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(Securities Code 7701)

May 30, 2025

**To Shareholders with Voting Rights:**

Yasunori Yamamoto  
Representative Director, President & CEO  
SHIMADZU CORPORATION  
1, Nishinokyo Kuwabara-cho, Nakagyo-ku,  
Kyoto, Japan

**NOTICE OF THE 162ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We hereby notify that the 162nd Annual General Meeting of Shareholders of SHIMADZU CORPORATION (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, we have taken measures to electronically provide information (“Matters for Electronic Provision”) and have posted the Matters for Electronic Provision on the following websites on the Internet as “Notice of the 162nd Annual General Meeting of Shareholders.”

- The Company’s website:  
<https://www.shimadzu.com/ir/stock/meeting.html>

In addition to the above website, the Matters for Electronic Provision have also been posted on the following website on the Internet.

- The Tokyo Stock Exchange website (Listed Company Search)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>  
\*Please find the information by visiting the above Tokyo Stock Exchange website. On this page, you can search for the information by entering either the “Issue name (company name)” or “Securities code,” and then by selecting “Basic Information” and “Documents for public inspection/PR information” tab.

You can exercise your voting rights in writing (by submitting the enclosed Voting Rights Exercise Form) or by electromagnetic means (via the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 25, 2025, Japan standard time (“JST”).

**1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. (JST)

**2. Place:** Main Hall at the Head Office  
1, Nishinokyo Kuwabara-cho, Nakagyo-ku, Kyoto, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the 162nd Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. Non-consolidated Financial Statements for the 162nd Fiscal Year (April 1, 2024 - March 31, 2025)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors, Members of the Board  
**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

**● Instructions for the Exercise of Voting Rights**

The following methods are available for exercising voting rights. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

**Exercise voting rights**

You can exercise your voting rights in writing or by electromagnetic means.

- **Exercise of voting rights in writing**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form by mail so that we can receive it no later than the following deadline. If you do not indicate your vote for or against each proposal on the Voting Rights Exercise Form, you will be deemed to have approved the proposal.

**Deadline: 5:00 p.m. Wednesday, June 25, 2025 (JST)**

- **Exercise of voting rights via the Internet, etc.**

Please access the Company's designated website (<https://evote.tr.mufg.jp/>) from a smartphone or a computer etc., enter your "Login ID" and "Temporary Password" both of which are noted on the Voting Rights Exercise Form, follow the on-screen instructions and exercise your voting rights.

**Deadline: 5:00 p.m. Wednesday, June 25, 2025 (JST)**

**If you are able to attend the meeting**

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

**Date and time: 10:00 a.m. Thursday, June 26, 2025 (JST)**

For inquiries about the system and other matters, contact:  
 Securities Business Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation  
 Phone: (0120) 173-027 (Toll Free) (available from 9:00 to 21:00) (Japan only)

<Electronic Platform for Exercising Voting Rights>

Institutional investors can use the Electronic Voting Platform operated by ICJ, Inc. if they submit an application to do so in advance.

**Handling of duplicate voting**

- 1) If the voting rights are exercised both in writing and by electromagnetic means and the vote for the same proposal differs, the exercise of voting rights by electromagnetic means shall be deemed valid.
- 2) If the voting rights are exercised by electromagnetic means multiple times and the vote for the same proposal differs, the last exercise of voting rights shall be deemed valid.

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- ◎ Of the documents required to be provided with this Notice of Convocation, the following documents have been posted as the Matters for Electronic Provision on the Company's website (<https://www.shimadzu.com/>) in accordance with laws and regulations and Article 15, Paragraph 2 of the Articles of Incorporation of the Company. Therefore, those are not included in the documents delivered to shareholders who requested the delivery of paper-based documents.
- \*The Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements
  - \*The Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements
- The Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements as well as the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements were audited by the Accounting Auditor and the Audit & Supervisory Board as part of the Consolidated Financial Statements and the Non-consolidated Financial Statements in preparing the Audit Report.
- ◎ Should the Matters for Electronic Provision require revisions, the revised versions will be posted on each website where they are posted.

# Reference Documents for the General Meeting of Shareholders

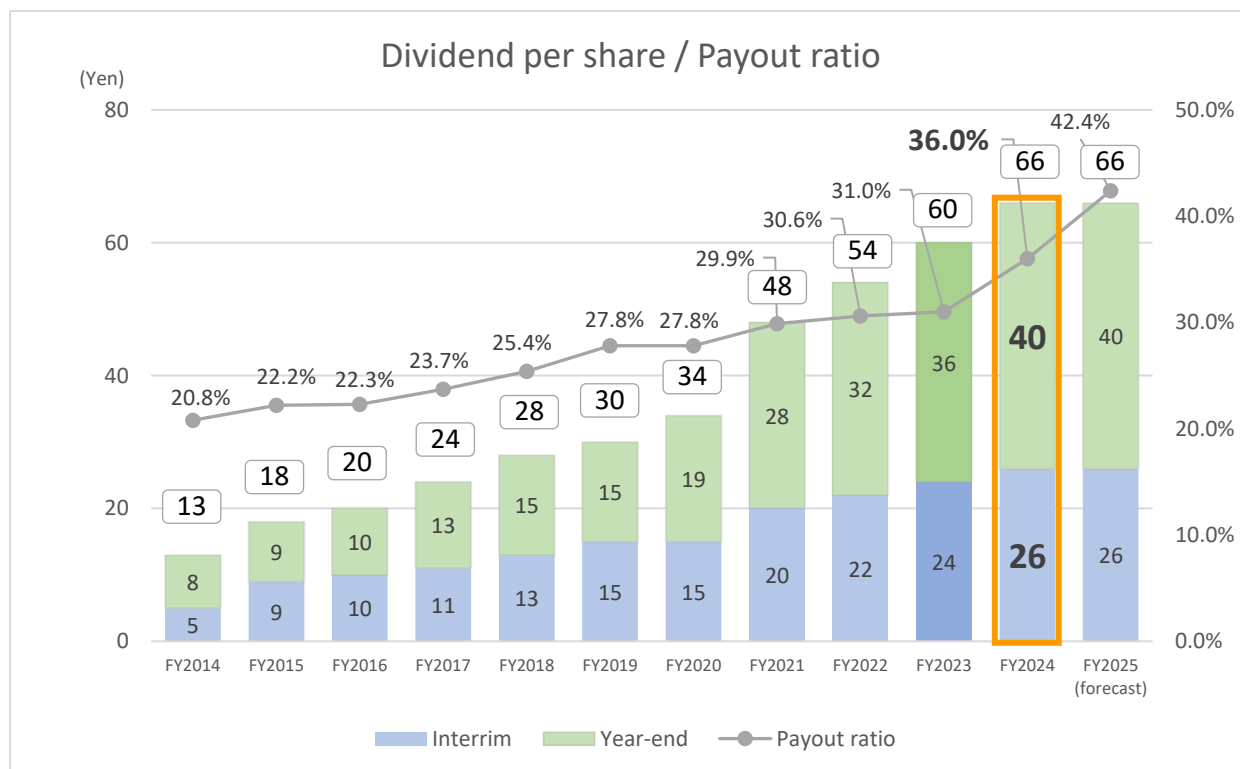
## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company views the return of profits to shareholders as a key management objective. The Company's basic policy is to maintain a dividend payout ratio of 30% or higher and provide constant shareholder returns, while taking into consideration earnings performance and cash flows comprehensively. The Company will strive to utilize its internal reserves mainly for investments that will lead to the Company's sustainable growth while ensuring fiscal health, such as growth investments in areas that create social value and investments to strengthen the base for human resources, development, manufacturing, and DX measures.

Based on this policy, with respect to the appropriation of surplus (year-end dividend) for the fiscal year ended March 31, 2025, taking into consideration the earnings performance for the year and business development from now on, the Company proposes payment of dividend of 40 yen per share (the ordinary dividend 36 yen and the 150th anniversary commemorative dividend 4 yen) as shown below. Combined with the interim dividend, the total annual dividend will be 66 yen per share, an increase of 6 yen from the previous fiscal year.

1. Type of dividend property  
Cash
2. Matters related to the allotment of dividend property to shareholders and the total amount  
40 yen per share of common stock of the Company  
Total amount: 11,560,422,200 yen
3. Effective date of distribution of surplus  
June 27, 2025



Year-end dividend per share for FY2024

**40 Yen**

(Interim dividend 26 yen, annual dividend 66 yen)

FY2024 payout ratio

**36.0%**


**Proposal 2:** Election of Seven (7) Directors, Members of the Board

The terms of office of all eight (8) Directors, Members of the Board will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors, Members of the Board.

The candidates for Director, Member of the Board are as follows.


No.	Name			Gender	Current positions and responsibilities at the Company	Attendance at Board of Directors' meetings
1	Teruhisa Ueda	Reappointment		Male	Chairman and Representative Director Chairman of the Board	100% (13/13)
2	Yasunori Yamamoto	Reappointment		Male	Representative Director, President & CEO	100% (13/13)
3	Akira Watanabe	Reappointment		Male	Director, Member of the Board Senior Managing Executive Officer In charge of Risk Management, Global Environmental Management (GX), Corporate Transformation (CX)	100% (13/13)
4	Nobuo Hanai	Reappointment	Outside Director Independent Officer	Male	Director, Member of the Board (part-time)	100% (13/13)
5	Yoshiyuki Nakanishi	Reappointment	Outside Director Independent Officer	Male	Director, Member of the Board (part-time)	100% (13/13)
6	Nami Hamada	Reappointment	Outside Director Independent Officer	Female	Director, Member of the Board (part-time)	100% (13/13)
7	Mie Kitano	Reappointment	Outside Director Independent Officer	Female	Director, Member of the Board (part-time)	100% (10/10)

(Note) As for the attendance at the Board of Directors' meetings of Ms. Mie Kitano, the Board of Directors' meetings applicable to her were only those held subsequent to her assumption of office on June 26, 2024.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
1	<b>Teruhisa Ueda</b> (May 14, 1957)  <Reappointment>	April 1982      Joined the Company June 2007      Corporate Officer June 2007      Deputy General Manager, Analytical and Measuring Instruments Division June 2011      Director, Member of the Board June 2011      General Manager, Analytical and Measuring Instruments Division June 2013      Managing Executive Officer June 2014      Senior Managing Executive Officer June 2015      President and Representative Director June 2015      CEO April 2022      Chairman and Representative Director (to present) April 2022      Chairman of the Board (to present) July 2023      Outside Director, Meiji Yasuda Life Insurance Company (to present)  [Significant concurrent position] Outside Director, Meiji Yasuda Life Insurance Company	Number of shares of the Company held: 31,033 <hr/> Years served as Director, Member of the Board: 14 years (at the closing of this Meeting) <hr/> Attendance at Board of Directors' meetings in FY2024 13/13 (100%)
		[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] As Chairman of the Board, Mr. Teruhisa Ueda is running the Board appropriately and is committed to enhancing corporate value by strengthening corporate governance. Based on his high insight, abundant experience, and distinguished track record in corporate management and the Company's businesses, the Company expects him to fulfill his role in strengthening the Board's functions for decision-making on important matters and for monitoring and oversight of business execution. Therefore, the Company has nominated him again as a candidate for Director, Member of the Board.	

(Notes)

1. There are no special interests between Mr. Teruhisa Ueda and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Teruhisa Ueda is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held: 14,004
2	<b>Yasunori Yamamoto</b> (February 20, 1959)  <Reappointment>	April 1983      Joined the Company June 2014      Corporate Officer June 2017      Managing Executive Officer June 2017      In charge of Manufacturing, Corporate Information & Communications Technology, and CS Management June 2017      Deputy in charge of Corporate Research and Development April 2020      In charge of Corporate Strategy Planning and Corporate Communications June 2020      Director, Member of the Board April 2021      Senior Managing Executive Officer April 2021      CFO April 2022      President and Representative Director (to present) April 2022      CEO (to present) [Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles] As the CEO, Mr. Yasunori Yamamoto is responsible for the management of the Group, and he has been contributing to the strengthening of the Board's functions in decision-making and in oversight by giving accounts of business execution and important matters. He not only has demonstrated strong leadership as a corporate manager but also has a wide range of experience and track record in areas such as development, manufacturing, and overseas business. Therefore, the Company expects him to fulfill his role in promoting the medium- term management plan and driving the sustainable enhancement of corporate value of the Group, and has nominated him again as a candidate for Director, Member of the Board.	Years served as Director, Member of the Board: 5 years (at the closing of this Meeting) Attendance at Board of Directors' meetings in FY2024 13/13 (100%)


(Notes)

1. There are no special interests between Mr. Yasunori Yamamoto and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Yasunori Yamamoto is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
3	<b>Akira Watanabe</b> (March 3, 1963)  <Reappointment>	<p>April 1985      Joined the Company</p> <p>April 2009      General Manager, TMP Business Unit, Semiconductor Equipment Division (currently Industrial Machinery Division) and Deputy General Manager, Sales &amp; Marketing Department, Semiconductor Equipment Division</p> <p>April 2011      General Manager, Sales &amp; Marketing Department, Semiconductor Equipment Division and General Manager, TMP Business Unit, Semiconductor Equipment Division</p> <p>June 2013      Deputy General Manager, Semiconductor Equipment Division, General Manager, Sales &amp; Marketing Department, Semiconductor Equipment Division and General Manager, TMP Business Unit, Semiconductor Equipment Division</p> <p>June 2016      Corporate Officer</p> <p>June 2016      General Manager, Industrial Machinery Division</p> <p>April 2019      Managing Executive Officer</p> <p>April 2020      General Manager, Industrial Machinery Division and General Manager, Fluidics Systems Division</p> <p>April 2022      Senior Managing Executive Officer (to present)</p> <p>April 2022      CFO In charge of Corporate Strategy Planning and Corporate Communications</p> <p>June 2022      Director, Member of the Board (to present)</p> <p>April 2025      In charge of Risk Management, Global Environmental Management (GX), Corporate Transformation (CX) (to present)</p> <p>[Reasons for nomination as a candidate for Director, Member of the Board and summary of expected roles]  Being responsible for Risk Management, Global Environmental Management, and Corporate Transformation, Mr. Akira Watanabe is fulfilling accountability to the Board and contributing to improving the Board's functions for decision-making on important matters and for oversight of business execution. Based on his abundant knowledge and track record as General Manager of the Industrial Machinery business and Fluidics Systems business, in sales operations, marketing, and management of an overseas subsidiary, in addition to having served as CFO and being responsible for company-wide departments such as Corporate Strategy Planning and Corporate Communications, the Company expects him to fulfill his role in contributing to the Group's sustainable growth and enhancing corporate value. Therefore, the Company has nominated him again as a candidate for Director, Member of the Board.</p>	<p>Number of shares of the Company held: 5,159</p> <hr/> <p>Years served as Director, Member of the Board: 3 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2024 13/13 (100%)</p>

(Notes)


1. There are no special interests between Mr. Akira Watanabe and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Akira Watanabe is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
4	<b>Nobuo Hanai</b> (April 30, 1953)  <Reappointment> <div>Outside Director</div> <div>Independent Officer</div>	April 1976      Joined Kyowa Hakko Kogyo Co., Ltd. (currently Kyowa Kirin Co., Ltd.) June 2006      Executive Officer, Kyowa Kirin Co., Ltd. April 2009      Managing Executive Officer, Kyowa Kirin Co., Ltd. June 2009      Director of the Board, Kyowa Kirin Co., Ltd. March 2010      Senior Managing Executive Officer, Kyowa Kirin Co., Ltd. March 2012      Executive Director of the Board, President and Chief Executive Officer, Kyowa Kirin Co., Ltd. March 2018      Executive Director of the Board, Chairman and Chief Executive Officer, Kyowa Kirin Co., Ltd. March 2019      Director of the Board, Chairman of the Board, Kyowa Kirin Co., Ltd. (retired in March 2020) June 2020      Director, Member of the Board of the Company (to present) March 2021      Outside Director, Perseus Proteomics Inc. (to present) March 2024      Outside Director, Noile-Immune Biotech Inc. (to present)  [Significant concurrent positions] Outside Director, Perseus Proteomics Inc. Outside Director, Noile-Immune Biotech Inc.	Number of shares of the Company held:  2,666  Years served as Director, Member of the Board:  5 years (at the closing of this Meeting)  Attendance at Board of Directors' meetings in FY2024 13/13 (100%)
		[Reasons for nomination as a candidate for Outside Director and summary of expected roles] Mr. Nobuo Hanai has abundant management experience as the president of a leading Japanese pharmaceutical company and global knowledge about the pharmaceutical industry as well as research and development. He has been proactively engaged in discussions and providing recommendations, which have been conducive to the strengthening of the Board's functions in decision-making and in oversight. In addition, as a chairperson of the Nominating and/or Compensation Committee, he has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. Based on his insight into the major market, the Company expects him to fulfill his role in continuously contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Outside Director.	

(Notes)


1. There are no special interests between Mr. Nobuo Hanai and the Company.
2. Mr. Nobuo Hanai is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Mr. Nobuo Hanai to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he acted in good faith and without gross negligence in performing his duties.
4. Mr. Nobuo Hanai satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 17.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Nobuo Hanai is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.



No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
5	<b>Yoshiyuki Nakanishi</b> (November 3, 1954)  <Reappointment> <u>Outside Director</u> <u>Independent Officer</u>	<p>April 1978      Joined Dainippon Ink and Chemicals, Incorporated (currently DIC Corporation)</p> <p>April 2010      Executive Officer, In charge of Corporate Strategy Division, DIC Corporation</p> <p>June 2011      Director of the Board, Executive Officer, In charge of Corporate Strategy Division, DIC Corporation</p> <p>April 2012      Representative Director, President, and CEO, DIC Corporation</p> <p>January 2018    Chairman of the Board of Directors, DIC Corporation</p> <p>June 2020      Outside Director, The Japan Steel Works, Ltd. (to present)</p> <p>June 2020      Outside Director, IHI Corporation (to present)</p> <p>January 2021    Director of the Board, DIC Corporation</p> <p>March 2021      Executive Advisor, DIC Corporation (retired in March 2023)</p> <p>June 2021      Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions]  Outside Director, The Japan Steel Works, Ltd.  Outside Director, IHI Corporation</p>	<p>Number of shares of the Company held: 1,076</p> <hr/> <p>Years served as Director, Member of the Board: 4 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2024 13/13 (100%)</p>
		<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Yoshiyuki Nakanishi has abundant management experience as the president of a worldwide chemicals company and global knowledge about the chemicals industry as well as management strategy, manufacturing, sales operation, among others. He has been proactively engaged in discussions and providing recommendations, which have been conducive to the strengthening of the Board's functions in decision-making and in oversight. In addition, as a member of the Nominating and/or Compensation Committee, he has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit &amp; Supervisory Board Members and Executive Officers. Based on his insight into the major market, the Company expects him to fulfill his role in continuously contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Outside Director.</p>	

(Notes)


1. There are no special interests between Mr. Yoshiyuki Nakanishi and the Company.
2. Mr. Yoshiyuki Nakanishi is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Mr. Yoshiyuki Nakanishi to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he acted in good faith and without gross negligence in performing his duties.
4. Mr. Yoshiyuki Nakanishi satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 17.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Mr. Yoshiyuki Nakanishi is an insured person under the insurance contract. If he is reappointed as Director, Member of the Board, he will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
6	<p><b>Nami Hamada</b> (August 3, 1964)</p>  <p>&lt;Reappointment&gt;  <div>Outside Director</div> <div>Independent Officer</div> </p>	<p>July 1992      Joined Lehman Brothers Holdings Inc.  October 1996      Vice President, Lehman Brothers Japan Inc.  June 1999      Senior Vice President,  Lehman Brothers Japan Inc.  May 2004      Representative Director,  HDH Advisors Japan Limited.  December 2006      Principal, HDH Capital Management Pte Ltd.  March 2009      Founder, Managing Director,  Mile High Capital Inc. (to present)  August 2017      Director, Ecoplexus Japan K.K.  February 2019      Chief Operating Officer,  Vesper Group Japan K.K.  March 2019      Outside Director  (Audit &amp; Supervisory Committee Member),  Coca-Cola Bottlers Japan Holdings Inc.  (to present)  May 2020      Outside Director (Audit Committee Member),  MetLife Insurance K.K.  June 2022      Outside Director (Audit Committee Member,  Nomination Committee Member, and  Compensation Committee Member),  MetLife Insurance K.K. (to present)  June 2022      Director, Member of the Board of the Company  (to present)</p> <p>[Significant concurrent positions]  Founder, Managing Director, Mile High Capital Inc.  Outside Director (Audit &amp; Supervisory Committee Member),  Coca-Cola Bottlers Japan Holdings Inc.  Outside Director (Audit Committee Member, Nomination  Committee Member, and Compensation Committee Member),  MetLife Insurance K.K.</p> <p>[Reasons for nomination as a candidate for Outside Director and summary of  expected roles]  Ms. Nami Hamada has abundant knowledge in finance and accounting through her  experience in, for example, managing a finance-related consulting firm. She also has  abundant experience, for example, as a manager of a Japanese subsidiary of a foreign  securities company, as well as knowledge in human resource development and global  insight. She has been proactively engaged in discussions and providing recommendations,  which have been conducive to the strengthening of the Board's functions in decision-  making and in oversight. In addition, as a member of the Nominating and/or Compensation  Committee, she has been engaged in discussions to enhance the transparency and fairness  of appointment, dismissal and remuneration of Directors, Members of the Board, Audit &amp;  Supervisory Board Members and Executive Officers. The Company expects her to provide  valuable suggestions on management of the Group based on her abundant knowledge in  finance and accounting, as well as to fulfill her role in proper oversight of business  execution. Therefore, the Company has nominated her again as a candidate for Outside  Director.</p>	<p>Number of shares of the Company held: 814</p> <hr/> <p>Years served as Director, Member of the Board: 3 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2024 13/13 (100%)</p>

(Notes)

1. There are no special interests between Ms. Nami Hamada and the Company.
2. Ms. Nami Hamada is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Ms. Nami Hamada to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if she acted in good faith and without gross negligence in performing her duties.
4. Ms. Nami Hamada satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated her as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 17. She is a founder and Managing Director of Mile High Capital Inc. In the most recent fiscal year, the Company had no business relationship with Mile High Capital Inc.

5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Ms. Nami Hamada is an insured person under the insurance contract. If she is reappointed as Director, Member of the Board, she will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during her term of office. For the outline of the insurance contract, please refer to Page 18.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
7	<p><b>Mie Kitano</b> (January 26, 1969)</p>  <p>&lt;Reappointment&gt;  <div>Outside Director</div> <div>Independent Officer</div> </p>	<p>April 1991      Joined Procter &amp; Gamble Far East, Inc. Asia Purchasing Manager (currently The P&amp;G Japan Limited)</p> <p>October 1995      Global Purchasing Manager, Procter &amp; Gamble European Services GmbH</p> <p>June 1997      Manager, Asia Beauty Care Purchasing Group Procter &amp; Gamble Far East, Inc.</p> <p>April 2000      Manager, Global Beauty Care/Innovation Purchasing Group, The Procter &amp; Gamble company</p> <p>May 2003      Associate Director Global Corporate Purchases- HR/BCP/ Sustainability, The Procter &amp; Gamble company</p> <p>May 2005      Associate Director for Chemical Purchases (Asia), Procter &amp; Gamble Far East, Inc.</p> <p>April 2008      Associate Director Integrated E2E Supply Chain, Procter &amp; Gamble Japan K.K. (currently The P&amp;G Japan Limited)</p> <p>September 2010      Senior Director External Relations Communications/ Sustainability, Procter &amp; Gamble Japan K.K. (retired in November 2013)</p> <p>December 2013      Head of Communications, CSR &amp; Advocacy Eli Lilly Japan K.K.</p> <p>January 2016      Head Of Corporate Affairs Japan, Executive Officer, Associate Vice President, Eli Lilly Japan K.K. (retired in December 2021)</p> <p>March 2022      Partner, SynFiny Advisors (to present)</p> <p>June 2024      Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent position] Partner, SynFiny Advisors</p>	<p>Number of shares of the Company held: 440</p> <hr/> <p>Years served as Director, Member of the Board: 1 year (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2024 10/10 (100%) (subsequent to assumption of a Director, Board of the Company)</p>
		<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]  Ms. Mie Kitano has abundant experience in overseas business at a global consumer goods company and foreign pharmaceutical company. Additionally, she possesses high insight and a distinguished track record in areas such as supply chain management including procurement, talent development, diversity, and corporate social responsibility (CSR). She has been proactively engaged in discussions and providing recommendations, which have been conducive to the strengthening of the Board's functions in decision-making and in oversight. In addition, as a member of the Nominating and/or Compensation Committee, she has been engaged in discussions to enhance the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit &amp; Supervisory Board Members and Executive Officers. The Company expects her to provide valuable suggestions on global business, supply chain management, ESG strategy, and other matters within the Group based on her vast expertise, as well as fulfill her role in the proper oversight of business execution. Therefore, the Company has nominated her again as a candidate for Outside Director.</p>	

(Notes)

1. There are no special interests between Ms. Mie Kitano and the Company.
2. Ms. Mie Kitano is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Ms. Mie Kitano to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement will be the minimum amount stipulated by laws and regulations if she acted in good faith and without gross negligence in performing her duties.
4. Ms. Mie Kitano satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated her as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 17. She is a Partner of SynFiny Advisors. In the most recent fiscal year, the Company

had no business relationship with SynFiny Advisors.


5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. Ms. Mie Kitano is an insured person under the insurance contract. If she is reappointed as Director, Member of the Board, she will continue to be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during her term of office. For the outline of the insurance contract, please refer to Page 18.

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

The term of office of Audit & Supervisory Board Member, Mr. Hiroyuki Fujii will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held:
<b>Yoichi Yamada</b> (December 25, 1965)   <New appointment>	April 1988	Joined the Company	1,586
	May 2008	General Manager, SHIMADZU (SUZHOU) INSTRUMENTS MANUFACTURING CO., LTD.	
	October 2012	General Manager, Testing Machines Business Unit, Analytical and Measuring Instruments Division	Years served as Audit & Supervisory Board Member:
	April 2015	General Manager, Testing Machines Production Department, Analytical and Measuring Instruments Plant, Analytical and Measuring Instruments Division	—
	April 2019 April 2023	General Manager, CS Management Department General Manager, Legal Department (to present)	Attendance at Board of Directors' meetings in FY2024 —  Attendance at Audit & Supervisory Board's meetings in FY2024 —
[Reasons for nomination as a candidate for Audit & Supervisory Board Member and summary of expected roles] Mr. Yoichi Yamada is committed to proactively engaging in initiatives for reducing risks and strengthening governance in Legal and CS Management departments. He has abundant business experiences in Japan and overseas, including technology in the field of analytical and measuring instruments, sales operations, marketing, manufacturing, and management of an overseas subsidiary. The Company believes that he is qualified to serve as Audit & Supervisory Board Member to strengthen the audit structure of the Group, which is advancing globalization and organizational transformation toward four areas that create social value, and has nominated him as a new candidate for Audit & Supervisory Board Member.			

(Notes)

1. There are no special interests between Mr. Yoichi Yamada and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. If Mr. Yoichi Yamada is appointed as Audit & Supervisory Board Member, he will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract during his term of office. For the outline of the insurance contract, please refer to Page 18.

(Reference)

Composition of the Company's Audit & Supervisory Board

The composition of the Company's Audit & Supervisory Board will be as follows if Proposal 3 is approved as originally proposed:

Name			Gender	Positions	Years served as Audit & Supervisory Board Member (at the closing of this Meeting)	Attendance at Board of Directors' meetings / Audit & Supervisory Board's meetings in FY2024
Makoto Koyazaki	Incumbent		Male	Audit & Supervisory Board Member	6 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)
Yoichi Yamada	New appointment		Male	Audit & Supervisory Board Member	—	—
Tsuyoshi Nishimoto	Incumbent	Outside Audit & Supervisory Board Member Independent Officer	Male	Audit & Supervisory Board Member (part-time)	5 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)
Yuka Hayashi	Incumbent	Outside Audit & Supervisory Board Member Independent Officer	Female	Audit & Supervisory Board Member (part-time)	2 years	Board of Directors' meetings: 100% (13/13) Audit & Supervisory Board's meetings: 100% (17/17)

**(Reference)**

**Skill Matrix of Each Director and Audit & Supervisory Board Member  
after the closing of this Annual General Meeting of Shareholders**

The skill matrix of each Director and Audit & Supervisory Board Member of the Company will be as follows if Proposal 2 and Proposal 3 are approved as originally proposed:

The composition of the Shimadzu Board of Directors is determined based on achieving a size and diversity appropriate for deploying businesses, the given business environment, and other factors. Shimadzu deploys businesses globally based on the corporate philosophy of “Contributing to Society through Science and Technology” in four business segments—Analytical & Measuring Instruments, Medical Systems, Aircraft Equipment, and Industrial Machinery. In particular, Shimadzu is involved in using the Company’s strengths to create new businesses in healthcare fields based on emerging technologies from both the Analytical & Measuring Instruments and Medical Systems segments.

From the perspective of managing the company in this way, in order to achieve a good balance between decision-making for executing important business activities based on extensive discussion by the Board of Directors and functions for appropriately supervising and auditing such business execution, currently the following areas of knowledge and experience are considered important for the Board of Directors: company management, international experience, technology/IT, sales/marketing, finance/accounting, compliance/risk management, and personnel/human resources development. Directors are appointed from candidates with appropriate knowledge and experience in the above areas. The above areas of knowledge and experience will continue to be reassessed based on external business conditions and company circumstances.

Name			Knowledge/Experience of Directors						
			Company Management	International Experience	Technology/IT	Sales/Marketing	Finance/Accounting	Compliance/Risk Management	Personnel/Human Resources Development
Directors	Teruhisa Ueda		○	○	○	○		○	○
	Yasunori Yamamoto		○	○	○		○	○	○
	Akira Watanabe			○		○	○		
	Nobuo Hanai	Outside Shimadzu	○	○	○			○	○
	Yoshiyuki Nakanishi	Outside Shimadzu	○	○		○		○	○
	Nami Hamada	Outside Shimadzu	○	○			○		○
	Mie Kitano	Outside Shimadzu		○				○	○
Audit & Supervisory Board Members	Makoto Koyazaki			○		○			
	Yoichi Yamada			○	○	○		○	
	Tsuyoshi Nishimoto	Outside Shimadzu		○				○	
	Yuka Hayashi	Outside Shimadzu					○	○	

(Note) The above is not intended as a complete list of knowledge and experience held by members of the Board of Directors and Audit & Supervisory Board.



**(Reference)**

**Independence Standards for Outside Directors and Outside Audit & Supervisory Board Member**

An Outside Director or an Outside Audit & Supervisory Board Member (including candidates for such posts) is considered independent and is unlikely to have any conflicts of interest with general shareholders if none of the following applies.

- (1) A person for whom the Company is a major business partner (i.e., a person who received payments from the Company that represent 2% or more of its annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (2) A major business partner of the Company (i.e., a person who made payments to the Company that represent 2% or more of the Company's annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (3) A consultant, accounting professional, or legal professional who has received a large amount of monetary consideration or other property (10 million yen or more in the most recent fiscal year) from the Company besides compensation as a Director, Member of the Board or an Audit & Supervisory Board Member (If the person who has received such property is an organization such as a corporation or a union, a person who is affiliated with a such organization)
- (4) A person to whom any of the items (1) through (3) applies during the most recent 12 months
- (5) A second-degree relative or closer of a person listed in items 1) through 3) below (excluding immaterial persons)
  - 1) A person listed in items (1) through (4) above
  - 2) An executive officer of a subsidiary of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer)
  - 3) A person to whom 2) applied during the most recent 12 months or who was an executive officer of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer) during the most recent 12 months

## **Outline of Directors and Officers Liability Insurance Contract**

The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages including compensation for damages to be borne by the insured persons. The outline of the insurance contract and other related information are as follows:

(1) Insured persons applicable

Directors, Members of the Board, Audit & Supervisory Board Members, Corporate Officers, and important employees of the Company

(2) Outline of the insurance contract

1) Actual ratio of the insurance premium paid by the insured persons

In principle, the Company pays the insurance premium. Regarding the premium to cover damages arising from the shareholders derivative actions, however, Directors, Members of the Board and Audit & Supervisory Board Members bear the cost.

2) Outline of insurance accidents covered by compensation

The insurance contract, together with premium, shall cover compensation for damages and court cost etc. to be borne by the insured persons in case where a claim for damages is made due to an act (including omission) based on the position of officers etc. of the Company. However, there are certain exemptions such as in the case where damages from intentional action of violation against laws and regulations are not covered by the insurance.

3) Measures to prevent diminishment of the appropriateness of execution of duties by officers and other important personnel

The insurance contract has provisions for a deductible, and damages up to the deductible amount are not covered by the insurance.