

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

(Securities code: 8157)

June 4, 2025

(Start date of electronic provisioning measures: June 2, 2025)

To Our Shareholders

Kazunori Yoshii  
Representative Director, President and CEO  
TSUZUKI DENKI CO., LTD.  
6-19-15 Shinbashi, Minato-ku, Tokyo

## Notice of the 85th Annual General Meeting of Shareholders

You are hereby notified that the 85th Annual General Meeting of Shareholders of TSUZUKI DENKI CO., LTD. (the “Company”) will be held for the purposes as described below.

This General Meeting of Shareholders will employ electronic provisioning measures, and the following website will contain the “Notice of the 85th Annual General Meeting of Shareholders.”

Company website: <https://www.tsuzuki.co.jp/ir/stock/meeting.html>



In addition to the above, the information will also be posted to the following website.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



Please access the above site and search for the Company using the Company name or its securities code. Click “Basic information” and find the information under the “Documents for Public Inspection/ PR information” tab.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders provided in the electronic proxy form and exercise your voting rights using the enclosed Voting Rights Exercise Form or via the Internet no later than 5 p.m. on Wednesday, June 25, 2025, Japan time.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time
- 2. Place:** Tokyo Art Club Building, Fourth Floor, 6-19-15 Shinbashi, Minato-ku, Tokyo  
(Please refer to map of the venue at the end of this notice.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. Business Report and Consolidated Financial Statements for the Company’s 85th Fiscal Year (April 1, 2024 – March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 85th Fiscal Year (April 1, 2024 – March 31, 2025)

**Proposals to be resolved:**

- Proposal:** Proposal 1  
Election of Eleven (11) Directors
- Proposal 2  
Election of One (1) Auditor
- 

Notes:

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- For this General Meeting of Shareholders, a printed document containing the matters subject to electronic provision has been sent to all shareholders, regardless of whether they requested the delivery of printed materials. However, in accordance with applicable laws and regulations and the Company's Articles of Incorporation, the following items have been omitted from the printed materials.
  - *"Matters Concerning External Directors"* and *"Systems to Ensure the Properness of Operations"* in the Business Report
  - *"Notes to the Consolidated Financial Statements"*
  - *"Notes to the Non-Consolidated Financial Statements"*Accordingly, the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements included in the printed document represent only a portion of the documents that were subject to audits by the Accounting Auditor and the Auditors in preparing their respective audit reports.
- Should the electronic provisioning measures require amendment, the amended versions will be posted on the websites where the information is posted.
- Exercising voting rights by proxy:
  - If exercising voting rights by a proxy who is also a shareholder with voting rights exercisable at this General Meeting of Shareholders, the proxy should submit your Voting Rights Exercise Form and a document certifying authority as proxy in addition to the proxy's Voting Rights Exercise Form to the reception desk on the day of the meeting.
- Please be advised that we will be dressed in light attire on the day of the meeting.
- If you require assistance on the day of the meeting—such as wheelchair access, written communication at reception, or guidance to your seat—please contact us at the email address below by Thursday, June 19, 2025, to allow us sufficient time to make the necessary arrangements.
  - Contact email: [ir@tsuzuki.co.jp](mailto:ir@tsuzuki.co.jp)
- The Notice of Resolutions of the Annual General Meeting of Shareholders, which outlines the results of this meeting, will be posted on the Company's website below.
  - Company website: <https://www.tsuzuki.co.jp/ir/stock/meeting.html>

## Guide to Exercising Voting Rights

### 1. If you are attending the General Meeting of Shareholders

#### Voting at General Meeting of Shareholders

Please bring the enclosed Voting Rights Exercise Form to the meeting, and submit it at the reception desk.

Meeting date and time: Thursday, June 26, 2025 at 10:00 a.m. Japan time

### 2. If you are not attending the General Meeting of Shareholders

#### Voting in writing

Please indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form, and return the form to the Company so that your vote is received by 5:00 p.m. on Wednesday, June 25, 2025 Japan time. In case there is no indication of approval or disapproval for the proposals on the Voting Rights Exercise Form, we will consider it as an indication of approval.

#### Voting via the Internet, etc.

Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>), and register your vote for or against the proposals by 5:00 p.m. on Wednesday, June 25, 2025 Japan time.

---

#### Multiple exercises of voting rights

- 1) In the event that any shareholder exercises voting rights both in written form and through the Internet, the exercise of voting rights through the Internet will supersede as the effective exercise of the voting rights.
  - 2) If any voting right is exercised more than once via the Internet, the latest exercise will be upheld as the valid exercise of the voting right.
-

## Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please confirm the following matters before exercising your voting rights.

Votes must be submitted by 5:00 p.m. on Wednesday, June 25, 2025 Japan time.

\* However, votes cannot be accepted between 2:30 a.m. and 4:30 a.m.

### 1. Log in by scanning QR code

You can log in to the voting rights exercise website without having to enter the login ID and temporary password printed on the Voting Rights Exercise Form.

Step 1: Scan the QR code printed on the right side of the attachment on the Voting Rights Exercise Form.

\* QR code is a registered trademark of Denso Wave Inc.

Step 2: Follow the on-screen instructions, and register your vote for or against the proposals.

Please refer to the enclosed leaflet for more information.

\* Internet connection fees, telecommunication charges, and other fees incurred by accessing the voting rights exercise website shall be borne by the shareholder.

### 2. Log in with login ID and temporary password

Voting rights exercise website: <https://evote.tr.mufg.jp/>

Step 1: Access the voting rights exercise website.

Step 2: Enter your login ID and temporary password printed on the Voting Rights Exercise Form.

Step 3: Follow the on-screen instructions, and enter your vote for or against the proposals.

System-related inquiries:

Corporate Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Tel: 0120-173-027 (toll free); business hours: 9:00 a.m. to 9:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Election of Eleven (11) 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 the election of eleven (11) Directors, including two (2) additional Directors to further strengthen the management structure.

The candidates are as follows:

Reference: Candidates		External	External Director candidates		Independent	Independent officers registered with the Tokyo Stock Exchange	
No.				Name		Current position	Attendance rate of the Board of Directors meetings
1	Reappointment		Male	Kazunori Yoshii		Representative Director, President and CEO	100%
2	Reappointment	External	Male	Hidetoshi Takinaka		Director	81.3%
3	Reappointment	External	Female	Tomoko Tsukahara		Director	100%
4	Reappointment	External	Male	Toshihiro Murashima		Director	100%
5	Reappointment	External	Independent	Male	Kunio Matsui	Director	100%
6	Reappointment	External	Independent	Male	Noriyuki Moriyama	Director	100%
7	Reappointment	External	Independent	Male	Hideki Wachi	Director	100%
8	Reappointment	External	Independent	Male	Naoshi Ogasawara	Director	100%
9	New appointment		Male	Katsuyuki Yoshida		Executive Vice President	—
10	New appointment		Male	Noboru Yoda		Managing Executive Officer	—
11	New appointment	External	Independent	Female	Hiroko Omura	—	—

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
1	<p>Kazunori Yoshii (September 25, 1957)</p> <p>Reappointment</p> <p>Tenure as Director 20 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1981      Joined the Company</p> <p>November 2000      Accounting Department Manager</p> <p>April 2004      Administrative Officer</p> <p>June 2005      Director</p> <p>April 2010      Managing Director</p> <p>February 2012      Director and Managing Executive Officer</p> <p>April 2015      Director and Senior Managing Executive Officer</p> <p>April 2019      Director and Executive Vice President</p> <p>June 2019      Representative Director and Executive Vice President</p> <p>April 2022      Representative Director and Vice President</p> <p>July 2024      Representative Director, President and CEO (current position)</p>	49,527
<p>Reason for nomination as a candidate for Director:</p> <p>Mr. Kazunori Yoshii has many years of experience in the Company's accounting division. After being appointed as Director, he has been in charge of the administration division and has promoted the development of internal control systems of the overall TSUZUKI Group. Given his experience in these areas, the Company believes that he is qualified to assume a role in leading discussions at the Board of Directors meetings from the perspectives of compliance, risk management, and internal control. The Company therefore proposes his continued election as Director.</p> <p>If his election as Director is approved, Mr. Yoshii is scheduled to be appointed Representative Director and Chairman by the Board of Directors.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
2	<p>Hidetoshi Takinaka (April 24, 1958)</p> <p>Reappointment</p> <p>External Director</p> <p>Tenure as Director 5 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 81.3%</p>	<p>April 1982      Joined ASO CORPORATION</p> <p>November 1999      General Manager, Hospital Consulting Division</p> <p>June 2005      Director, General Manager, Hospital Consulting Division</p> <p>April 2008      Director, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p>June 2009      Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p>October 2009      Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>June 2012      Managing Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>November 2012      President and CEO, Aso Information System Co., Ltd. (current position)</p> <p>June 2016      Senior Managing Director, ASO CORPORATION, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>June 2018      Senior Managing Director, Member of Group Management Committee, General Manager, Medical Business Division (current position)</p> <p>January 2020      Advisor, the Company</p> <p>June 2020      External Director (current position)</p> <p>June 2024      Representative Director and Vice President, ASO CORPORATION (current position)</p> <p>[Significant concurrent positions]</p> <p>President and CEO, Aso Information System Co., Ltd. Representative Director and Vice President, ASO CORPORATION</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Mr. Hidetoshi Takinaka has profound insights into industries related to medical and nursing care acquired through his extensive experience and proven track record as President and CEO of a business corporation. The Company expects that he will provide oversight and advice in the Company's challenges toward new growth areas and domains in the future. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
3	<p>Tomoko Tsukahara (July 18, 1963)</p> <p>Reappointment External Director</p> <p>Tenure as Director 3 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1986      Joined FUJITSU LIMITED</p> <p>June 2004      Manager, Project Department, Securities Solutions Department, Insurance and Securities Solutions Unit</p> <p>April 2007      Manager, First Insurance Solutions Department, Insurance and Securities Solutions Unit</p> <p>April 2008      Project Manager, Insurance and Securities Solutions Unit</p> <p>April 2014      Manager, First Financial Systems Department, Financial Systems Unit</p> <p>June 2017      Head of Solution &amp; Service Business Assurance Unit</p> <p>April 2019      Vice General Manager, Quality Assurance Unit</p> <p>April 2021      Director and Senior Vice President, Head of Quality Assurance Unit</p> <p>June 2022      External Director, the Company (current position)</p> <p>April 2023      Senior Vice President of FUJITSU LIMITED, Head of Global Quality Management and Assurance Unit</p> <p>June 2023      Executive Officer, Executive Vice President, Chief Quality Officer of FUJITSU LIMITED</p> <p>April 2025      Corporate Executive Officer of FUJITSU LIMITED (current position)</p> <p>[Significant concurrent positions] Corporate Executive Officer of FUJITSU LIMITED</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Ms. Tomoko Tsukahara has extensive experience and a proven track record in the system integration business, gained by serving as an executive officer and in other business management positions at a business corporation. The Company expects that she will contribute to swift and decisive managerial decision-making and provide oversight functions and advice from the perspective of shareholders and investors, from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes her continued election as an External Director.</p>			
4	<p>Toshihiro Murashima (April 2, 1957)</p> <p>Reappointment External Director</p> <p>Tenure as Director 8 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1996      Registered as attorney (Dai-Ichi Tokyo Bar Association) Joined Aoyama Chuo Law Office</p> <p>April 1999      Partner</p> <p>April 2001      Established Murashima Hozumi Law Office Partner (current position)</p> <p>June 2006      External Director, NIFTY Corporation</p> <p>June 2011      External Auditor, the Company</p> <p>June 2017      External Director (current position)</p> <p>[Significant concurrent positions] Partner, Murashima Hozumi Law Office</p>	6,965
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Toshihiro Murashima has never been directly involved in corporate management, he possesses specialized knowledge as an attorney. As an Auditor of the Company and a member of the Executive Nomination and Compensation Committee, he has profound insights into the qualities of candidates for officers and their appropriate compensation, which are core issues of corporate governance for the Company. The Company expects that he will continue to contribute to swift and decisive managerial decision-making from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p> <p>Mr. Murashima has served as an External Auditor since June 2011 and will have held the position for 14 years as of the conclusion of this General Meeting of Shareholders.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
5	<p>Kunio Matsui (July 23, 1957)</p> <p>Reappointment</p> <p>External Director</p> <p>Independent Officer</p> <p>Tenure as Director 6 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1980      Joined FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p>February 2000      Manager of Document Processing Research Department</p> <p>April 2006      Director, Information Processing Society of Japan</p> <p>April 2007      Vice President, Fujitsu Laboratories of America, Inc.</p> <p>April 2009      Chief Researcher of Software &amp; Solution Laboratory, FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p>July 2009      Technology Administrative Officer, NIFTY Corporation</p> <p>July 2014      Member of Program Meeting Committee established for “Enhancement of Resilient Disaster Prevention and Disaster Reduction Function” Challenge of Cabinet Office SIP</p> <p>November 2014      Concurrently served as Head of New Business Promotion Office, NIFTY Corporation</p> <p>April 2015      Concurrently served as Specially Appointed Professor of Graduate School of Science and Technology, Shizuoka University</p> <p>February 2017      Professor, Department of Information and Computer Science, College of Engineering, Kanazawa Institute of Technology</p> <p>June 2019      External Director, the Company (current position)</p> <p>April 2025      Professor, Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology (current position)</p> <p>[Significant concurrent positions]</p> <p>Professor, Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology</p>	2,708
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Kunio Matsui has never been directly involved in corporate management, he has garnered a wealth of experience at FUJITSU LABORATORIES LTD. and NIFTY Corporation, as well as through his current position as a professor in the Department of Artificial Intelligence, College of Information Science and Engineering, Kanazawa Institute of Technology. He possesses profound insights into the Information Network Solutions business. The Company expects that he will contribute to swift and decisive managerial decision-making from a multifaceted perspective, drawing on his experience and from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
6	<p>Noriyuki Moriyama (June 20, 1947)</p> <p>Reappointment</p> <p>External Director</p> <p>Independent Officer</p> <p>Tenure as Director 5 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1973      Joined Second Department of Surgery, Chiba University School of Medicine</p> <p>April 1986      Visiting Doctor, Mayo Clinic, US</p> <p>April 1987      Chief, Department of Diagnostic Radiology, National Cancer Center</p> <p>July 1992      Head, Department of Radiology, National Cancer Center Hospital East</p> <p>April 1998      Head, Department of Diagnostic Radiology, National Cancer Center Hospital</p> <p>January 2004    Director, Research Center for Cancer Prevention and Screening, National Cancer Center</p> <p>April 2010      Director, Research Center for Cancer Prevention and Screening, National Cancer Center (Independent Administrative Institution)</p> <p>April 2013      Senior Executive Officer and Managing Director, Midtown Clinic Medical Corporation Director, Health Screening Center, Tokyo Midtown Clinic</p> <p>April 2016      Chairman, Shinkokai medical corporation (current position) Director, Midtown Clinic Medical Corporation (current position)</p> <p>August 2016    Director, Grand HIMEDIC Club (current position)</p> <p>June 2020      External Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman, Shinkokai medical corporation Director, Midtown Clinic Medical Corporation Director, Grand HIMEDIC Club</p>	3,100
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Noriyuki Moriyama has never been directly involved in corporate management, based on his achievements accumulated over many years at the National Cancer Center and his achievements in fields such as research of advanced AI technology, the Company expects that he will contribute to initiatives in the Company's health care business and its health management, as well as to swift and decisive managerial decision-making based on viewpoints and insights different from the Company's, and from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
7	<p>Hideki Wachi (February 17, 1961)</p> <p>Reappointment</p> <p>External Director</p> <p>Independent Officer</p> <p>Tenure as Director 3 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1983      Joined Kokusai Denshin Denwa Co., Ltd. (currently KDDI CORPORATION)</p> <p>October 1998    Vice President and General Manager of Sales Unit, Deutsche Telekom GBS Japan K.K. (Japan subsidiary of Germany-based Deutsche Telekom AG)</p> <p>June 2000       Representative Director, President and CEO, Intranets Inc. (Japan subsidiary of U.S.-based Intranets.com)</p> <p>August 2001    Representative Director, President and CEO, Nuance Communications Co., Ltd. (Japan subsidiary of U.S.-based Nuance Communications, Inc.)</p> <p>August 2005    Representative Director, President and CEO, Witness Systems Co., Ltd. (Japan subsidiary of Witness Systems, Inc., currently Verint Systems Inc.)</p> <p>July 2007       Representative Director, President and CEO, LiteScape Technologies Co., Ltd. (Japan subsidiary of U.S.-based LiteScape Technologies, Inc.)</p> <p>October 2008   Representative Director, President and CEO, Genesys Japan (Japan subsidiary of U.S.-based Genesys Telecommunications Laboratories, Inc.)</p> <p>May 2014       Representative Director, President and CEO, Telstra Japan Co., Ltd. (Japan subsidiary of Australia-based Telstra Corporation Limited)</p> <p>April 2016       Representative Director, President and CEO, Avaya Japan Ltd. (Japan subsidiary of U.S.-based Avaya Inc.)</p> <p>June 2022       External Director, the Company (current position)</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Mr. Hideki Wachi has profound insights into the Information Network Solutions business, gained through extensive experience and a proven track record as Representative Director, President and CEO of several companies. The Company expects that he will contribute to swift and decisive managerial decision-making from a multifaceted perspective, drawing on his experience and from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
8	<p>Naoshi Ogasawara (August 19, 1965)</p> <p>Reappointment External Director Independent Officer</p> <p>Tenure as Director 3 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2024 100%</p>	<p>April 1989      Joined Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>December 1991      Joined Taiyo Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>August 1992      Registered as certified public accountant</p> <p>April 2007      Senior Partner, Taiyo ASG Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>October 2008      Chairman and CEO, Avantia GP (current position)</p> <p>April 2010      Auditor, Center for National University Finance and Management (currently National Institution for Academic Degrees and Quality Enhancement of Higher Education) (current position)</p> <p>June 2016      External Director, Topre Corporation (current position)</p> <p>June 2016      External Auditor, the Company</p> <p>March 2022      External Auditor, NIKKISO CO., LTD. (current position)</p> <p>June 2022      External Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman and CEO, Avantia GP</p> <p>Auditor, National Institution for Academic Degrees and Quality Enhancement of Higher Education</p> <p>External Director, Topre Corporation</p> <p>External Auditor, NIKKISO CO., LTD.</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Although Mr. Naoshi Ogasawara has never been directly involved in corporate management, he possesses specialized knowledge in finance and accounting as a certified public accountant. As an Auditor of the Company and the Chairman of the Executive Nomination and Compensation Committee, he has profound insights into the qualities of candidates for officers and their appropriate compensation, which are core issues of corporate governance for the Company. The Company expects that he will continue to contribute to swift and decisive managerial decision-making from an objective standpoint, free from the influence of management responsible for executing business operations. The Company therefore proposes his continued election as an External Director.</p> <p>Mr. Ogasawara has served as an External Auditor of the Company since June 2016 and will have held the position for nine years at the conclusion of this General Meeting of Shareholders.</p>			
9	<p>Katsuyuki Yoshida (July 27, 1962)</p> <p>New appointment</p>	<p>March 1984      Joined the Company</p> <p>April 2003      Manager of Third Sales Department, Distribution Sales Division</p> <p>April 2009      Administrative Officer</p> <p>June 2012      Executive Officer</p> <p>April 2016      Managing Executive Officer</p> <p>June 2018      Director and Managing Executive Officer</p> <p>April 2023      Senior Managing Executive Officer and General Manager of Solution Business Unit</p> <p>April 2025      Executive Vice President (current position)</p>	7,670
<p>Reasons for nomination as a candidate for Director:</p> <p>Mr. Katsuyuki Yoshida has demonstrated strong leadership, having successfully led numerous large-scale projects as an executive officer in charge of the Information Network Solutions business. In light of his achievements, we believe he is the most suitable candidate to lead and advance the Company's growth strategies as a key member of the management team, and therefore propose his election as Director.</p> <p>If elected, Mr. Yoshida is scheduled to be appointed Representative Director, President and CEO by the Board of Directors.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
10	Noboru Yoda (June 23, 1961)  New Appointment	<p>April 1985      Joined The Mitsubishi Bank, Ltd. (now MUFG Bank, Ltd.)</p> <p>June 2007      Managing Director, Mitsubishi UFJ Securities Co., Ltd. (now Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>March 2017      Executive Vice President, Advisory Company, Inc.</p> <p>October 2018    Joined the Company</p> <p>April 2020      Executive Officer</p> <p>April 2024      Managing Executive Officer and Leader of President Office</p>	641
<p>Reason for nomination as a candidate for Director:</p> <p>Drawing on his many years of experience in the financial sector, Mr. Noboru Yoda has played a central role in advancing the Company's management strategies, including capital policy, group restructuring, and M&amp;A. In light of his track record, we believe he is well-suited to lead strategic initiatives aimed at enhancing the Tsuzuki Group's corporate value over the medium to long term, and therefore propose his election as Director.</p>			
11	Hiroko Omura (February 17, 1970)  New Appointment External Director Independent Officer	<p>April 1992      Joined Yamaha Corporation</p> <p>April 2016      General Manager, Marketing Division</p> <p>March 2019      Executive Officer</p> <p>April 2021      Executive Officer and General Manager, Brand Strategy Division</p> <p>March 2024      Founded trine Inc. Representative Director (current position)</p> <p>[Significant concurrent positions]</p> <p>Representative Director, trine Inc.</p>	0
<p>Reason for nomination as a candidate for External Director and the expected role:</p> <p>Ms. Hiroko Omura has extensive experience and a proven track record as an executive officer and Representative Director at business corporations, with particular expertise in brand strategy. We believe that her independent and objective perspective—distinct from that of the Company's internal management—will enable her to contribute to the swift and decisive decision-making of the management team, and therefore propose her election as an External Director.</p>			

Notes:

- Mr. Hidetoshi Takinaka serves concurrently as President and CEO of Aso Information System Co., Ltd. and Representative Director and Vice President of ASO CORPORATION, the parent company of Aso Information System. The Company has entered into a capital and business alliance agreement with ASO CORPORATION.
- Ms. Tomoko Tsukahara concurrently serves as Corporate Executive Officer at FUJITSU LIMITED, which maintains a business relationship with the Company primarily centered on product sales, and receives compensation from FUJITSU LIMITED in that capacity.
- The Company maintains an advisory agreement with Murashima Hozumi Law Office, represented by Mr. Toshihiro Murashima. There are no special interests between Mr. Murashima and the Company.
- Excluding Mr. Hidetoshi Takinaka, Ms. Tomoko Tsukahara, and Mr. Toshihiro Murashima, there are no special interests between the other candidates and the Company.
- Ms. Hiroko Omura's legal name as registered in the family registry is Hiroko Hiranabe.
- Mr. Kunio Matsui, Mr. Noriyuki Moriyama, Mr. Hideki Wachi, Mr. Naoshi Ogasawara, and Ms. Hiroko Omura are candidates for independent officers as stipulated by the Tokyo Stock Exchange.
- The Company has entered into a limited liability agreement with Mr. Hidetoshi Takinaka, Ms. Tomoko Tsukahara, Mr. Toshihiro Murashima, Mr. Kunio Matsui, Mr. Noriyuki Moriyama, Mr. Hideki Wachi, and Mr. Naoshi Ogasawara, which provides that the maximum amount of liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act shall be the sum of all amounts stipulated in each item under Article 425, Paragraph 1 of the Companies Act, provided that they have performed their duties in good faith and in absence of gross negligence. If the reappointment of these Directors are approved, the Company plans to continue the limited liability agreement with each of them. If the appointment of Ms. Hiroko Omura is approved, the Company plans to enter into a similar limited liability agreement with her.
- The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may be incurred by the insured parties, including the Company's Directors, as a result of the responsibilities assumed in the execution of their duties, or any liability claims made against them in connection with those responsibilities. If this proposal is approved, each candidate for Director will be included as an insured party under the insurance agreement. The Company plans to renew the insurance agreement with the same terms and conditions during their terms of office.
- The tenure as Director of each candidate is as of the conclusion of this General Meeting of Shareholders.

## Proposal 2: Election of One (1) Auditor

The terms of office of Auditor Mr. Kazuhiro Shimura will expire at the conclusion of this General Meeting of Shareholders, so the Company proposes the election of one Auditor.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
<b>Kazuhiya Oyama</b> (February 24, 1960) <div>New Appointment</div>	April 1984      Joined The Mitsubishi Bank, Ltd. (now MUFG Bank, Ltd.) July 2010      Administrative Officer May 2012      Corporate Business Department Manager June 2013      Executive Officer, the Company June 2016      Director and Executive Officer April 2021      Director and Managing Executive Officer April 2023      Director, Senior Managing Executive Officer, and General Manager of Corporate Administration Unit April 2025      Director (current position)	12,429
Reason for nomination as Auditor: Mr. Kazuhisa Oyama has extensive experience in corporate management and deep insight into corporate governance, having served as a Director of the Company with responsibilities spanning internal control, general administration and human resources, and finance and accounting. In light of his background, we believe he is well-qualified to serve as Auditor and therefore propose his election. If elected, Mr. Oyama is expected to be appointed as Standing Auditor.		

### Notes:

1. There is no special interest between Mr. Kazuhisa Oyama and the Company.
2. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may be incurred by the insured parties, including Auditors of the Company, as a result of the responsibilities assumed in the execution of their duties, or any liability claims made against them in connection with those responsibilities. If this proposal is approved, Mr. Oyama will be included as an insured party under the insurance agreement. The Company also plans to renew the agreement with the same terms and conditions during his term of office.

Reference: Director and Auditor skill matrix

Name	Position at the Company (planned)		Corporate management	ICT industry expertise	Innovation and transformation	Finance and accounting	Legal and risk management	Human resource management	ESG and academia
Kazunori Yoshii	Representative Director and Chairman	Reappointment Male	○		○	○			
Katsuyuki Yoshida	Representative Director, President and CEO	New appointment Male	○	○	○				
Noboru Yoda	Director and Managing Executive Officer	New appointment Male	○			○	○		
Hidetoshi Takinaka	Director	Reappointment External Male	○	○				○	
Tomoko Tsukahara	Director	Reappointment External Female		○			○		
Toshihiro Murashima	Director	Reappointment External Male		○	○		○		○
Kunio Matsui	Director	Reappointment External Male Independent		○	○			○	○
Noriyuki Moriyama	Director	Reappointment External Male Independent			○				○
Hideki Wachi	Director	Reappointment External Male Independent	○	○	○		○		
Naoshi Ogasawara	Director	Reappointment External Male Independent				○		○	○
Hiroko Omura	Director	New appointment External Female Independent			○				○
Kazuhisa Oyama	Standing Auditor	New appointment Male	○			○		○	
Kiyotake Yokohari	Auditor	External Male Independent				○	○		
Kenji Kusaka	Auditor	External Male Independent				○	○		