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(Stock Code 7984)  
March 11, 2025

To Shareholders with Voting Rights:

Hidekuni Kuroda  
Director, Representative Corporate Officer, President and CEO

**KOKUYO CO., LTD.**  
6-1-1 Oimazato-minami Higashinari-ku, Osaka

## **NOTICE OF CONVOCATION OF THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 78th Annual General Meeting of Shareholders of the Company. The meeting will be held for the purposes as described below.

For the convocation of this General Meeting of Shareholders, the Company has taken measures for electronic provision of information contained in the reference documents for general meetings of shareholders and related documents (matters subject to measures for electronic provision). As the Company has published that information in the “Notice of Convocation of the 78th Annual General Meeting of Shareholders” on the Internet, please access the Company’s website below and check it.

The Company’s website:

<https://www.kokuyo.com/en/ir/shareholder/resolution.html>



In addition to the Company’s website above, the Company has also published the matters subject to measures for electronic provision on the website of the Tokyo Stock Exchange, Inc. (TSE). Please access the TSE website (the TSE’s “Search for a listed company” service) below and input the Company’s issue name (company name) or stock code and search. Next, select “Basic information” and “Documents for public inspection/PR information.” You can then check the matters subject to measures for electronic provision.

Tokyo Stock Exchange’s website (Tokyo Stock Exchange listed company search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



If you are unable to attend on the day of the meeting, you can exercise your voting rights via the Internet or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by following the instructions on page 4 under “Information on Exercising Voting Rights.” Please exercise your voting rights by 5:30 p.m. on Thursday, March 27, 2025 (Japan time).

## Meeting Details

1. **Date and time:** 10 a.m. on Friday, March 28, 2025 (Japan time)
2. **Place:** Knowledge Capital Congrès Convention Center,  
Second Basement, North Building, GRAND FRONT OSAKA,  
3-1 Ofuka-cho, Kita-ku, Osaka, Japan  
(Please refer to the General Meeting of Shareholders Venue Guide Map  
at the end of this notice.)

### 3. Meeting Agenda:

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the Company's 78th Fiscal Year (from January 1, 2024 to December 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
2. Non-consolidated Financial Statements for the Company's 78th Fiscal Year (from January 1, 2024 to December 31, 2024)

#### Matters to be resolved:

- Proposal 1:** Appropriation of surplus  
**Proposal 2:** Election of nine (9) Directors

End

## Information

- When attending on the day of the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this “Notice” with you.
- Pursuant to the Company’s Articles of Incorporation, you may exercise your voting rights by designating one proxy to attend the meeting, who must be another shareholder possessing voting rights. Please note that the proxy will be required to submit a written verification of the proxy’s rights when attending the meeting.
- If the Company revises the matters subject to measures for electronic provision, it will publish a statement to that effect, the matters before being revised and matters after being revised on its website and the TSE website the links to which are shown on page 1.
- Pursuant to laws and regulations, and the provisions of the Company’s Articles of Incorporation, of the matters subject to measures for electronic provision, the following matters are not included in a paper-based format to be delivered to shareholders who request delivery of information in a paper-based format. (The Company will also send the same information to shareholders who have not requested delivery of information in a paper-based format for this meeting.) The Audit Committee and the Accounting Auditor audited documents that are the subject of their audits, including the following matters:  
  
<Consolidated Financial Statements> Consolidated Statement of Changes in Shareholders’ Equity, Notes to the Consolidated Financial Statements  
  
<Non-consolidated Financial Statements> Non-consolidated Statement of Changes in Shareholders’ Equity, Notes to the Non-consolidated Financial Statements
- If the venue or start time changes due to unavoidable circumstances, the Company will post the details of those changes on its website (<https://www.kokuyo.co.jp/>). Therefore, the Company would like to ask all its shareholders to check its website in advance even if you are planning to attend on the day of the meeting.
- The Company will provide an Internet livestream of the General Meeting of Shareholders. The Company plans to shoot the livestream only from the back of the venue on the day of the meeting and to stream mainly images of its officers and the slides prepared by the Company. However, please understand that there may be times when shareholders in attendance may unavoidably be visible in the livestream. Please refer to the “Guide to Livestreaming the General Meeting of Shareholders and Asking Questions in Advance” on page 5,6 for details of the livestream.
- The Company will accept questions in advance via the Internet ahead of the General Meeting of Shareholders. Please refer to the “Guide to Livestreaming the General Meeting of Shareholders and Asking Questions in Advance” on page 5,6 for details about asking questions in advance.
- The Company will also post a video of the General Meeting of Shareholders on its website after the conclusion of the General Meeting of Shareholders.

## Information on Exercising Voting Rights

- **Exercising your voting rights by attending the Annual General Meeting of Shareholders**

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

**Date and Time: 10 a.m. on Friday, March 28, 2025 (Japan time)**

- **Exercising your voting rights if you are not able to attend the Annual General Meeting of Shareholders**

- **Exercising your voting rights via the Internet**

Please access the designated website (<https://www.web54.net>) and cast your vote for or against the proposals.

**Deadline for Voting: The Company must receive your instructions by 5:30 p.m. on Thursday, March 27, 2025 (Japan time)**

- **Exercising your voting rights in writing (with the Voting Rights Exercise Form)**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and send it so that it arrives by 5:30 p.m. on Thursday, March 27, 2025 (Japan time).

**Deadline for Voting: The Company must receive your form by 5:30 p.m. on Thursday, March 27, 2025 (Japan time)**

## IMPORTANT

- If you exercise your voting rights more than once, both via the Internet and by mail, only the vote via the Internet will be deemed to be valid. If you exercise your voting rights multiple times via the Internet, only the last vote will be deemed to be valid. If you do not indicate your vote for or against a proposal on the Voting Rights Exercise Form when exercising your voting rights by mail, we will deem that you have indicated your intention to approve that proposal.

<b>Information on Exercise of Voting Rights via the Internet (omitted)</b>
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# Guide to Livestreaming the General Meeting of Shareholders and Asking Questions in Advance

We will livestream our 78th Annual General Meeting of Shareholders over the Internet. In addition, we will accept questions in advance via the Internet from shareholders ahead of the meeting.

## Livestreaming

We will livestream the video and audio of the General Meeting of Shareholders over the Internet for shareholders so that you can view the meeting at home via the Internet.

**Date and time:** From 10 a.m. to the end of the General Meeting of Shareholders on Friday, March 28, 2025 (Japan time)

## How to watch the livestream:

Please access the website to watch the livestream from the QR Code below or by directly inputting the URL on your PC, smartphone or other device. After accessing the website, please input your ID and password.

## Acceptance of Questions in Advance

We will accept questions about the proposals for the General Meeting of Shareholders in advance from shareholders by the deadline below via the Internet.

**Acceptance deadline:** 4 p.m. on Friday, March 21, 2025 (Japan time)

## How to input your questions:

Please access the website to ask your questions in advance from the QR Code below or by directly inputting the URL on your PC, smartphone or other device. After accessing the website, please input your ID and password.

<https://7984.ksoukai.jp>



\* “QR Code” is the registered trademark of DENSO WAVE INCORPORATED.

ID: Shareholder number (nine digits) stated on the enclosed Voting Rights Exercise Form

Password: Postal code (seven digits) on the enclosed Voting Rights Exercise Form

\* Please input your shareholder number without omitting the 0 (zero) at the start and your postal code without a hyphen.

Voting Rights Exercise Form shareholder number:

●●●●●●●●● [ID (Shareholder number)]

Mr./Mrs. XX XX

1-2-3 TT, CC

●●●●●●● [Password (Postal code)]

## Contact Information

ID (Shareholder Number) and Password (Postal Code)	Sumitomo Mitsui Trust Bank Virtual General Meeting of Shareholders Support Line	0120-782-041	[Reception Hours]	9 a.m. to 5 p.m. (excluding Saturdays, Sundays and public holidays) (Japan time)
Viewing the Livestream	V-cube, Inc.	03-4335-8070	[Reception Hours]	9 a.m. to the end of the General Meeting of Shareholders on Friday, March 28, 2025 (day of the meeting) (Japan time)
Registration of Questions in Advance	KOKUYO Customer Service	0120-201-594	[Reception Hours]	9 a.m. to 4 p.m. (excluding Saturdays, Sundays and public holidays) (Japan time)

## Notes

### Livestreaming

- We may not be able to provide the livestream due to unavoidable circumstances. In that case, we will inform you of that on our website.
- Watching a livestream is not considered attendance at the General Meeting of Shareholders under the Companies Act. Therefore, you may not exercise voting rights or ask questions and make any other statements. Please exercise your voting rights in advance by the methods described on page 4.
- Only shareholders may watch the livestream.
- We will take care to avoid the appearance of shareholders in attendance being visible in the livestream. However, please understand in advance that that may be unavoidable at times.
- We strictly prohibit you from shooting, recording, saving and publishing on a social network site or elsewhere the livestream.
- Please understand in advance that problems (e.g., distortion of the video and audio or interruption of the livestream) may occur depending on the communications environment of the Internet and other factors.
- You may not be able to watch the livestream depending on the equipment you use and your network environment.
- Shareholders will be responsible for the costs generated to access the website to watch the livestream (e.g., connection fees and communication fees).

### Questions in Advance

- Questions are limited to those about the objectives of the General Meeting of Shareholders.
- We plan to answer matters of great interest to shareholders from among the questions we receive from shareholders at the General Meeting of Shareholders. Please note that we will not be able to answer all questions.

## **Reference Documents for the General Meeting of Shareholders**

### **Proposals and Reference Information**

#### **Proposal 1: Appropriation of surplus**

As per its basic profit allocation policy, the Company will strive for sustainable business growth and work to improve profit allocation to all shareholders in an effort to maximize corporate value over the medium and long term. In addition, it has been the Company's policy under its Third Medium-Term Management Plan to provide shareholder returns to achieve a dividend payout ratio of 40% and a stable increase in dividends.

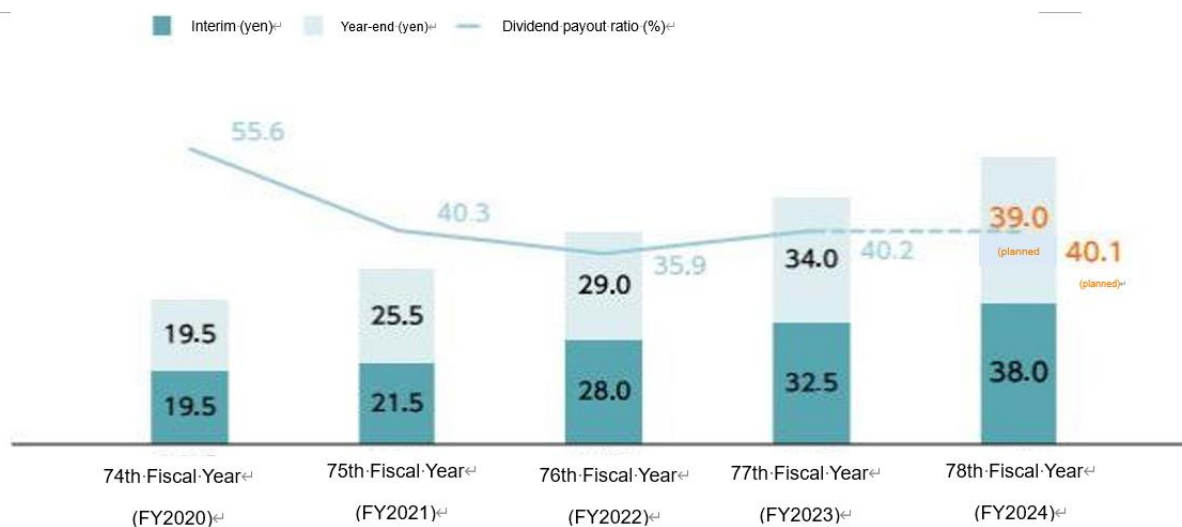
Based on the above policy, the year-end dividends for the 78th fiscal year, as provided below, were determined.

As a result, annual dividends for the current fiscal year, including interim dividends of 38 yen per share, will be 77 yen per share. The dividend payout ratio will be 40.1%.

#### **Matters Regarding Year-End Dividends**

1. Type of dividend property  
Cash
2. Matters concerning allocation of dividend property to shareholders and the total amount  
39 yen per share of the Company's common stock  
Total dividend amount: 4,424,116,437 yen
3. Effective date of distribution of dividends  
March 31, 2025

(Reference)  
 Changes in Shareholder Returns  
 Changes in Dividend Per Share and Dividend Payout Ratio



Changes in Dividends

Category	FY	74 <sup>th</sup> Fiscal Year (FY2020)	75 <sup>th</sup> Fiscal Year (FY2021)	76 <sup>th</sup> Fiscal Year (FY2022)	77 <sup>th</sup> Fiscal Year (FY2023)	78 <sup>th</sup> Fiscal Year (FY2024) (Current Consolidated Fiscal Year)
Annual dividend per share	(Yen)	39.0	47.0	57.0	66.5	77.0 (planned)
Dividend payout ratio	(%)	55.6	40.3	35.9	40.2	40.1 (planned)



**Proposal 2: Election of nine (9) Directors**

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect nine (9) Directors, including six (6) Independent Directors, based on the decision of the Nominating Committee.

The candidates for Directors are as follows:

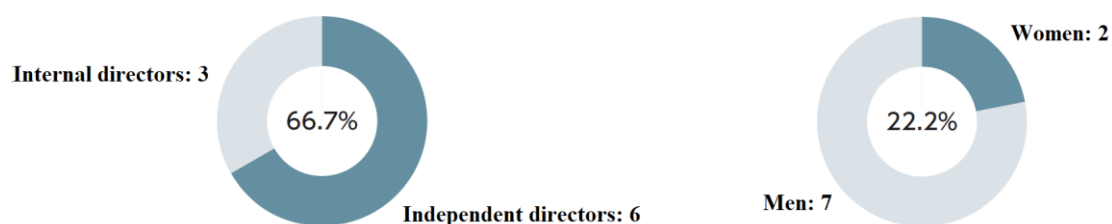
Number	Name		Current position at the Company and responsibilities	Attendance at Meetings of the Board of Directors
1	Takehiro Kamigama	Re-election Outside Independent	Independent Director Chairperson of the Board of Directors Nominating Committee Member	100% (14 out of 14 times)
2	Shinichiro Omori	Re-election Outside Independent	Independent Director Compensation Committee Chair	100% (14 out of 14 times)
3	Riku Sugie	Re-election Outside Independent	Independent Director Nominating Committee Member Compensation Committee Member	100% (14 out of 14 times)
4	Yoko Toyoshi	Re-election Outside Independent	Independent Director Nominating Committee Member Audit Committee Member	100% (14 out of 14 times)
5	Fukutaka Hashimoto	Re-election Outside Independent	Independent Director Nominating Committee Chair Audit Committee Member	100% (14 out of 14 times)
6	Yuko Gomi	New Outside Independent	-	-
7	Katsuaki Tojo	Re-election	Director Audit Committee Chair	100% (14 out of 14 times)
8	Hidekuni Kuroda	Re-election	Director Representative Corporate Officer, President and CEO Nominating Committee Member	100% (14 out of 14 times)
9	Toshio Naito	Re-election	Director, Corporate Officer, Managing Officer of the Corporate Planning Division	100% (14 out of 14 times)

Notes: The attendance at meetings of the Board of Directors for Ms. Yoko Toyoshi, Mr. Fukutaka Hashimoto and Mr. Katsuaki Tojo includes attendance at meetings in their capacity as Auditors before the transition of the Company to being a company with a nominating committee and other committees.

### Composition of the Board of Directors and Skills Matrix after Election

If Proposal 2 is approved as originally proposed, the composition of the Board of Directors and the main fields of knowledge and experience possessed by each Director will be as follows.

■ Percentage of directors who are independent director ■ Percentage of directors who are women



No	Name	Committees in which to Assume Office			Fields of Knowledge and Experience								
		Nominating	Audit	Compensation	Corporate Management	Strategies	Global Business	Digital Transformation, IT	ESG	Risk Management	Financial Affairs and Accounting	Legal Affairs	
1	Takehiro Kamigama	●			○		○	○					
2	Shinichiro Omori			● (Committee Chair)	○				○	○			
3	Riku Sugie	●		●	○		○	○					
4	Yoko Toyoshi	●	●						○	○	○		
5	Fukutaka Hashimoto	● (Committee Chair)	●						○	○			○
6	Yuko Gomi		●	●					○	○			○
7	Katsuaki Tojo		● (Committee Chair)						○	○			○
8	Hidekuni Kuroda				○	○			○				
9	Toshio Naito					○						○	

From March 28, 2025

\*The Company has shown above a maximum of three main fields of knowledge and experience possessed by each person.

\*The above skills matrix does not represent all the fields of knowledge and experience possessed by each person.

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Takehiro Kamigama (January 12, 1958) Re-election Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 4</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Nominating Committee 100% (7 out of 7 times)</p>	<p>April 1981      Joined Tokyo Denki Kagaku Kogyo K.K. (currently TDK Corporation)</p> <p>June 2002      Corporate Officer, TDK Corporation</p> <p>June 2003      Senior Vice President, TDK Corporation</p> <p>June 2004      Director, Executive Vice President, TDK Corporation</p> <p>June 2006      Representative Director, President and CEO, TDK Corporation</p> <p>June 2016      Chairman and Representative Director, TDK Corporation</p> <p>June 2017      Outside Director, OMRON Corporation (incumbent)</p> <p>March 2018     Outside Director, Yamaha Motor Co., Ltd.</p> <p>June 2018      Outside Director, SoftBank Corp. (incumbent)</p> <p>June 2018      Mission Executive, TDK Corporation</p> <p>March 2021     Independent Director, the Company (incumbent)</p> <p>July 2021      Chief Consultant, Contemporary Amperex Technology Japan KK (incumbent)</p> <p>Significant concurrent positions: Outside Director, OMRON Corporation Outside Director, SoftBank Corp. Chief Consultant, Contemporary Amperex Technology Japan KK</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Mr. Takehiro Kamigama has a wealth of knowledge and experience and extensive insight in the field of technology gained through his career as a representative director and person in charge of execution at business corporations. The Company appointed him as an Independent Director in March 2021 with the expectation that he would use that knowledge, experience and insight in various efforts to strengthen the Company's governance structure and to ensure management transparency. He has stimulated discussions in meetings of the Board of Directors by serving as its Chairperson since March 2022. Moreover, he has contributed to the Nominating Committee by serving as a member since March 2024. For these reasons, the Company has again nominated him as a candidate for Independent Director with the expectation that he will contribute to the Company's management.</p>	455 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Shinichiro Omori (February 6, 1956) Re-election Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 3</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Compensation Committee 100% (8 out of 8 times)</p>	<p>April 1978      Joined Hitachi, Ltd.</p> <p>April 2016      Senior Vice President and Executive Officer, CIO and CTrO, Hitachi Ltd.</p> <p>June 2017      Director, Hitachi Chemical Company, Ltd. (currently Resonac Corporation)</p> <p>June 2017      Outside Director, Hitachi Capital Corporation (currently Mitsubishi HC Capital Inc.)</p> <p>June 2019      Chairperson of the Board, Hitachi Metals, Ltd. (currently Proterial, Ltd.)</p> <p>April 2020      Board Director, Chairperson, Hitachi Metals, Ltd.</p> <p>July 2020      Chairman of the Board, Hitachi High-Tech Corporation</p> <p>March 2022      Independent Director, the Company (incumbent)</p> <p>June 2022      Outside Director, MACNICA FUJI ELECTRONICS HOLDINGS, INC. (currently MACNICA HOLDINGS, INC.) (incumbent)</p> <p>June 2023      Outside Director, Kansai Paint Co., Ltd. (incumbent)</p> <p>Significant concurrent positions: Outside Director, MACNICA HOLDINGS, INC. Outside Director, Kansai Paint Co., Ltd.</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Mr. Shinichiro Omori has a wealth of knowledge, experience as a chairperson of Board of Directors and extensive insight gained through his career as a person in charge of execution at business corporations. The Company appointed him as an Independent Director in March 2022 with the expectation that he would use that knowledge, experience and insight in various efforts to strengthen the Company's governance structure and to ensure management transparency. Since assuming this position, he has stimulated discussions in meetings of the Board of Directors through his proactive comments. In addition, he has chaired the Compensation Committee since March 2024. For these reasons, the Company has again nominated him as a candidate for Independent Director with the expectation that he will contribute to the Company's management.</p>	455 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p>Riku Sugie (July 13, 1971) Re-election Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 2</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Nominating Committee 85.7% (6 out of 7 times)</p> <p>Attendance at meetings of the Compensation Committee 100% (8 out of 8 times)</p>	<p>April 1994      Joined the Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>October 2000      Joined ACCENTURE JAPAN LTD</p> <p>December 2006      Joined GE Consumer Finance K.K. (currently Shinsei Financial Co., Ltd.)</p> <p>June 2012      President and CEO, Shinsei Financial Co., Ltd.</p> <p>April 2016      Executive Officer, Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>June 2016      Director, APLUS Co., Ltd.</p> <p>April 2017      Managing Executive Officer, Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>November 2017      President &amp; CEO, Paidy Inc.</p> <p>November 2021      VP of Japan Business, PayPal Pte. Ltd.</p> <p>March 2023      Independent Director, the Company (incumbent)</p> <p>January 2024      Executive Adviser, Paidy Inc. (incumbent)</p> <p>Significant concurrent positions: Executive Adviser, Paidy Inc.</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Mr. Riku Sugie has a wealth of knowledge and experience and extensive insight on business management in the field of digital transformation and M&amp;As gained through his career as a representative director and a person in charge of execution at business corporations. The Company appointed him as an Independent Director in March 2023 with the expectation that he would use that knowledge, experience and insight in various efforts to strengthen the Company's governance structure and to ensure management transparency. Since assuming this position, he has stimulated discussions in meetings of the Board of Directors through his proactive comments. In addition, he has contributed to the Nominating Committee and Compensation Committee by serving as a member since March 2024. For these reasons, the Company has again nominated him as a candidate for Independent Director with the expectation that he will contribute to the Company's management.</p>	455 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Yoko Toyoshi (May 20, 1958) Re-election Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 1</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Nominating Committee 100% (7 out of 7 times)</p> <p>Attendance at meetings of the Audit Committee 100% (11 out of 11 times)</p>	<p>April 1981      Joined the Bank of Fukuoka, Ltd.</p> <p>October 1989    Joined Asahi Shinwa &amp; Co. (currently KPMG AZSA LLC)</p> <p>December 1990    Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2008        Partner, Deloitte Touche Tohmatsu</p> <p>July 2013        Certified Public Accountant Audit Inspector, Certified Public Accountants and Auditing Oversight Board, Financial Services Agency</p> <p>July 2016        Joined Deloitte Touche Tohmatsu LLC</p> <p>June 2018        Representative, CPA YOKO TOYOSHI OFFICE (incumbent) Outside Director (Audit and Supervisory Committee Member), Alps Electric Co., Ltd. (currently ALPS ALPINE CO., LTD.) (incumbent)</p> <p>March 2020      Outside Auditor, the Company</p> <p>March 2021      Outside Director (Audit and Supervisory Committee Member), Mabuchi Motor Co., Ltd. (incumbent)</p> <p>March 2024      Independent Director, the Company (incumbent)</p> <p>Significant concurrent positions: Representative, CPA YOKO TOYOSHI OFFICE Outside Director (Audit and Supervisory Committee Member), ALPS ALPINE CO., LTD. Outside Director (Audit and Supervisory Committee Member), Mabuchi Motor Co., Ltd.</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Ms. Yoko Toyoshi has professional knowledge as a certified public accountant. In addition, she has insight based on her wealth of experience gained through her career as an accounting auditor at accounting firms and as an outside officer at business corporations. She contributed greatly to the establishment and operation of the corporate governance structure that enables the Company's sound and sustainable growth as an Outside Auditor of the Company from March 2020. The Company then appointed her as an Independent Director in March 2024. Since assuming this position, she has stimulated discussions in meetings of the Board of Directors through her proactive comments. In addition, she has contributed to the Nominating Committee and Audit Committee by serving as a member. For these reasons, the Company has again nominated her as a candidate for Independent Director with the expectation that she will contribute to the Company's management.</p>	455 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p>Fukutaka Hashimoto (July 6, 1954) Re-election Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 1</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Nominating Committee 100% (7 out of 7 times)</p> <p>Attendance at meetings of the Audit Committee 100% (11 out of 11 times)</p>	<p>April 1979 Admitted as an attorney in Japan. Joined Shinya Takeru Law Office (currently Tokyo Hatchobori Law Office)</p> <p>April 2000 Vice President, Daini Tokyo Bar Association</p> <p>April 2006 Executive Governor, Japan Federation of Bar Associations</p> <p>January 2008 Representative Partner Attorney and Director, Tokyo Hatchobori Law Office (incumbent)</p> <p>April 2012 President, Daini Tokyo Bar Association and Vice-President, Japan Federation of Bar Associations</p> <p>March 2014 Outside Audit &amp; Supervisory Board Member, Kirin Holdings Company, Limited</p> <p>June 2015 Outside Audit &amp; Supervisory Board Member, Sompo Japan Nipponkoa Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.)</p> <p>June 2020 Outside Director, Isetan Mitsukoshi Holdings Ltd. (incumbent)</p> <p>March 2021 Outside Auditor, the Company</p> <p>March 2024 Independent Director, the Company (incumbent)</p> <p>October 2024 Auditor, Tokyo Women's Medical University (incumbent)</p> <p>Significant concurrent positions: Representative Partner Attorney and Director, Tokyo Hatchobori Law Office Outside Director, Isetan Mitsukoshi Holdings Ltd. Auditor, Tokyo Women's Medical University</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Mr. Fukutaka Hashimoto has professional knowledge as an attorney. In addition, he has insight based on his wealth of experience gained through his career as an outside officer at business corporations and as a member of the Legislative Council. He contributed greatly to the establishment and operation of the corporate governance structure that enables the Company's sound and sustainable growth as an Outside Auditor of the Company from March 2021. The Company then appointed him as an Independent Director in March 2024. Since assuming this position, he has stimulated discussions in meetings of the Board of Directors through his proactive comments. In addition, he has contributed to the Nominating Committee by serving as its Chairperson, and he has also contributed to the Audit Committee by serving as a member. For these reasons, the Company has again nominated him as a candidate for Independent Director with the expectation that he will contribute to the Company's management.</p>	455 shares



No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p>Yuko Gomi (March 28, 1972) New Outside Independent</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): -</p> <p>Attendance at meetings of the Board of Directors: -</p>	<p>April 1999 Admitted as an attorney in Japan. Joined Kunihiro Law Office (currently T. Kunihiro &amp; Co. Attorneys-at-Law)</p> <p>January 2012 Attorney-at-Law (Partner), T. Kunihiro &amp; Co. Attorneys-at-Law (incumbent)</p> <p>June 2018 Outside Corporate Auditor, Nippon Gas Co., Ltd.</p> <p>May 2019 Outside Corporate Auditor, Lawson, Inc. (incumbent)</p> <p>June 2019 Outside Director (Member of the Audit and Supervisory Committee), Alps Alpine Co., Ltd. (incumbent)</p> <p>Significant concurrent positions: Attorney-at-Law (Partner), T. Kunihiro &amp; Co. Attorneys-at-Law Outside Corporate Auditor, Lawson, Inc. Outside Director (Member of the Audit and Supervisory Committee), Alps Alpine Co., Ltd.</p> <p>Reasons for nomination as a candidate for Independent Director and expected roles: Ms. Yuko Gomi has professional knowledge as an attorney. In addition, she has insight based on her wealth of experience gained through her career as an outside officer at business corporations. For these reasons, the Company has nominated her for the first time as a candidate for Independent Director with the expectation that she will contribute to the establishment and operation of the corporate governance structure that enables the Company's sound and sustainable growth. Moreover, the Company plans to appoint her as a member of the Compensation Committee and a member of the Audit Committee if she is elected.</p>	-

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Katsuaki Tojo (March 8, 1976) Re-election</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 1</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Audit Committee 100% (11 out of 11 times)</p>	<p>April 2000      Joined RICOH LEASING COMPANY, LTD.</p> <p>August 2006    Joined the Company</p> <p>April 2015      General Manager of the Board of Directors Office, the Company</p> <p>January 2019    Managing Officer and General Manager of the Domain Strategy Office, the Company</p> <p>January 2021    Managing Officer and General Manager of the Board of Directors Office, the Company</p> <p>March 2021      Audit &amp; Supervisory Board Member (Full-time), the Company</p> <p>March 2024      Director, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director: Mr. Katsuaki Tojo has served as General Manager of the Board of Directors Office and as General Manager of the Domain Strategy Office since joining the Company. He is well-versed in group management both domestically and internationally, and is familiar with corporate governance. In addition, as a full-time auditor of the Company since March 2021 and as a Director who also serves as Full-Time Audit Committee Member of the Company since March 2024, he has appropriately supervised the legality and appropriateness of business execution. In these capacities, he has contributed to the areas of governance and risk management. For these reasons, the Company has determined that he will be able to appropriately perform his duties as Director. Accordingly, the Company has again nominated him as a candidate for Director.</p>	6,017 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p>Hidekuni Kuroda (January 10, 1976) Re-election</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 11</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p> <p>Attendance at meetings of the Nominating Committee 100% (7 out of 7 times)</p>	<p>April 2001      Joined the Company</p> <p>July 2005      Director and Managing Officer, KOKUYO Office System Co., Ltd.</p> <p>June 2007      Director and Managing Executive Officer, KOKUYO Office System Co., Ltd.</p> <p>March 2009      Director, the Company</p> <p>March 2009      Representative Director and President, KOKUYO Furniture Co., Ltd.</p> <p>March 2011      Managing Executive Officer, the Company</p> <p>March 2014      Director and Senior Managing Executive Officer, the Company</p> <p>March 2015      Representative Director and President and CEO, the Company</p> <p>January 2019    Representative Director and President, the Company</p> <p>March 2024      Director and Representative Corporate Officer, President and CEO, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director: Mr. Hidekuni Kuroda has served as a director of a major subsidiary in the furniture business and as the head of the stationery business since joining the Company. He has strong leadership skills and a wealth of business experience. In addition, he formulated the Fourth Medium-term Management Plan as Director, Representative Corporate Officer and President. He has played a full role in deciding on important management matters and in overseeing business execution as a Director who also serves as a Corporate Officer. For these reasons, the Company has determined that he will be able to appropriately perform his duties as Director. Accordingly, the Company has again nominated him as a candidate for Director.</p>	111,036 shares

No.	Name (Date of birth)	Career summary, position and responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
9	<p>Toshio Naito (November 28, 1961) Re-election</p> <p>Number of years in office (at the conclusion of this General Meeting of Shareholders): 4</p> <p>Attendance at meetings of the Board of Directors: 100% (14 out of 14 times)</p>	<p>April 1985      Joined the Company</p> <p>August 2011    Manager of the Planning Department, Corporate Management Division, KOKUYO Furniture Co., Ltd.</p> <p>January 2014    Deputy General Manager of the Corporate Management Division, KOKUYO Furniture Co., Ltd.</p> <p>October 2016    General Manager of the Business Administration Department, Furniture Business Division, the Company</p> <p>April 2017      General Manager of the Business Administration &amp; Strategy Department, Furniture Business Division, the Company</p> <p>January 2018    General Manager of the Corporate Development Office, the Company</p> <p>January 2019    Managing Officer and General Manager of the Corporate Development Office, the Company</p> <p>January 2021    Managing Officer and Division Manager of the Corporate Planning Division, the Company</p> <p>March 2021      Director, Managing Officer and Managing Officer of the Corporate Planning Division, the Company</p> <p>March 2024      Director, Corporate Officer, Managing Officer of the Corporate Planning Division, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director: Mr. Toshio Naito has served in the Company's major businesses of the Corporate Planning Division and the Future Business Division since joining the Company. He has knowledge of management strategies and expertise in finance and accounting. In addition, he formulated the Fourth Medium-term Management Plan as the Managing Officer of the Corporate Planning Division. In addition, he has played a full role in deciding on important management matters and in overseeing business execution as a Director who also serves as a Corporate Officer. For these reasons, the Company has determined that he will be able to appropriately perform his duties as Director. Accordingly, the Company has again nominated him as a candidate for Director.</p>	20,630 shares

(Notes)

1. There are no special conflicts of interest between the candidates and the Company.
2. Candidate Ms. Yuko Gomi is a new candidate for Director.
3. Candidates Mr. Takehiro Kamigama, Mr. Shinichiro Omori, Mr. Riku Sugie, Ms. Yoko Toyoshi, Mr. Fukutaka Hashimoto and Ms. Yuko Gomi are the candidates for Independent Directors.
4. Special notes on the candidates for Independent Directors are as follows:
  - (1) Facts concerning inappropriate business execution by candidates for Independent Directors in the past five years during their tenure as Director, Executive Officer or Auditor at other stock companies  

In June 2024, Yamaha Motor Co., Ltd., where Mr. Takehiro Kamigama served as Outside Director until March 2024, announced that in an investigation conducted following a directive from the Ministry of Land, Infrastructure, Transport and Tourism to investigate whether there had been any misconduct by the company when submitting applications for model designations, it had found two incidents of inappropriate handling during certification tests. Mr. Takehiro Kamigama was not aware of the occurrence of the said facts until they came to light. However, he had made appropriate recommendations concerning the importance of legal compliance and its thorough implementation on a regular basis. In addition, he made recommendations concerning the investigation of the facts, the investigation of the causes of the incident, and the measures to prevent its recurrence after these facts came to light.

Hitachi Metals, Ltd. (currently Proterial, Ltd.), where Mr. Shinichiro Omori served as Board Director, Chairperson until June 2020, announced its finding that inspection reports submitted to customers contained inappropriate descriptions of numerical values for some of its products and the products of its subsidiaries in April 2020. Mr. Shinichiro Omori was not aware of the occurrence of the said facts until they came to light. However, he had made appropriate recommendations concerning the importance of legal compliance and its thorough implementation on a regular basis. In addition, he made recommendations concerning the investigation of the facts, the investigation of the causes of the incident, and the measures to prevent its recurrence after these facts came to light.

Paidy Inc., where Mr. Riku Sugie served as President & CEO until December 2024, received a business improvement order pursuant to the Installment Sales Act from the Ministry of Economy, Trade and Industry concerning matters such as the company's issuance of cards in relation to intermediation of comprehensive credit purchases exceeding the statutory limit in October 2024. Mr. Riku Sugie strived to ensure the thorough implementation of legal compliance on a regular basis. In addition, he worked to further strengthen the compliance structure, including compliance with the Installment Sales Act, to prevent recurrence of similar incidents and to strengthen internal controls after becoming aware of the facts.

Sompo Japan Insurance Inc., where Mr. Fukutaka Hashimoto served as Outside Audit & Supervisory Board Member until June 2023, received an administrative penalty (business improvement order) from the Financial Services Agency on December 26, 2023, in relation to the adjustment of insurance premiums for insurance contracts. Furthermore, the company received a cease-and-desist order and a surcharge payment order pursuant to the Anti-Monopoly Act from the Japan Fair Trade Commission on October 31, 2024. Mr. Fukutaka Hashimoto was not aware of the said facts until they came to light. However, he had made recommendations concerning the importance of legal compliance and its thorough implementation on a regular basis. Moreover, the company received an administrative penalty (business improvement order) in relation to improper billing for automobile insurance payouts by BIGMOTOR Co., Ltd. (referring to BIGMOTOR Co., Ltd., BM Holdings Co., Ltd., and BM Hanaten Co., Ltd.). Mr. Fukutaka Hashimoto was not aware of the said facts until they came to light. However, he had made recommendations concerning the importance of legal compliance including dealerships and its thorough implementation on a regular basis. In addition, he made recommendations concerning the investigation of the facts, the investigation of the causes of the incident, and the measures to prevent its recurrence after these facts came to light.

Nippon Gas Co., Ltd., where Ms. Yuko Gomi served as Outside Auditor until June 2023, received from the Consumer Affairs Agency an administrative penalty (suspension of door-to-door sales to execute service contracts for three months) in relation to the solicitation activities by the company's agents for outsourced door-to-door sales. Ms. Yuko Gomi was not aware of the said facts until they came to light. However, she had made appropriate recommendations concerning the importance of legal compliance and its thorough implementation on a regular basis. In addition, she made recommendations concerning the investigation of the facts, the investigation of the causes of the incident, customer protection and recurrence prevention after these facts came to light.
  - (2) Time served as Independent Directors  

At the conclusion of this General Meeting of Shareholders, Mr. Takehiro Kamigama will have served 4 years as an Independent Director of the Company.

At the conclusion of this General Meeting of Shareholders, Mr. Shinichiro Omori will have served 3 years as an Independent Director of the Company.

At the conclusion of this General Meeting of Shareholders, Mr. Riku Sugie will have served 2 years as an

Independent Director of the Company.

At the conclusion of this General Meeting of Shareholders, Ms. Yoko Toyoshi will have served 1 year as an Independent Director of the Company.

Ms. Yoko Toyoshi served as Outside Auditor of the Company for 4 years before the Company's transition to being a company with a nominating committee and other committees.

At the conclusion of this General Meeting of Shareholders, Mr. Fukutaka Hashimoto will have served 1 year as an Independent Director of the Company.

Mr. Fukutaka Hashimoto served as Outside Auditor of the Company for 3 years before the Company's transition to being a company with a nominating committee and other committees.

- (3) Reasons why the Company has determined that the Independent Director candidates will be able to appropriately execute their duties as Independent Directors even if they have never been involved in company management in the past:

Ms. Yoko Toyoshi has no experience of being directly involved in company management other than as an outside officer in the past. However, the Company has determined that she will be able to appropriately execute her duties as an Independent Director for the reasons stated in "Reasons for nomination as a candidate for Independent Director and expected roles."

Mr. Fukutaka Hashimoto has no experience of being directly involved in company management other than as an outside officer in the past. However, the Company has determined that he will be able to appropriately execute his duties as an Independent Director for the reasons stated in "Reasons for nomination as a candidate for Independent Director and expected roles."

Ms. Yuko Gomi has no experience of being directly involved in company management other than as an outside officer in the past. However, the Company has determined that she will be able to appropriately execute her duties as an Independent Director for the reasons stated in "Reasons for nomination as a candidate for Independent Director and expected roles."

5. The Company registered Mr. Takehiro Kamigama, Mr. Shinichiro Omori, Mr. Riku Sugie, Ms. Yoko Toyoshi, and Mr. Fukutaka Hashimoto as its independent officers with the notification required by the regulations of the Tokyo Stock Exchange, Inc., on which the Company's stock is listed.

If each candidate is re-elected as an Independent Director of the Company, the Company plans to continue to register him/her as its independent officer with the notification required by the regulations of the Tokyo Stock Exchange, Inc., on which the Company's stock is listed.

If the election of Ms. Yuko Gomi is approved, the Company plans to register her as an independent officer with the notification required by the regulations of the Tokyo Stock Exchange, Inc., on which the Company's stock is listed.

6. Pursuant to the Articles of Incorporation, the Company has concluded contracts with Mr. Takehiro Kamigama, Mr. Shinichiro Omori, Mr. Riku Sugie, Ms. Yoko Toyoshi, Mr. Fukutaka Hashimoto and Mr. Katsuaki Tojo to limit their liability for damages as provided in Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Companies Act. The monetary limits on liability for damages under said contracts are the amounts stipulated by laws and regulations.

If the re-election of each candidate is approved, the Company plans to continue the contract with each of them. If the election of Ms. Yuko Gomi is approved, the Company plans to enter into a contract of a similar nature with her.

7. If the election of Mr. Takehiro Kamigama, Mr. Shinichiro Omori, Mr. Riku Sugie, Ms. Yoko Toyoshi, Mr. Fukutaka Hashimoto, Ms. Yuko Gomi, Mr. Katsuaki Tojo, Mr. Hidekuni Kuroda and Mr. Toshio Naito is approved, the Company plans to enter into an indemnity agreement with each of them under which, in accordance with Article 430-2, Paragraph (1) of the Companies Act, the Company will indemnify them for the expenses specified in Article 430-2, Paragraph (1), Item 1 of the Companies Act and the losses specified in Article 430-2, Paragraph (1), Item 2 of the Companies Act to the extent prescribed by laws and regulations.

8. The Company has entered into an officers' and directors' liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. This insurance agreement covers the damages and litigation costs to be borne by the insured parties. The Company plans to make the candidates for Directors insured parties under that insurance agreement if they are elected Directors of the Company. The Company plans to renew this insurance agreement with the same terms at the time of the next renewal.

9. If this proposal is approved, the Company plans to have the Nominating Committee, Audit Committee and Compensation Committee be comprised of the following members.

Nominating Committee	Mr. Fukutaka Hashimoto (Committee Chair), Mr. Takehiro Kamigama, Mr. Riku Sugie, Ms. Yoko Toyoshi
Audit Committee	Mr. Katsuaki Tojo (Committee Chair), Ms. Yoko Toyoshi, Mr. Fukutaka Hashimoto, Ms. Yuko Gomi
Compensation Committee	Mr. Shinichiro Omori (Committee Chair), Mr. Riku Sugie, Ms. Yuko Gomi

(Reference)

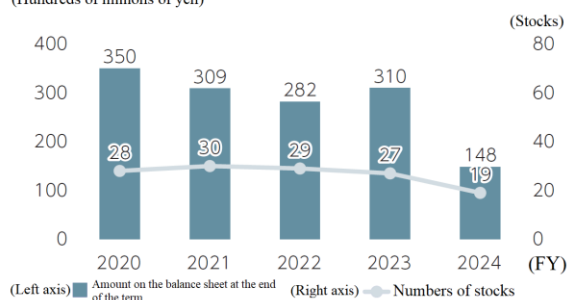
### Cross-shareholding Situation

In order to sustainably improve its corporate value, the Company strategically holds shares in companies it determines will contribute to the Company's business development by maintaining and strengthening stable business relationships. Nevertheless, in principle, the Company's basic policy is to not have cross-shareholdings and to premeditatedly reduce them except when it is deemed rational to have them.

For individual cross-shareholdings, the Board of Directors verifies the appropriateness of the purpose of the holding, the status of business, and the economic rationality evaluated by taking note of the capital cost in terms of the actual return. The Company proceeds with selling cross-shareholdings, the holding of which it has not deemed rational as a result of the verification, upon obtaining a full understanding of the company in which it holds shares.

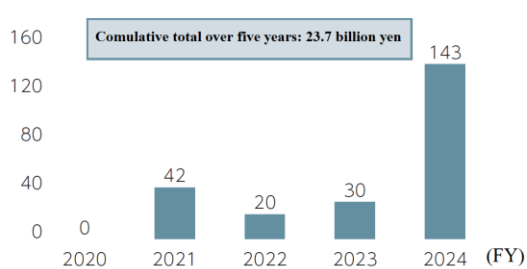
#### Changes in Cross-holdings of Listed Shares

(Hundreds of millions of yen)



#### Amounts of Sales

(Hundreds of millions of yen)



(Reference)

Policy on the Selection of Candidates for Director

- (1) Candidates for Director shall have excellent character, ethics and insight. They shall also be healthy both physically and mentally. Moreover, the Company shall consider the balance of knowledge, experience and abilities for the Board of Directors as a whole, and diversity in terms of gender, career and other elements when nominating candidates for Director.
- (2) Candidates for Independent Director shall meet the criteria for the independence of Independent Directors.
- (3) The Company shall consider the number of years since candidates for Independent Director were appointed as Directors of the Company and their age to bring new perspectives and opinions to the Board of Directors. In principle, the Nominating Committee shall not nominate those over the age of 74 as candidates for Independent Director. Moreover, the terms of office of Independent Directors shall be limited to six years unless there is a special reason. The nomination of candidates for Independent Director whose term of office will exceed six years shall require a resolution by the Nominating Committee and the consent of all the Directors. Nevertheless, the terms of office of Independent Directors shall not exceed eight years.
- (4) It is preferable that Directors do not concurrently serve at more than three companies outside the KOKUYO Group to ensure sufficient time for meetings of the Board of Directors, committee meetings and other meetings.
- (5) It is preferable not to appoint a large number of new Directors at the same time from the perspective of the continuity and stability of the Board of Directors and committees.

Criteria for the Independence of Independent Directors

- (1) The Independent Director's near relatives within the second degree of kinship do not currently serve, or have not served within the past three years, as a Director, Corporate Officer or Auditor of the Company or a subsidiary of the Company.
- (2) If the company where the Independent Director currently serves as executive director, corporate officer or employee receives payments from the Company or a subsidiary of the Company as consideration for the provision of products or services or makes such payments to the Company or a subsidiary of the Company, the amount of those transactions did not exceed 2% of the consolidated sales of either company in any one of the past three fiscal years.
- (3) The Independent Director did not receive compensation (excluding compensation as a Director of the Company) exceeding 25 million yen from the Company as a legal, accounting or tax professional, or consultant (if the party receiving those assets is a corporation, association or other organization, each term above shall refer to the person belonging to that organization) in any one of the past three fiscal years.
- (4) Any one of the donations, loans or debt guarantees from the Company to an organization where the Independent Director serves as an officer who executes business did not exceed 10 million yen in any one of the past three fiscal years.
- (5) The Independent Director is not a major shareholder (a person who holds shares with 10% or more of the total voting rights), and does not serve as executive or full-time auditor, of the Company or a subsidiary of the Company.
- (6) There are no mutual exchange of directors, corporate officers or managing Officers between the organization where the Independent Director serves in a concurrent position and the Company or a subsidiary of the Company.
- (7) There are no other significant conflicts of interest between the Independent Director and the KOKUYO Group.

End