

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

(Stock Exchange Code 9065)

June 10, 2026

(Commencement date of measures for electronic provision: June 2, 2026)

**To Shareholders with Voting Rights:**

Kimihiro Nakamura  
President (Representative Director)  
Sankyu Inc.  
6-7 Minatomachi, Moji-ku, Kitakyusyu-shi,  
Fukuoka  
Head Office: 5-23, Kachidoki, 6-chome,  
Chuo-ku, Tokyo

**NOTICE OF THE 117th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 117th Annual General Meeting of Shareholders of Sankyu Inc. (the “Company”) will be held as described below.

The Company has, for convening this General Meeting of Shareholders, provided information contained in the reference documents for the general meeting of shareholders (Electronic Provision Measures Matters), etc. electronically. The information has been placed on the Company’s website. Please access the website to check it.

The Company’s website: <https://www.sankyu.co.jp/en/>  
(Please see “NEWS” on the top page.)

In addition to the above website, the Electronic Provision Measures Matters have also been placed on the following website.

Tokyo Stock Exchange’s website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>  
(Enter the Company name or securities code (9065) to search, and click on “Basic information,” “Documents for public inspection/PR information,” and “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” to review the matters.)

If you are unable to attend the meeting, you can exercise your voting rights by mailing the Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in the Electronic Provision Measures Matters, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights, no later than 5:30 p.m. on Wednesday, June 24, 2026, Japan time.

**1. Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)

**2. Place:** Conference room at the Company located at  
5-23, Kachidoki, 6-chome, Chuo-ku, Tokyo  
(Please see the map of the venue for the General Meeting of Shareholders at the end of this document (Japanese version).)

**3. Meeting Agenda:**

**Matters to be reported:** 1. The Business Report and Consolidated Financial Statements for the Company's 117th Fiscal Year (April 1, 2025 - March 31, 2026) 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 117th Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

**Proposal 1:** Distribution of Surplus  
**Proposal 2:** Election of 9 Directors  
**Proposal 3:** Election of 2 Audit & Supervisory Board Members

**4. Instructions for the Exercise of Voting Rights**

(1) Method for exercising voting rights

You can exercise your voting rights through one of the following three means: by attending the meeting in person, via the Internet, or by mailing the Voting Rights Exercise Form.

(2) Handling of duplicate voting

If you have exercised your voting rights both via the Internet and by mailing the Voting Rights Exercise Form, only the exercise of voting rights via the Internet shall be deemed effective. If you have exercised your voting rights more than once via the Internet, only the final execution shall be deemed effective. If you attend the meeting after exercising your voting rights via the Internet or by mailing the Voting Rights Exercise Form, your voting rights shall be deemed to have been exercised at the meeting.

(3) Handling of case where neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form

If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for proposals.

(4) Exercising of voting rights by a proxy

If you are unable to attend the meeting in person, another shareholder with voting rights can attend the meeting as a proxy. Please note that it is necessary to submit the written proof of the right of proxy.

- Of the Electronic Provision Measures Matters, the following matters are not included in the document delivered to shareholders who have requested a paper-based document, pursuant to applicable laws and regulations and the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following matters.
  1. The Business Report (Structure and Policy of the Company)
  2. The Consolidated Financial Statements (Consolidated Statements of Changes in Equity, Notes to Consolidated Financial Statements)
  3. The Non-Consolidated Financial Statements (Non-Consolidated Statements of Changes in Equity, Notes to Non-Consolidated Financial Statements)
- When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If there are any amendments to the Electronic Provision Measures Matters, the revised versions will be placed on each website on which the matters have been placed.

## **Proposals and References**

### **Proposal 1:      Distribution of Surplus**

The year-end dividend for this fiscal year shall be as follows, based on the Company's basic policy on shareholder returns.

#### **1. Items related to the year-end dividend**

- (1) Items related to the allocation of dividend property to shareholders and its total amount  
128 yen per common share of the Company  
Total of 6,416,372,992 yen
- (2) Date the distribution of surplus comes into effect:  
June 26, 2026



If this Proposal is approved as proposed, the annual dividend for this fiscal year will be 246 yen per share, including an interim dividend.


**Proposal 2:** Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed. In selecting candidates for Directors, the Company obtained recommendations from a voluntary Nomination Committee, the majority of which is composed of Independent External Directors.


The candidates are as follows:


No.	Name	Current positions	Gender	Responsibilities	Attendance at the Board of Directors' meetings
1	Kimikazu Nakamura [Reappointment]	Chairman (Director)	Male	Chairman of the Board	93% (13 out of 14 meetings)
2	Kimihiro Nakamura [Reappointment]	President (Representative Director)	Male	CEO	100% (14 out of 14 meetings)
3	Tsuyoshi Kukihara [Reappointment]	Senior Managing Executive Officer (Director)	Male	CSO, in charge of Business, CTO, Head of Technical Development & Administration	100% (10 out of 10 meetings) From the assumption of office as Director
4	Naoko Saiki [Reappointment] [External Director] [Independent Director]	Director	Female		100% (14 out of 14 meetings)
5	Akira Takada [Reappointment] [External Director] [Independent Director]	Director	Male		100% (14 out of 14 meetings)
6	Toru Ishida [Reappointment] [External Director] [Independent Director]	Director	Male		100% (14 out of 14 meetings)
7	Kenji Ohnaka [New appointment]	Senior Managing Executive Officer	Male	COO, in charge of Areas, Supervisor of Areas, and Supervisor of Safety	-
8	Tomomi Iguchi [New appointment]	Senior Managing Executive Officer	Male	CHRO, in charge of Administration and ESG	-
9	Noriko Kawakami [New appointment] [External Director] [Independent Director]		Female		-



No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
1	 Kimikazu Nakamura (September 30, 1949) (76) Male [Reappointment]	April 1973    Joined the Company June 1981    Director June 1984    Executive Director June 1985    Executive Vice President (Representative Director) March 1986    President (Representative Director) April 2016    Chairman & CEO (Representative Director) April 2025    Chairman of the Board (to present) [Significant concurrent position] Not applicable	232,843
[Reason for nomination as candidate for Director and expected role] Mr. Kimikazu Nakamura has been leading business management of the Group for 30 years as President (Representative Director) since March 1986 and worked towards continuous improvement of corporate value and business development. Currently, as Chairman (Director) and Chairperson of the Board of Directors, he operates the Board in an appropriate and legitimate manner, and while engaging in management of the Company, he is also working for the benefit of business associations and industry groups. The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Company and supervision of management execution by making use of extensive experiences and insights as a corporate executive.			
2	 Kimihiro Nakamura (August 16, 1976) (49) Male [Reappointment]	April 2002    Joined the Company April 2009    General Manager, Chiba Branch May 2011    Deputy Head in charge of Corporate Planning and General Manager, Corporate Planning Dept. June 2011    Corporate Officer April 2012    Deputy Head in charge of Corporate Planning, General Manager, Corporate Planning Dept. and assistant to Member of the Board, Director, Business & Area April 2013    Supervising Area June 2013    Director & Corporate Officer April 2014    Senior Executive Director (Representative Director) Member of the Board, Director, Business & Area, and supervising Area April 2016    President & COO (Representative Director) April 2025    President & CEO (Representative Director) (to present) [Significant concurrent position] Not applicable	37,397
[Reason for nomination as candidate for Director and expected role] Mr. Kimihiro Nakamura, through experience of being seconded to a securities company after joining the Company, held positions in Corporate Planning Dept. of the Company. After assuming office as Director in June 2013, he has been engaged in business execution supervising business operations and Area which is a regional business unit. Therefore, he possesses a wealth of experience in business management and corporate management of the Group. He also assumed office as President (Representative Director) in April 2016, and has worked towards continuous improvement of corporate value and business development, leading overall management. The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
3	 <p data-bbox="212 622 418 801">Tsuyoshi Kukihara (October 7, 1963) (62) Male [Reappointment]</p>	<p data-bbox="459 280 1279 705"> April 1986    Joined the Company  April 2013    General Manager, Plant Construction Dept.  April 2016    General Manager, Higashi-Chugoku Branch  October 2018    General Manager, Business Incubation Dept.  April 2021    Head of Kansai Area  June 2021    Executive Officer  April 2022    Head of Eastern Japan Area  April 2024    Deputy Head in charge of Corporate Planning  April 2025    Senior Managing Executive Officer, CSO, in charge of Business  June 2025    Senior Executive Director, CSO, in charge of Business  April 2026    Director, Senior Managing Executive Officer, CSO, in charge of Business, CTO, Head of Technical Development &amp; Administration (to present) </p> <p data-bbox="459 734 794 801"> [Significant concurrent position]  Not applicable </p>	2,728
<p data-bbox="199 846 896 873">[Reason for nomination as candidate for Director and expected role]</p> <p data-bbox="199 878 1465 1081">Mr. Tsuyoshi Kukihara has extensive experience in business operations of the Group. He assumed key positions in the Engineering Business Division, the Company's core business. He served as branch manager, head of a department that creates new businesses, etc., the head of a regional management unit, and the deputy head in charge of corporate planning for the Group. He is currently serving as CSO, in charge of Business, CTO, Head of Technical Development &amp; Administration. The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
4	 <p>Naoko Saiki (October 11, 1958) (67) Female</p> <p>[Reappointment] [External Director] [Independent Director]</p>	<p>April 1982      Joined the Ministry of Foreign Affairs June 2013      Director-General for Cultural Affairs July 2014      Director-General, Economic Affairs Bureau; Councillor, Cabinet Secretariat (Japanese Government's TPP Headquarters) October 2015    Director-General, International Legal Affairs Bureau July 2017      Director-General, Foreign Service Training Institute January 2019    Retired from the Ministry of Foreign Affairs April 2020      Visiting Professor, Graduate School of Public Policy, The University of Tokyo June 2020      Outside Director, Sojitz Corporation June 2020      Audit &amp; Supervisory Board Member, Development Bank of Japan Inc. June 2021      Outside Director, Komatsu Ltd. (to present) June 2022      External Director, the Company (to present) April 2023      Special Assistant to the Minister for Foreign Affairs (to present) June 2023      Outside Member of the Board of Directors, Development Bank of Japan Inc. (to present) March 2026     Director (Outside), INPEX CORPORATION (to present)</p> <p>[Significant concurrent position] Outside Director, Komatsu Ltd. Outside Member of the Board of Directors, Development Bank of Japan Inc. Director (Outside), INPEX CORPORATION</p>	300
<p>[Reason for nomination as candidate for External Director and expected role] Ms. Naoko Saiki is a former bureaucrat of the Ministry of Foreign Affairs. She has served in several important positions, including the Director-General of the Economic Affairs Bureau and the Director-General of the International Legal Affairs Bureau. After retiring from the Ministry of Foreign Affairs, she has continued to serve as an outside director of other companies and participate in and contribute to academic and cultural organizations. She has been providing to the Company useful advice in a broad range of fields based on her extensive experience and deep insight accumulated through her active role as a front-line diplomat. The Company nominated her as a candidate for External Director because we expect that she will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director. [Years of service as External Director]: 4 years (as of the conclusion of this Annual General Meeting of Shareholders)</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
5	 <p data-bbox="215 616 408 734">Akira Takada (January 3, 1958) (68) Male</p> <p data-bbox="193 768 432 857">[Reappointment] [External Director] [Independent Director]</p>	<p data-bbox="453 277 1284 461">April 1981      Joined Nomura Securities Co., Ltd. December 2001      General Manager, IB Consulting Office April 2012      Director, Nomura Investor Relations Co., Ltd. March 2018      Full-time Auditor, TRUSCO NAKAYAMA CORPORATION June 2023      External Director, the Company (to present) March 2026      External Director, TOKAI CARBON CO., LTD. (to present)</p> <p data-bbox="453 495 957 551">[Significant concurrent position] External Director, TOKAI CARBON CO., LTD.</p>	500
<p data-bbox="193 893 986 920">[Reason for nomination as candidate for External Director and expected role]</p> <p data-bbox="193 922 1465 1128">Mr. Akira Takada, after joining Nomura Securities Co., Ltd., held positions of Director of the Nomura Securities' group companies. Therefore, he has a wealth of experiences and deep insights as a management executive, as well as extensive experience as a consultant with regard to establishment of relationships among an issuing company, capital markets, and investors, based on which he has been providing useful advice to the Company. The Company nominated him as a candidate for External Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director.</p> <p data-bbox="193 1135 1406 1162">[Years of service as External Director]: 3 years (as of the conclusion of this Annual General Meeting of Shareholders)</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
6	 <p data-bbox="199 806 422 929">Toru Ishida (November 1, 1952) (73) Male</p> <p data-bbox="199 963 422 1052">[Reappointment] [External Director] [Independent Director]</p>	<p data-bbox="454 280 1284 336">April 1975 Entered Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p data-bbox="454 336 1284 369">April 2000 Executive Secretary to the Prime Minister</p> <p data-bbox="454 369 1284 425">July 2002 Deputy Director-General for Policy Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p data-bbox="454 425 1284 515">July 2003 Director General for Policy Planning and Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p data-bbox="454 515 1284 571">September 2005 Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry</p> <p data-bbox="454 571 1284 660">July 2007 Director-General, Industrial Science and Technology Policy and Environment Bureau, Ministry of Economy, Trade and Industry</p> <p data-bbox="454 660 1284 728">July 2008 Commissioner, Agency for Natural Resources and Energy, Ministry of Economy, Trade and Industry</p> <p data-bbox="454 728 1284 761">August 2010 Retired from the Ministry of Economy, Trade and Industry</p> <p data-bbox="454 761 1284 795">January 2011 Advisor, Tokyo Electric Power Company, Incorporated</p> <p data-bbox="454 795 1284 828">September 2011 Joined the Company, Executive Advisor</p> <p data-bbox="454 828 1284 862">June 2013 Director, Japan Alcohol Trading Co., LTD.</p> <p data-bbox="454 862 1284 896">June 2014 Vice President, Japan Alcohol Trading CO., LTD.</p> <p data-bbox="454 896 1284 952">June 2018 Outside Corporate Auditor, Mitsui Mining &amp; Smelting Co., Ltd. (currently MITSUI KINZOKU COMPANY, LIMITED)</p> <p data-bbox="454 952 1284 985">June 2024 External Director, the Company (to present)</p> <p data-bbox="454 985 1284 1064">June 2024 Outside Director (Audit and Supervisory Committee Member), Mitsui Mining &amp; Smelting Co., Ltd. (currently MITSUI KINZOKU COMPANY, LIMITED) (to present)</p> <p data-bbox="454 1064 1284 1131">July 2024 Advisor, The Japan Chamber of Commerce and Industry and The Tokyo Chamber of Commerce and Industry (to present)</p> <p data-bbox="454 1164 1284 1310">[Significant concurrent position] Outside Director (Audit and Supervisory Committee Member), MITSUI KINZOKU COMPANY, LIMITED Advisor, The Japan Chamber of Commerce and Industry and The Tokyo Chamber of Commerce and Industry</p>	700
<p data-bbox="199 1321 981 1344">[Reason for nomination as candidate for External Director and expected role]</p> <p data-bbox="199 1355 1460 1579">Mr. Toru Ishida is a former bureaucrat of the Ministry of Economy, Trade and Industry, and has served in several important positions, including Commissioner of Agency for Natural Resources and Energy. Even after retiring from the Ministry of Economy, Trade and Industry, he contributed to the development of corporations and regions as President of The Japan Chamber of Commerce and Industry and The Tokyo Chamber of Commerce and Industry. The Company nominated him as a candidate for External Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director by making use of these experiences and knowledge, based on which he has been providing useful advice to the Company.</p> <p data-bbox="199 1590 1404 1612">[Years of service as External Director]: 2 years (as of the conclusion of this Annual General Meeting of Shareholders)</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
7	 <p>Kenji Ohnaka (November 5, 1961) (64) Male</p> <p>[New appointment]</p>	<p>April 1984    Joined the Company  April 2010    General Manager, Plant Construction Dept.  April 2013    General Manager, Yahata Branch  April 2018    Head of Chugoku &amp; Shikoku Area  June 2018    Executive Officer  April 2022    Executive Managing Officer, Head of Plant Engineering Services Division  April 2024    Head of Engineering Business Division  April 2026    Senior Managing Executive Officer, COO, in charge of Areas, Supervisor of Areas, and Supervisor of Safety (to present)</p> <p>[Significant concurrent position]  Not applicable</p>	8,011
<p>[Reason for nomination as candidate for Director and expected role]  Mr. Kenji Ohnaka has extensive experience in business operations of the Group. He served as general manager of the Company's major business locations, area head, and assumed key positions in the Engineering Business Division, the Company's core business. He is currently serving as COO, in charge of Areas, Supervisor of Areas, and Supervisor of Safety. The Company nominated him as a candidate for Director because we expect that he will fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.</p>			
8	 <p>Tomomi Iguchi (February 13, 1967) (59) Male</p> <p>[New appointment]</p>	<p>April 1990    Joined the Company  April 2017    General Manager, Kyushu Area Administration Dept.  July 2022    General Manager, General Affairs &amp; Corporate Social Responsibility Dept.  April 2023    Supervisor of General Affairs, Legal and Compliance  June 2023    Executive Officer  April 2025    Head of Kyushu Area  April 2026    Senior Managing Executive Officer, CHRO, in charge of Administration and ESG (to present)</p> <p>[Significant concurrent position]  Not applicable</p>	2,616
<p>[Reason for nomination as candidate for Director and expected role]  Mr. Tomomi Iguchi has experience leading labor relations reforms in regional management units, having served as head of the human resources and labor relations department at the Company's major business locations, and subsequently as general manager and area head. He also has extensive experience as Supervisor of General Affairs, Legal and Compliance in strengthening the Company's governance structure and promoting human capital management. The Company nominated him as a candidate for Director because we expect that he will fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
9	 Noriko Kawakami (June 17, 1959) (67) Female  [New appointment] [External Director] [Independent Director]	April 1982    Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) April 2003    Manager, Power Electronics Division, Toshiba Corporation October 2003    Seconded to Toshiba Mitsubishi-Electric Industrial Systems Corporation (currently TMEIC Corporation) October 2005    Transferred to TMEIC Corporation October 2015    Senior Fellow, Power Electronics Systems Division, TMEIC Corporation (to present) January 2018    Fellow, Institute of Electrical and Electronics Engineers (IEEE) June 2024    Outside Director, NGK INSULATORS, LTD. (currently NGK Corporation) (to present)  [Significant concurrent position] Senior Fellow, Power Electronics Systems Division, TMEIC Corporation Outside Director, NGK Corporation	300
<p>[Reason for nomination as candidate for External Director and expected role]            Ms. Noriko Kawakami joined Toshiba Corporation and was involved in product development for large-scale plants for power and industrial use as an engineer in the heavy electrical and electronics fields. She possesses advanced knowledge of power systems and infrastructure equipment utilizing renewable energy, which has high affinity with the Company's Plant Engineering Business strategy. In addition, she serves as an outside director of another company and has extensive experience in corporate management. The Company nominated her as a candidate for External Director because we expect that she will fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director by making use of these experiences.</p>			

(Notes)



1. The age of each candidate is the full age as of the conclusion of this Annual General Meeting of Shareholders.
2. There are no special interests between each candidate and the Company.
3. Matters regarding the candidates for External Director are as follows.
  - (1) The Company has entered into an agreement with Ms. Naoko Saiki, Mr. Akira Takada and Mr. Toru Ishida to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. Upon approval of this proposal, the Company intends to continue with the said agreements with the three individuals. The Company also intends to newly enter into the said agreement with Ms. Noriko Kawakami. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations if they have performed their duties in good faith and without gross negligence.
  - (2) The Company registered Ms. Naoko Saiki, Mr. Akira Takada and Mr. Toru Ishida as Independent Directors with the Tokyo Stock Exchange and Fukuoka Stock Exchange. If the election of the three individuals is approved in this proposal, they will continue to serve as Independent Directors. If the election of Ms. Noriko Kawakami is approved, the Company intends to register her as Independent Director with the Tokyo Stock Exchange and Fukuoka Stock Exchange.
4. The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Directors as the insured to prevent the diminishment of execution of duties. The said insurance contract will be renewed in October 2026. Upon approval of this proposal, reappointed Directors will continuously, and newly appointed one newly become the insured under the insurance contract.  
 Outline of D&O insurance contract
  - 1) Actual proportion of the premiums borne by the insured:  
 The insurance premium of insureds is fully borne by the Company.
  - 2) Outline of insurance incidents to be covered by the contract:
    - Where a claim for damages is submitted against a director or an officer by a third party alleging that he or she caused damage to the third party
    - Where a claim for damages is submitted against a director or an officer by the Company alleging he or she caused damage to the Company as a result of shareholder derivative actions

**Proposal 3:** Election of 2 Audit & Supervisory Board Members

Audit & Supervisory Board Member Mr. Kunio Shimada has notified the Company of his intention to resign effective at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed. The Audit & Supervisory Board has given its approval to this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name	Current positions	Gender	Attendance at the Board of Directors' meetings	Attendance at meetings of the Audit & Supervisory Board
1	Kazuhiro Shigeta	[New appointment] [External Audit & Supervisory Board Member] [Independent Auditor]	Male		
2	Akira Yoshino	[New appointment] [External Audit & Supervisory Board Member] [Independent Auditor]	Male		

No.	Name (Date of birth) (Age)	Past experience and positions	Number of shares of the Company held
1	 Kazuhiro Shigeta (May 17, 1964) (62) Male  [New appointment] [External Audit & Supervisory Board Member] [Independent Auditor]	April 1987    Joined Marubeni Corporation April 2010    Assistant to Regional CEO for the Americas and General Manager, Finance Dept., Marubeni America Corporation April 2014    President, Marubeni Financial Service Corporation April 2015    Assistant to Regional CEO for ASEAN and General Manager, Corporate Planning Dept., Marubeni ASEAN Pte. Ltd. April 2017    Director and General Manager, Administration Group, iSigma Capital Corporation April 2019    Director and General Manager, Administration Division, Marubeni Pulp & Paper Co., Ltd. (currently Marubeni Forest LinX Co., Ltd.)  [Significant concurrent position] Not applicable	0
[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Kazuhiro Shigeta joined Marubeni Corporation and served in key positions at its group companies. He has extensive experience as a business executive and deep insights in finance and accounting. The Company nominated him as a candidate for Audit & Supervisory Board Member as we expect that he will audit the execution of duties of the Company's Directors from an independent and objective standpoint as Audit & Supervisory Board Member of the Company by making use of these experiences and insight.			
2	 Akira Yoshino (July 4, 1977) (48) Male  [New appointment] [External Audit & Supervisory Board Member] [Independent Auditor]	October 2001    Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association) Joined Iwata Godo Attorneys and Counsellors at Law April 2010    Registered as attorney-at-law in the State of New York August 2010    Joined Shimada Hamba & Osajima January 2012    Partner, Shimada Hamba & Osajima (to present)  [Significant concurrent position] Attorney-at-law (Partner), Shimada Hamba & Osajima	0
[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Akira Yoshino is qualified as an attorney-at-law in Japan and in the State of New York and has extensive experience and insights in domestic and international corporate legal affairs. The Company nominated him as a candidate for Audit & Supervisory Board Member as we expect that he will audit the execution of duties of the Company's Directors from an independent and objective standpoint as Audit & Supervisory Board Member of the Company by making use of these experiences and insight.			

(Notes)

1. The age of each candidate is the full age as of the conclusion of this Annual General Meeting of Shareholders.
2. There are no special interests between each candidate and the Company.
3. Matters regarding the candidates for Audit & Supervisory Board Members are as follows.
  - (1) The Company has entered into an agreement with Audit & Supervisory Board Members to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. Upon approval of this proposal, the Company intends to newly enter into the said agreements with Mr. Kazuhiro Shigeta and Mr. Akira Yoshino. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations if they have performed their duties in good faith and without gross negligence.
  - (2) The Company registered External Audit & Supervisory Board Members as Independent Directors/Auditors with the Tokyo Stock Exchange and Fukuoka Stock Exchange. If the election of Mr. Kazuhiro Shigeta and Mr. Akira Yoshino is approved in this proposal, the Company intends to register them as Independent Directors/Auditors with the Tokyo Stock Exchange and Fukuoka Stock Exchange.
4. The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Audit & Supervisory Board Members as the insured to prevent the diminishment of execution of duties. The said insurance contract will be renewed in October 2026. Upon approval of this proposal, Mr. Kazuhiro Shigeta and Mr. Akira Yoshino will newly become the insured under the insurance contract.

Outline of D&O insurance contract

- 1) Actual proportion of the premiums borne by the insured:  
The insurance premium of insureds will be fully borne by the Company.
- 2) Outline of insurance incidents to be covered by the contract:
  - Where a claim for damages is submitted against a director or an officer by a third party alleging that he or she caused damage to the third party
  - Where a claim for damages is submitted against a director or an officer by the Company alleging he or she caused damage to the Company as a result of shareholder derivative actions

## Reference

The following table shows the composition of the Board of Directors and the Audit & Supervisory Board (skill matrix) in the event that the proposals for the election of Directors and Audit & Supervisory Board Members are approved.

The Company's Board of Directors and Audit & Supervisory Board are comprised of Directors and Audit & Supervisory Board Members who are rich in diversity with high sense of ethics, sense of fairness, and integrity, etc., in addition to expected skills (expertise and experience). To nominate a candidate for Director, the composition and necessary skills are discussed at a voluntary Nomination Committee.

Board of Directors	Director	Independent Director	Corporate strategy	Finance and accounting	Global	Technology /IT/Digital	Personnel /Labor/ Human resource development	Safety/ Quality	Risk management /Compliance	Capital market	ESG
	1) Kimikazu Nakamura		•		•		•	•			•
	2) Kimihiro Nakamura		•		•			•	•	•	•
	3) Tsuyoshi Kukiwara		•	•	•	•		•		•	
	4) Naoko Saiki	•	•		•		•		•		•
	5) Akira Takada	•	•	•					•	•	
	6) Toru Ishida	•	•			•			•		•
	7) Kenji Ohnaka		•				•	•			
	8) Tomomi Iguchi		•				•		•		•
	9) Noriko Kawakami	•	•			•	•	•	•		

Audit & Supervisory Board	Audit & Supervisory Board Member	Independent Auditor	Corporate management	Finance and accounting	Legal	Audit/ Internal audit	Global
	1) Toshio Yuki		•	•			•
	2) Yoshiteru Tsuji		•	•		•	
	3) Ryuzo Shiraha	•	•	•		•	
	4) Kazuhiro Shigeta	•	•	•			•
	5) Akira Yoshino	•			•		•

\* The above table does not represent all the expertise and experience possessed by the Directors and Audit & Supervisory Board Members.