009</td> <td>Board Director & Advisor, Management Advisor</td> </tr> <tr> <td>May 2010</td> <td>In charge of market development</td> </tr> <tr> <td>June 2011</td> <td>Chairman of the Board (in service)</td> </tr> <tr> <td>January 2017</td> <td>Senior Adviser, Danaher Corporation (in service)</td> </tr> </table> | | | October 1980 | Joined Mitsubishi Corp. | November 1984 | Joined Mitsubishi International Corp. | | Deputy General Manager, US Project Management Center | Sept. 1989 | President, Anatel | Nov. 2001 | Vice President, Danaher Corporation | June 2006 | Board Director of the Company | June 2009 | Board Director & Advisor, Management Advisor | May 2010 | In charge of market development | June 2011 | Chairman of the Board (in service) | January 2017 | Senior Adviser, Danaher Corporation (in service) |
| | October 1980 | Joined Mitsubishi Corp. | | | | | | | | | | | | | | | | | | | | | |
| November 1984 | Joined Mitsubishi International Corp. | | | | | | | | | | | | | | | | | | | | | | |
| | Deputy General Manager, US Project Management Center | | | | | | | | | | | | | | | | | | | | | | |
| Sept. 1989 | President, Anatel | | | | | | | | | | | | | | | | | | | | | | |
| Nov. 2001 | Vice President, Danaher Corporation | | | | | | | | | | | | | | | | | | | | | | |
| June 2006 | Board Director of the Company | | | | | | | | | | | | | | | | | | | | | | |
| June 2009 | Board Director & Advisor, Management Advisor | | | | | | | | | | | | | | | | | | | | | | |
| May 2010 | In charge of market development | | | | | | | | | | | | | | | | | | | | | | |
| June 2011 | Chairman of the Board (in service) | | | | | | | | | | | | | | | | | | | | | | |
| January 2017 | Senior Adviser, Danaher Corporation (in service) | | | | | | | | | | | | | | | | | | | | | | |
| Date of birth February 5, 1947 | | | | | | | | | | | | | | | | | | | | | | | |
| Shares owned 48,000 | | | | | | | | | | | | | | | | | | | | | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. YAMAMORI Yasuo has held an important position at Danaher Corporation, which is the former parent company of Hach Company, our business and capital alliance partner, and has extensive experience in and deep insight regarding overseas business. The Company has thus determined that he is capable of appropriately fulfilling roles in the Company's managerial decision making and supervisory functions and requests his continued election as a director.</p> | | | | | | | | | | | | | | | | | | | | | | | |


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|  | 3 | SHOJI Masao | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1975 Joined Nikko Securities Inc. (current SMBC Nikko Securities Inc.) September 1980 Joined Denki Kagaku Keiki Co. June 2007 General Manager of Tokyo sales office, Sales Div. of the Company April 2010 General Manager of International procurement Dept. April 2012 General Manager of VOC Dept., Quality Assurance Div. June 2014 Executive Officer General Manager of No.1 Tokyo Sales Dept., Sales Div. June 2015 General Manager of No.2 Tokyo Sales Dept., Domestic Sales Div. May 2018 President & Representative Director, DKK-TOA Service April 2019 Supervisor of Domestic & Overseas Sales Div. (in service) June 2019 Board Director June 2021 Managing Director June 2022 Senior Managing Director (in service) Assistant to the President (in service) In charge of Quality Assurance (in service)</p> | | |
| Date of birth December 13, 1952 | | | |
| Shares owned 27,800 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. SHOJI Masao served the head of the sales department and the president of a DKK-TOA Group company and has abundant experience and broad insight. In view of his steady promotion in domestic and overseas sales as the Supervisor, the Company has determined that he will be able to continue to make decisions on and supervise corporate management appropriately, and therefore requests his continued election as a director.</p> | | | |


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|  | 4 | TAKASHIMA Kazuyuki | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1988 Joined the Company April 2018 General Manager of HACH Sales Dept., Domestic Sales Div. April 2019 Deputy Director of Domestic Sales Div. June 2019 Executive Officer April 2021 In charge of HACH (in service) June 2021 Board Director Director of Development & Technology Div. June 2023 Managing Director (in service) April 2024 Director of Domestic Sales Div. (in service)</p> | | |
| Date of birth July 25, 1965 | | | |
| Shares owned 18,335 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. TAKASHIMA Kazuyuki has extensive insight into sales strategy and marketing through his many years of experience in the sales department. In addition, he had led the Company's technology development as the general manager of the Development & Technology Division, and the Company has thus determined that he will be able to continue to make decisions on and supervise corporate management appropriately, and therefore requests his continued election as a director.</p> | | | |


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|  | 5 | NAKAJIMA Nobuhisa | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1977 Joined Tokyo Electric Power Company, Incorporated (current Tokyo Electric Power Company Holdings, Inc.)</p> <p>July 2001 Manager, Maintenance Planning Group, Technical Planning Dep., Chuo Thermal Power Office of the above company</p> <p>July 2005 Deputy Manager, Kawasaki Thermal Power Plant Construction Office of the above company</p> <p>July 2007 Deputy Manager, Futtsu Thermal Power Construction Office of the above company</p> <p>April 2011 Deputy Director, Yokosuka Thermal Power Plant, Nishi Thermal Power Office of the above company</p> <p>June 2013 Executive Officer of the Company General Manager of Sales Promotion Dept.</p> <p>July 2016 Director of Sales Promotion Div.</p> <p>June 2017 Board Director Supervisor of Domestic & Overseas Sales Div.</p> <p>April 2019 Director of Production Div. (in service) In charge of Subsidiary Production Management (in service) Head of Sayama Technical Center (in service) Head of Tokyo Engineering Center</p> <p>April 2022 In charge of DX Promotion Project Dept. (in service)</p> <p>June 2023 Managing Director (in service)</p> | | |
| Date of birth September 28, 1956 | | | |
| Shares owned 19,135 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. NAKAJIMA Nobuhisa served the head of the sales and production departments and has abundant experience and broad insight. In view of his leadership in the reinforcement of the production function of the entire Group as the general manager of the Production Division and Director in charge of production at affiliated companies, the Company has determined that he will be able to continue to make decisions on and supervise corporate management appropriately, and therefore requests his continued election as a director.</p> | | | |


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|  | 6 | KOSAKA Toru | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1985 Joined the Company</p> <p>July 2014 General Manager of Corporate Planning & General Affairs Dept.</p> <p>July 2015 General Manager of No.1 Tokyo Sales Dept., Domestic Sales Div.</p> <p>April 2018 General Manager of Kanto & Middle Japan Sales Dept., Domestic Sales Div.</p> <p>April 2020 Executive Officer Deputy Director of Domestic Sales Div. General Manager of East Japan Sales Dept., Domestic Sales Div.</p> <p>April 2022 Deputy Director of Administrative Div.</p> <p>June 2022 Board Director (in service) Director of Administrative Div. (in service) In charge of Subsidiary Administration (in service) Compliance Officer (in service) Chief Information Officer (in service)</p> | | |
| Date of birth March 7, 1963 | | | |
| Shares owned 9,880 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. KOSAKA Toru has extensive insight into overall corporate planning and sales strategy and marketing through his many years of experience in the administrative and sales departments. The Company has thus determined that he will be able to make decisions on and supervise corporate management appropriately, and therefore requests his continued election as a director.</p> | | | |


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|  | 7 | NISHIZAWA Takashi | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1986 Joined Denki Kagaku Keiki Corporation June 2016 General Manager of Water Quality Technology Dept., Development & Technology Div. (in service) April 2020 Executive Officer April 2023 Deputy Director of Development & Technology Div. (in service) June 2023 Board Director (in service) In Charge of Intellectual Property Rights (in service)</p> | | |
| <p>Date of birth April 20, 1963</p> | | | |
| <p>Shares owned 21,780</p> | | | |
| <p>● Reasons for nomination as a candidate for Director Mr. NISHIZAWA Takashi has abundant experience and specialized knowledge regarding product development acquired through many years of experience in the development department. The Company has thus determined that he will be able to make decisions on and supervise corporate management appropriately, and therefore requests his continued election as a director.</p> | | | |

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|  | 8 | ARAKAWA Satoshi | New candidate |
| | <p>● Duties and significant concurrent positions</p> <p>April 1992 Joined Denki Kagaku Keiki Corporation April 2019 General Manager of Medical related Devices Dept., Development & Technology Div. April 2022 Executive Officer (in service) April 2024 Director of Development and Technology Div. (in service) General Manager of Medical related Devices Dept. (in service)</p> | | |
| <p>Date of birth October 27, 1965</p> | | | |
| <p>Shares owned 2,585</p> | | | |
| <p>● Reasons for nomination as a candidate for Director Mr. ARAKAWA Satoshi has abundant experience and specialized knowledge regarding product development acquired through many years of experience in the development department. The Company has thus determined that he is capable of appropriately fulfilling roles in the Company's managerial decision making and supervisory functions and requests his election as a director.</p> | | | |

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|  | 9 | MARU Sadakatsu | Re-election |
| | <p>● Duties and significant concurrent positions</p> <p>April 1977 Joined Nikkaki Co., Ltd. (current Beckman Coulter, Inc.) April 1985 Sales Manager of the above company October 1993 Manager, Hematology Business Unit of Roche Diagnostic October 1995 Marketing Director, Clinical Chemistry of the above company August 1996 Sales Manager, Vascular Surgery of Boston Scientific Japan KK January 2001 Director, Vascular Div. of the above company June 2007 Vice President, Radiometer KK June 2008 President & Representative Director of the above company October 2016 Vice Chairman, Danaher Japan Board June 2017 Board Director of the Company (in service) January 2021 Chairman, Radiometer KK</p> | | |
| Date of birth November 28, 1954 | | | |
| Shares owned 0 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. MARU Sadakatsu served as President of Radiometer Company, which is a diagnostics business unit of Danaher Corporation, the former parent company of our business and capital alliance partner Hach Company, and has extensive experience and deep insight in corporate management and the medical equipment business. The Company has thus determined that he is capable of appropriately fulfilling roles in the Company's managerial decision making and supervisory functions and requests his continued election as a director.</p> | | | |

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|  | 10 | Tom MacFarlane | New candidate |
| | <p>● Duties and significant concurrent positions</p> <p>January 2006 Joined National Surgical Corporation (Australia) January 2007 Joined Ev3 Inc. (U.S.A.) (current Medtronic Plc. (Ireland)) November 2008 Joined Applied Medical Resources Corporation (U.S.A.) October 2011 Joined LifeHealthcare Group Limited (Australia) July 2018 Sales Director, South East Asia Pacific, Radiometer Medical ApS January 2020 Senior General Manager, U.S.A of the above company August 2023 Vice President / General Manager, Water Quality Platform, Asia Pacific, Veralto Corporation (in service)</p> | | |
| Date of birth March 26, 1975 | | | |
| Shares owned 0 | | | |
| <p>● Reasons for nomination as a candidate for Director</p> <p>Mr. Tom MacFarlane has held an executive position in the water quality monitoring instruments business in Asia Pacific of Veralto Corporation, which is the parent company of our business and capital alliance partner Hach Company, and has global insight in the water quality measuring business, the Company's mainstay products. The Company has thus determined that he is capable of appropriately fulfilling roles in the Company's managerial decision making and supervisory functions and requests his election as a director.</p> | | | |

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|  | 11 | AZUMA Nozomi | Re-election Outside Independent |
| | <p>● Duties and significant concurrent positions</p> <p>April 1986 Registered as lawyer Joined Sakano/Seo/Hamada Law Office (current Tokyo Hatchobori Law Office)</p> <p>April 1996 Partner Attorney, Tokyo Hatchobori Law Office (in service)</p> <p>January 2003 Instructor, Legal Training and Research Institute in the Supreme Court (for civil actions)</p> <p>September 2010 Visiting Professor, Faculty of Law, Waseda University (in service)</p> <p>May 2013 Outside Auditor, Renown Incorporated</p> <p>April 2021 Auditor, East Japan fishery credit co-operatives association (in service)</p> <p>June 2021 Board Director of the Company (in service)</p> | | |
| Date of birth December 25, 1959 | | | |
| Shares owned 0 | | | |
| <p>● Reasons for nomination as a candidate for Outside Director and the role to be expected</p> <p>Mr. AZUMA Nozomi has high levels of specialized knowledge and extensive experience as an attorney and Visiting Professor of law school. The Company thus requests his continued election as an outside director and expects him to supervise the Company's management from a standpoint independent of management by utilizing extensive experience and a broad range of knowledge in corporate legal work.</p> | | | |

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|  | 12 | IGARASHI Jinichi | Re-election Outside Independent |
| | <p>● Duties and significant concurrent positions</p> <p>April 1982 Joined Nippon Oil Co., Ltd. (company name changed due to merger).</p> <p>July 2006 General Manager, Lubricants Research Laboratory, Central Technical Research Laboratory, R&D Division Deputy General Manager, Lubricants Control Department, Lubricants Division of the above company</p> <p>July 2012 Executive Officer General Manager of Central Technical Research Laboratory, Research and Development Division, JX Nippon Oil & Energy Corporation (company name changed due to merger)</p> <p>June 2014 Managing Executive Officer of the above company</p> <p>April 2016 Director and Managing Executive Officer, JX Energy Corporation (currently ENEOS Corporation), in charge of Social Environment & Safety Department, Quality Assurance Department and Central Technical Research Laboratory</p> <p>April 2019 President and Representative Director, JX Research Corporation (currently ENEOS Research Institute, Ltd.)</p> <p>April 2022 Advisor of the above company</p> <p>June 2022 Board Director of the Company (in service)</p> | | |
| Date of birth January 28, 1958 | | | |
| Shares owned 0 | | | |
| <p>● Reasons for nomination as a candidate for Outside Director and the role to be expected</p> <p>Mr. IGARASHI Jinichi served as President & Representative Director of JX Research Corporation and has extensive experience and a broad range of knowledge as a corporate manager. The Company thus requests his continued election as an outside director and expects him to supervise the Company's management from a standpoint independent of management by utilizing extensive experience and a broad range of knowledge.</p> | | | |

(Notes)

1. Reference Documents for the Meeting are based on information current as of April 1, 2024.
2. There is no special interest between each candidate and the Company.
3. “Denki Kagaku Keiki Corporation” shown in the above career summary merged with the Company on October 1, 2000.
4. Mr. AZUMA Nozomi and Mr. IGARASHI Jinichi are candidates for Outside Directors.
5. Mr. AZUMA Nozomi and Mr. IGARASHI Jinichi are currently serving as the Company’s outside director, and their respective terms of office as outside director are three years and two years as of the close of the Meeting.
6. In accordance with the Articles of Incorporation, the Company has entered into liability limitation agreements with Mr. MARU Sadakatsu, Mr. AZUMA Nozomi, Mr. IGARASHI Jinichi limiting their liability under Article 423, Paragraph 1 of the Companies Act. If their reelection is approved, the Company intends to continue the liability limitation agreements with them. If the election of Mr. Tom MacFarlane is approved, the Company intends to enter into a similar liability limitation agreement with him.
7. The Company has registered Mr. AZUMA Nozomi and Mr. IGARASHI Jinichi as an independent officer as set forth by the Tokyo Stock Exchange. If their reelection is approved, the Company will continue to register them as an independent officer.
8. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement with the Company’s Directors, Corporate Auditors, and Executive Officers and the Directors and Corporate Auditors of its subsidiaries as the insureds. The insurance policy covers compensation for damage and litigation expenses that the insured are liable to pay under law, and the Company pays the entire amount of the insureds’ insurance premiums. However, there are certain exclusions from coverage for which indemnification is not paid such as damage incurred as a result of the knowing unlawful conduct of an insured.

All candidates are insureds under the insurance agreement. The Company plans to renew the policy under the same terms and conditions at the time of renewal in November 2024.

(Reference) Main expertise and experience (skill matrix) of director candidates

| Name | Corporate management | Sales & Marketing | Manufacturing - Technology and Development | Global | Finance and Accounting | Legal affairs and Risk management |
|--------------------|----------------------|-------------------|--------------------------------------------|--------|------------------------|-----------------------------------|
| TAKAHASHI Toshio | ○ | ○ | ○ | | | |
| YAMAMORI Yasuo | ○ | | ○ | ○ | | |
| SHOJI Masao | ○ | ○ | | ○ | | |
| TAKASHIMA Kazuyuki | ○ | ○ | ○ | | | |
| NAKAJIMA Nobuhisa | ○ | ○ | ○ | | | |
| KOSAKA Toru | ○ | ○ | | | ○ | ○ |
| NISHIZAWA Takashi | ○ | | ○ | | | |
| ARAKAWA Sastoshi | ○ | | ○ | | | |
| MARU Sadakatsu | ○ | ○ | | ○ | | |
| Tom MacFarlane | ○ | ○ | | ○ | ○ | |
| AZUMA Nozomi | | | | | | ○ |
| IGARASHI Jinichi | ○ | | ○ | | | |

(Note) The skills listed above do not represent all the expertise and experience of each candidate.

(Reference) Skills required for the Company's Directors and reason for their selection


| Skills | Reason for selection |
|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Corporate management | To achieve the improvement of sustainable corporate value as the business environment surrounding the measurement instrument business drastically changes, the Group needs a director who can grasp the entire business and has experience in management and administration as a corporate executive. |
| Sales & Marketing | To realize the development of new markets and strengthen the revenue base, the Group needs a director with abundant experience in and a high level of insight into sales strategy and marketing. |
| Manufacturing - Technology and Development | To provide excellent products and services and to promote technological development that incorporates advanced technologies, the Group needs a director with abundant experience in and a high level of insight into manufacturing, technology and development. |
| Global | To formulate and implement growth strategies in overseas markets, including the growth areas of China and Asia, the Group needs a director with abundant experience in and a high level of insight into overseas business management. |
| Finance and Accounting | To ensure accurate financial reporting and reinforcement of revenue base and promote growth investment in the improvement of sustainable corporate value, the Group needs a director with solid knowledge and experience in finance and accounting. |
| Legal affairs and Risk management | The establishment of a legal and risk management system is the foundation for the improvement of sustainable corporate value, and the Group needs a director with solid knowledge and experience in corporate legal affairs and risk management in order to improve the function of the board of directors to oversee management. |

Proposal 3: Election of two (2) Corporate Auditors

The term of office for Corporate Auditors Mr. UOTSUGI Taisuke and Mr. YONEZAWA Hiroyuki is to expire at the end of the Meeting. Accordingly, the Company requests the election of 2 Corporate Auditors.

The Board of Corporate Auditors has agreed to this proposal.

The candidates for Corporate Auditors are as follows:

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------|
|  | 1 | DAIMI Keiichiro | New candidate |
| | <p>● Duties and significant concurrent positions</p> <p>April 1988 Joined the Company</p> <p>October 2017 General Manager of Human Resources Dept. and Administration Dept., Administrative Div.</p> <p>June 2019 Executive Officer (in service)</p> <p>June 2021 Director of Administrative Div.</p> <p>June 2022 President & Representative Director, DKK-TOA Service</p> | | |
| Date of birth July 12, 1964 | | | |
| Shares owned 6,385 | | | |
| <p>● Reasons for nomination as a candidate for Auditor</p> <p>Mr. DAIMI Keiichiro has specialized knowledge through his many years of experience in the Administrative Division and as the president of a DKK-TOA Group company. The Company has thus determined that he will supervise management overall and provide effective advice and requests his election as an auditor.</p> | | | |

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------------|
|  | 2 | USAMI Shin | New candidate Outside Independent |
| | <p>● Duties and significant concurrent positions</p> <p>April 1982 Joined Yasuda Life Insurance Company (current Meiji Yasuda Life Insurance Company)</p> <p>January 2004 General Manager, No. 2 Corporate Sales Department, Wide Range Organization Division of the above company</p> <p>April 2008 General Manager, Public Interest Corporation Department of the above company</p> <p>April 2010 General Manager, General Welfare Affairs Department of the above company</p> <p>April 2013 Director of the above company General Manager, No. 1 Public interest corporation department of the above company</p> <p>April 2016 President & Representative Director, Meiji Yasuda Life Plan Center Co., Ltd</p> <p>April 2023 Adviser, Wide Range Organization Division of the above company</p> | | |
| Date of birth December 9, 1958 | | | |
| Shares owned 0 | | | |
| <p>● Reasons for nomination as a candidate for Auditor</p> <p>Mr. USAMI Shin has served as the President of Meiji Yasuda Life Plan Center Co., Ltd. and has extensive experience and knowledge as a corporate manager. The Company has thus determined that he is capable of supervising the overall management of the Company and providing useful advice and requests his election as an outside auditor.</p> | | | |

(Notes)

1. Reference materials for the Meeting are based on information current as of April 1, 2024.
 2. There is no special interest between each candidate and the Company.
 3. Mr. USAMI Shin is a candidate for Outside Auditors.
 4. In accordance with the Articles of Incorporation, if the election of Mr. DAIMI Keiichiro and Mr. USAMI Shin is approved, the Company intends to enter into liability limitation agreement with them which limits liability under Article 423, Paragraph 1 of the Companies Act.
 5. If the election of Mr. USAMI Shin is approved, the Company intends to register him as an independent officer as set forth by the Tokyo Stock Exchange.
 6. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement with the Company's Directors, Corporate Auditors, and Executive Officers and the Directors and Corporate Auditors of its subsidiaries as the insureds. The insurance policy covers compensation for damage and litigation expenses that the insured are liable to pay under law, and the Company pays the entire amount of the insureds' insurance premiums. However, there are certain exclusions from coverage for which indemnification is not paid such as damage incurred as a result of the knowing unlawful conduct of an insured.
- All candidates are insureds under the insurance agreement. The Company plans to renew the policy under the same terms and conditions at the time of renewal in November 2024.