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(Stock Exchange Code 9755)

March 11, 2026

(Starting Date of Electronic Provision Measures: March 4, 2026)

To Shareholders with Voting Rights:

Hirofumi Amano
President & CEO
OYO Corporation
7 Kanda-Mitoshiro-cho, Chiyoda-ku,
Tokyo, Japan

**NOTICE OF
THE 69TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

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

We are pleased to announce that the 69th Annual General Meeting of Shareholders of OYO Corporation (the “Company”) will be held for the purposes described below.

In convening the general meeting of shareholders, the Company has taken electronic provision measures and has posted the matters to be provided electronically under the “Notice of the 69th Annual General Meeting of Shareholders” on the following websites on the Internet.

The Company’s website: <https://www.oyo.co.jp/english/investor-relations/shareholder-stock-information/annual-meeting-of-shareholders/>

In addition to the website above, these matters are also posted on the Tokyo Stock Exchange (TSE) website. To access them, please visit the TSE website below (Listed Company Search), search for the Company by entering the issue name (company name) or the stock exchange code of the Company, select “Basic information,” and then select “Documents for public inspection/PR information” to view the relevant information.

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

In addition to the two websites above, these matters are also posted on the following website on the Internet.

Net de Shoshu (online convocation service): <https://s.srdb.jp/9755/> (in Japanese only)

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders posted in the matters to be provided electronically and exercise your voting rights via one of the methods below.

[Exercising your voting rights via the Internet, etc.]

Please refer to the “Guide to Exercising Voting Rights via the Internet, etc.” on page 6, and enter your vote for or against each proposal by 5:00 p.m. Japan time on Wednesday, March 25, 2026.

[Exercising your voting rights by mail (in writing)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and have it delivered to the Company by 5:00 p.m. Japan time on Wednesday, March 25, 2026.

1. **Date and Time:** Thursday, March 26, 2026, at 10:00 a.m. Japan time
2. **Place:** 7 Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo
BELLESALLE KANDA Event Hall, 2nd Floor, Sumitomo Fudosan
Kanda Building

3. **Meeting Agenda:**
 1. **Matters to be reported:** The Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the Company's 69th Fiscal Year (January 1, 2025 - December 31, 2025)
 2. Non-consolidated Financial Statements for the Company's 69th Fiscal Year (January 1, 2025 - December 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 6 Directors (Excluding Directors who are Audit & Supervisory Committee Members)

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- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue.
 - ⊙ Any updates to the matters to be provided electronically will be posted on the respective websites where they are posted.
 - ⊙ Shareholders requiring assistance in attending the General Meeting of Shareholders are requested to contact us in advance by telephone.
+81-3-5577-4501 (main number) (9:00 a.m. to 5:00 p.m. Japan time, excluding Saturdays, Sundays, and public holidays)

Acceptance of Questions in Advance

To Shareholders Wishing to Ask Questions

The Company accepts questions from shareholders in advance using the methods described below.



URL

Please access the question submission portal via the URL or QR code and fill out the “Question Submission Form.”

<https://forms.office.com/r/avAxv1aDs7>

QR code



Question acceptance period

**From 9:00 a.m. (Japan time), Wednesday, March 11, 2026,
to 9:00 a.m. (Japan time), Thursday, March 19, 2026**

[Precautions (acceptance of questions in advance)]

- Of the questions received, the Company will answer those considered to be of particular interest to shareholders during the General Meeting of Shareholders.
- Please note that the Company does not undertake to answer all questions received. If a question is not addressed, no individual response will be provided to the submitting shareholder.
- Questions not addressed at the General Meeting of Shareholders will be retained by the Company for future reference.
- Please note that any costs associated with accessing the website to submit questions (such as Internet connection fees and telecommunications charges) shall be borne by shareholders.

Guide to the “Net de Shoshu (online convocation service)”

The “Net de Shoshu (online convocation service)” provides a compact version of the contents of this notice of the Annual General Meeting of Shareholders, with smooth navigation between screens.

You can view the contents anytime, anywhere, using a computer, smartphone, or tablet.

Access:

<https://s.srdb.jp/9755/>
or the QR code below
(in Japanese only)



Simple access to the website for exercising voting rights and “Smart Exercise”

Click this icon on the screen (exercising voting rights)



and select either “Scan” or “Move.”

If you select “Scan,” your device’s camera will be automatically activated. Scan the QR code for login indicated on the enclosed Voting Rights Exercise Form (on the right), and for one time only, you can log in without entering your ID number and password.

If you select “Move,” you can access the website to exercise your voting rights.

Guide to Exercising Voting Rights

You can exercise your voting rights at the General Meeting of Shareholders via one of the following methods.

If you are attending the General Meeting of Shareholders



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

(If you are attending the meeting, you do not have to carry out the procedures for exercising your voting rights by mail (sending the Voting Rights Exercise Form) or via the Internet, etc.)

Date and Time of the Meeting

March 26, 2026 (Thursday) 10:00 a.m. Japan time

If you are unable to attend the General Meeting of Shareholders



• Exercising your voting rights by mail (in writing)

Please indicate your vote for or against each proposal with a circle on the enclosed Voting Rights Exercise Form, and return the Form by mailing it to the shareholder registry administrator of the Company.

If there is no indication of your vote for or against the proposal in the Voting Rights Exercise Form, your vote shall be treated as approval of the proposal.

Deadline for Exercising Voting Rights

March 25, 2026 (Wednesday) 5:00 p.m. Japan time



• Exercising your voting rights via the Internet, etc.

Please refer to the next page and access either “Smart Exercise” by scanning the QR code or by visiting the website for exercising voting rights. Enter the “Voting Rights Exercise Code” and “Password” printed on the Voting Rights Exercise Form, then input your vote for or against each proposal by following the on-screen instructions.

Deadline for Exercising Voting Rights

March 25, 2026 (Wednesday) 5:00 p.m. Japan time

For more details, please refer to “Guide to Exercising Voting Rights via the Internet, etc.” on the next page.

Contact Information

If you have any inquiries, please contact the Company’s shareholder registry administrator, Stock Transfer Agency Department, Mizuho Trust & Banking, using the information below.

(1) **For inquiries regarding how to operate the website for exercising voting rights, etc.**

Toll-free telephone number 0120-768-524 (9:00 a.m. to 9:00 p.m. Japan time)

(2) **For all other inquiries regarding the administration of shares**

Toll-free telephone number 0120-288-324 (weekdays 9:00 a.m. to 5:00 p.m. Japan time)

[For Institutional Investors]

In addition to the abovementioned method of exercising voting rights via the Internet, etc., if an application has been made in advance, it is also possible to use the electronic platform operated by ICJ Inc. for exercising voting rights.

Guide to Exercising Voting Rights via the Internet, etc.

Entering “Voting Rights Exercise Code” and “Password”

Website for exercising voting rights:

<https://soukai.mizuho-tb.co.jp/> (in Japanese only)

1. Access the website for exercising voting rights.
Click “Proceed.”
2. Enter the “Voting Rights Exercise Code” indicated on the Voting Rights Exercise Form.
Enter your “Voting Rights Exercise Code.”
Click “Login.”
3. Enter the “Password” indicated on the Voting Rights Exercise Form.
Enter your “Password.”
Click “Next.”
4. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

“Smart Exercise” by reading the QR code with a smartphone

You may log in to the website for exercising voting rights without entering a “Voting Rights Exercise Code” and a “Password.”

1. Use a smartphone to scan the QR code printed on the lower right of the enclosed Voting Rights Exercise Form.
* QR Code is a registered trademark of DENSO WAVE INCORPORATED.
2. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

Voting rights may be exercised only once via “Smart Exercise.”

To change your vote after exercising your voting rights via “Smart Exercise,” please access the computer version of the website and log in by entering your “Voting Rights Exercise Code” and “Password,” and exercise your vote again.

* Rereading the QR code will transfer you to the computer version of the website.

Notes on exercising Voting Rights via the Internet, etc.

- If voting rights are exercised both in writing and via the Internet, etc., the vote exercised via the Internet, etc., will be considered valid. If voting rights are exercised multiple times, only the most recent vote will be considered valid.
- Any costs arising from telecommunicating and connecting with the service providers to access the website for exercising voting rights will be borne by the shareholder.
- Depending on the Internet user environment, you may not be able to exercise your voting rights from your computer or smartphone. Additionally, depending on the type of device, etc., you may not be able to exercise your voting rights with your mobile phone.
- The password (including any password changed by the shareholder) is valid only for this Annual General Meeting of Shareholders. A new password will be issued for the next General Meeting of Shareholders.
- The password serves as a security measure to verify the identity of the shareholder casting the vote. The Company does not request your password in any case.
- If an incorrect password is entered a certain number of times, the account will be locked and become unavailable for use. If your account is locked, please follow the on-screen instructions to resolve the issue.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

With respect to the appropriation of surplus, it is proposed that the payment of the year-end dividend for the current fiscal year be appropriated as follows.

We position the return of profits to shareholders as a key issue for management and make it our basic policy to pay out stable dividends, while enhancing our profitability and strengthening our financial base. In principle, we aim for a consolidated payout ratio of 50% or more and a dividend on equity ratio (DOE) of 3% or more.

Taking the above into consideration, the Company proposes to pay a year-end dividend of 67.00 yen per share for the current fiscal year. Including the interim dividend, the full-year dividend will be 110.00 yen per share.

- (1) Type of dividend property:
Cash
- (2) Matters concerning the allotment of dividend property and the total amount:
67.00 yen per share of common stock of the Company, for a total of 1,560,868,984 yen
- (3) Effective date of distribution of surplus:
Friday, March 27, 2026

**Proposal 2: Election of 6 Directors
(Excluding Directors Who are Audit & Supervisory Committee Members)**

The terms of office of all 6 Directors (excluding Directors who are Audit & Supervisory Committee members; hereinafter the same applies in this proposal) (including 3 Outside Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors (including 3 Outside Directors) is proposed. Furthermore, the Audit & Supervisory Committee has judged that the procedures for nominating candidates for Directors were appropriate and that each candidate is qualified to serve as a Director of the Company.

The candidates are as follows:

No.		Name		Current position at the Company	Attendance at the Board of Directors meetings
1	Reappointment	Hirofumi AMANO	Male	Representative Director, President & CEO	100% 13/13
2	Reappointment	Yuichi HIRASHIMA	Male	Representative Director, Deputy President	100% 13/13
3	Reappointment	Munehiro IGARASHI	Male	Director, Deputy President	100% 13/13
4	Reappointment	Shoji OSAKI	Male Outside Independent	Outside Director	100% 13/13
5	Reappointment	Yoko IKEDA	Female Outside Independent	Outside Director	100% 13/13
6	Reappointment	Emi SEKIYA	Female Outside Independent	Outside Director	100% 10/10

(Notes)

1. The selection of the candidates above is based on the deliberations of the Nomination and Remuneration Committee, the voluntary advisory body of the Board of Directors of the Company. The Nomination and Remuneration Committee comprises a Representative Director, President & CEO, three Outside Directors (excluding Directors who are Audit & Supervisory Committee members), and three Directors who are Audit & Supervisory Committee members (including two Outside Directors), and is chaired by an Outside Director.
2. There are no special interests between the candidates and the Company.
3. The numbers of shares of the Company held by the candidates above are as of January 31, 2026.
4. The Company has a directors and officers liability insurance policy as prescribed under Article 430-3, Paragraph 1 of the Companies Act, which provides insurance cover for all Directors of the Company against damages that may arise from their responsibilities associated with the execution of their duties or claims taken against them for the pursuit of such responsibilities. If each of the candidates assumes office as Director, they will be insured under this insurance policy, and the Company will renew the insurance policy during their terms of office. The Company intends to renew this insurance policy under the same terms at the next renewal.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Hirofumi AMANO</p> <p>(January 4, 1966) [Male] [Reappointment]</p>	<p>April 1990 Joined Tamano Consultants Co., Ltd. (Currently Nippon Koei Urban Space Co., Ltd.)</p> <p>September 2003 Joined KCS Co., Ltd.</p> <p>August 2005 Director of KCS Co., Ltd.</p> <p>October 2005 President of KCS Co., Ltd.</p> <p>March 2017 Director of the Company</p> <p>April 2017 Senior Executive Officer of the Company</p> <p>April 2017 Head of IT Innovation Planning Office (Currently DX Promotion Headquarters)</p> <p>March 2019 Director of OYO Seismic Instrumentation Corporation</p> <p>March 2020 Director of KCS Co., Ltd.</p> <p>April 2022 Senior Managing Executive Officer of the Company</p> <p>March 2023 Representative Director & President of the Company (Current position)</p> <p>April 2023 President and Chief Executive Officer of the Company (Current position)</p>	5,204
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for selection] Mr. Hirofumi AMANO has extensive experience and a proven track record developed over many years, in the operational and business management departments of the Company and its Group companies. Since his appointment as President of the Company, he has led the formulation and execution of growth strategies based on his deep understanding of the Group's business characteristics and existing business models, thereby contributing to the ongoing enhancement of corporate value. The Company deems that, as an executive Director overseeing the overall management of the Group, he will continue to demonstrate his leadership and execution capabilities and be able to drive sustainable growth. Accordingly, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Yuichi HIRASHIMA (November 27, 1959) [Male] [Reappointment]	<p>April 1983 April 2009 April 2011 August 2013 August 2014 April 2015 April 2015 March 2016 April 2016 April 2017 June 2018 March 2019 March 2020 April 2020</p> <p>Joined Fuji Bank, Limited (Currently Mizuho Bank, Ltd.) Head of Americas Credit Division of Mizuho Corporate Bank, Ltd. (Currently Mizuho Bank, Ltd.) Head of Internal Audit Division of Mizuho Corporate Bank, Ltd. (Currently Mizuho Bank, Ltd.) Joined the Company Executive Officer of the Company Senior Executive Officer of the Company Director of OYO RMS Corporation Director of the Company Head of Administration Headquarters Senior Managing Executive Officer of the Company Outside Director of Engineering and Risk Services Corporation Director of OYO Resources Management Corporation Representative Director, Deputy President of the Company (Current position) Deputy President and Executive Officer of the Company (Current position)</p>	6,499
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for selection] Mr. Yuichi HIRASHIMA has extensive experience in the overseas and credit departments of a bank. At the Company, he has primarily served in administrative departments and has led improvements to the management foundation, including strengthening corporate governance and promoting financial and administrative measures. Through these efforts, he has contributed to the sophistication of the Group's business operations and the enhancement of corporate value. The Company deems that, by leveraging his expertise and extensive experience, he can play a vital role as an executive Director responsible for the Group's business administration and financial strategy. Accordingly, he has been selected as a candidate for Director.</p>			
3	Munehiro IGARASHI (June 29, 1959) [Male] [Reappointment]	<p>April 1985 April 2008 July 2009 September 2012 October 2014 July 2015 June 2016 October 2017 April 2018 April 2020 March 2023 June 2024</p> <p>Joined the Ministry of Construction (Currently Ministry of Land, Infrastructure, Transport and Tourism) Director, Disaster Risk Management Office, River Bureau Director, Seacoast Office, River Bureau Senior Director, River Department, Chubu Regional Development Bureau Director, River Environment Division, Water and Disaster Management Bureau Assistant Vice-Minister, Minister's Secretariat (in charge of Road Bureau) Director-General, Water Resources Department, Water and Disaster Management Bureau Joined the Company, Executive Manager of the Company Senior Managing Executive Officer of the Company Deputy President and Executive Officer of the Company (Current position) Director, Deputy President of the Company (Current position) Outside Director of Engineering and Risk Services Corporation (Current position)</p>	6,631
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for selection] Mr. Munehiro IGARASHI has extensive experience in overall administration and field engineering at the Ministry of Land, Infrastructure, Transport and Tourism of Japan. At the Company, utilizing such expertise, he has been engaged in business development and expansion activities. Through planning and promoting projects from both administrative and technical perspectives, he has contributed to strengthening the Group's business foundation and enhancing corporate value. The Company deems that, by leveraging his expertise and extensive experience, he can play a vital role as an executive Director responsible for the Group's business development. Accordingly, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Shoji OSAKI (August 17, 1955) [Male] [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1979 Joined SAPPORO Breweries Limited</p> <p>March 2005 Director of Wine and Liquor Division of SAPPORO Breweries Limited; Director of SAPPORO Wines Limited</p> <p>March 2006 Director of Wine and Liquor Division of SAPPORO Breweries Limited; Director of SAPPORO Wines Limited; President and Representative Director of YEBISU Winemart Co., Ltd.</p> <p>October 2007 Director of Naka-Shikoku District Headquarters of SAPPORO Breweries Limited</p> <p>March 2010 Executive Officer and Director of Tokai Hokuriku District Headquarters of SAPPORO Breweries Limited</p> <p>March 2012 Statutory Corporate Auditor of SAPPORO Beverage Co., Ltd.; Corporate Auditor of SAPPORO Breweries Limited; Corporate Auditor of SAPPORO Group Management Co., Ltd.; Corporate Auditor of SAPPORO International Inc.</p> <p>March 2013 Statutory Corporate Auditor of POKKA SAPPORO Food & Beverage Ltd.</p> <p>March 2015 Statutory Corporate Auditor of SAPPORO Holdings Limited</p> <p>March 2019 Outside Director of the Company (Current position)</p> <p>June 2020 Auditor (External) of Haruna Beverage Inc. (Current position)</p> <p>June 2023 Outside Audit & Supervisory Board Member of Yokogawa Bridge Holdings Corp.</p> <p>June 2024 Outside Director (Audit and Supervisory Committee Member) of Yokogawa Bridge Holdings Corp. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Auditor (External) of Haruna Beverage Inc. • Outside Director (Audit and Supervisory Committee Member) of Yokogawa Bridge Holdings Corp. 	3,005
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for selection and overview of expected roles] Mr. Shoji OSAKI has held leadership positions at SAPPORO Breweries Limited and has a proven track record as a director and corporate auditor of group companies of SAPPORO Holdings Limited, as well as serving as an outside corporate auditor for another company. The Company deems that his external perspective, gained from experience in an industry different from the construction-related industry to which the Company belongs, will be effective in further strengthening the Company's management structure and securing diversity. Accordingly, he has been selected as a candidate for Outside Director. The Company expects that he will be able to supervise the execution of duties by Directors from an independent standpoint and contribute to strengthening the Company's corporate governance. Mr. Shoji OSAKI will have served as Outside Director of the Company for a period of seven years as of the conclusion of this General Meeting of Shareholders.</p>			

(Notes) Matters concerning Mr. Shoji OSAKI as a candidate for Outside Director are as follows.

1. Mr. Shoji OSAKI is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
2. In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shoji OSAKI, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Shoji OSAKI is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
3. The Company has registered Mr. Shoji OSAKI as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
4. There are no special interests between the Company and Haruna Beverage Inc. and Yokogawa Bridge Holdings Corp., where Mr. Shoji OSAKI holds significant concurrent positions.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Yoko IKEDA (January 22, 1955) [Female] [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1980 Assistant Judge of Tokyo District Court</p> <p>May 1989 Registered as Attorney (Yokohama Bar Association)</p> <p>May 1989 Joined Yamada Law Office as Attorney (currently Meitaishouhei Law Office) (Current position)</p> <p>April 1998 Legal Advisor to Kanagawa Prefecture</p> <p>April 2003 Civil Conciliation Commissioner (Yokohama District Court and Yokohama Summary Court)</p> <p>March 2004 Committee Member of Yokohama City PFI Projects Screening Committee</p> <p>April 2006 Committee Member of Yokohama City Bidding and Tendering Oversight Committee</p> <p>April 2009 Visiting Professor of Graduate School of Law of Yokohama National University</p> <p>April 2012 Part-time Lecturer of Local Autonomy College, Ministry of Internal Affairs and Communications</p> <p>April 2013 Board Member of Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications</p> <p>July 2018 Commission Member of Public Records and Archives Management Commission, Cabinet Office</p> <p>October 2019 Commission Member of Public Records and Archives Management Commission, Tokyo Metropolitan Government (Current position)</p> <p>March 2022 Outside Director of the Company (Current position)</p> <p>June 2023 Executive Director of TETSUDOKOSAIKAI FOUNDATION (Current position)</p> <p>[Significant concurrent positions] • Attorney, Meitaishouhei Law Office • Executive Director of TETSUDOKOSAIKAI FOUNDATION</p>	1,541
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for selection and overview of expected roles] Ms. Yoko IKEDA has a proven track record as a member of national and local government committees, in addition to extensive experience acquired over many years as an attorney. While she has not held direct corporate management roles, the Company deems her external perspective, based on her experience in the legal profession and in public administrative bodies, to be effective in further enhancing the Company's management structure. Accordingly, she has been selected as a candidate for Outside Director. The Company expects that she will be able to supervise the execution of duties by Directors from an independent standpoint and contribute to strengthening the Company's corporate governance. Ms. Yoko IKEDA will have served as Outside Director of the Company for a period of four years as of the conclusion of this General Meeting of Shareholders.</p>			

(Notes) Matters concerning Ms. Yoko IKEDA as a candidate for Outside Director are as follows.

- Ms. Yoko IKEDA is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
- In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yoko IKEDA, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Ms. Yoko IKEDA is approved, the Company will continue the agreement with her. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
- The Company has registered Ms. Yoko IKEDA as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register her for the position.
- There are no special interests between the Company and Meitaishouhei Law Office and TETSUDOKOSAIKAI FOUNDATION, where Ms. Yoko IKEDA holds significant concurrent positions.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Emi SEKIYA (August 17, 1960) [Female] [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	April 1985 Director of OA Mate Corporation January 1997 Director of ICES Corporation January 1999 Executive Director of ICES Corporation January 2001 Managing Director of ICES Corporation September 2003 Representative Director and President of I'll net Corporation April 2005 Director of PCI Holdings, INC. October 2016 Representative Director and Chairperson of I'll net Corporation October 2017 Chairperson of the Board of Directors of Green Power Development Corporation of Japan (Current position) June 2022 Outside Director of TEKKEN CORPORATION (Current position) March 2025 Outside Director of the Company (Current position) [Significant concurrent positions] • Chairperson of the Board of Directors of Green Power Development Corporation of Japan • Outside Director of TEKKEN CORPORATION	-
[Attendance at the Board of Directors meetings] 10 out of 10 meetings (100%) [Reason for selection and overview of expected roles] Ms. Emi Sekiya has extensive experience as a corporate manager, having served as a representative director of an IT company and a renewable energy-related company. The Company deems her corporate management experience and expertise in IT and renewable energy to be effective in further strengthening the Company's management structure. Accordingly, she has been selected as a candidate for Outside Director. The Company expects that she will be able to supervise the execution of duties by Directors from an independent standpoint and contribute to strengthening the Company's corporate governance. Ms. Emi Sekiya will have served as Outside Director of the Company for a period of one year as of the conclusion of this General Meeting of Shareholders.			

(Notes) Matters concerning Ms. Emi SEKIYA as a candidate for Outside Director are as follows.

1. Ms. Emi SEKIYA is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
2. In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Emi SEKIYA, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Ms. Emi SEKIYA is approved, the Company will continue the agreement with her. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
3. The Company has registered Ms. Emi SEKIYA as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register her for the position.
4. There are no special interests between the Company and Green Power Development Corporation of Japan and TEKKEN CORPORATION, where Ms. Emi SEKIYA holds significant concurrent positions.

(Reference) Officers Skills Matrix

The Company considers it vital to achieve decision-making on important matters of business execution through extensive discussions by the Board of Directors and to demonstrate appropriate supervision and audit functions for business execution, while making sure to strike a good balance between both aspects, from the perspective of appropriately fulfilling the Company's management philosophy, management vision, medium-term business plan and other business strategies.

In this regard, the Company has defined the knowledge, experience, abilities, and other attributes considered necessary for its Board of Directors. The skills specifically expected of each Director (up to the top three in each case) are shown below, if Proposal 2 is approved as originally proposed at this Annual General Meeting of Shareholders.

Name	Position	Corporate management Business strategy	Sales Marketing	Technology DX	Finance & accounting	Legal affairs Compliance Risk management	ESG SDGs	Global experience
Hirofumi AMANO	Director	●	●	●				
Yuichi HIRASHIMA	Director	●			●			●
Munehiro IGARASHI	Director	●	●	●				
Shoji OSAKI	Outside Director	●	●			●		
Yoko IKEDA	Outside Director					●	●	
Emi SEKIYA	Outside Director	●		●			●	
Shinichi KAGAWA	Director (Audit & Supervisory Committee Member)	●			●	●		
Jun NAITO	Outside Director (Audit & Supervisory Committee Member)					●	●	●
Takao ORIHARA	Outside Director (Audit & Supervisory Committee Member)	●			●	●		

(Reference) Independence Criteria for Outside Officers of the Company

The Company has formulated a basic policy on corporate governance (<https://www.oyo.co.jp/english/>), and defined its criteria for the independence of Outside Officers as follows.

An Outside Officer who fulfills the following requirements is considered to have sufficient independence from the Company.

1. An Outside Officer is not a former employee or business executor (Note 1) of the Company, the Company's consolidated subsidiaries, or the Company's equity-method affiliates (hereinafter the "Group"). In addition, none of the Outside Officer's relatives (Note 2) has served as a business executor of the Group within the past five years.
 2. An Outside Officer does not currently, and has not within the past 10 years, fall into any of the following categories:
 - (1) A major shareholder (Note 3) of the Company or a relative thereof; if the major shareholder is a corporation, a business executor thereof
 - (2) A business executor of a major trading partner (Note 4) of the Company, or a business executor of a corporation where the Company is a major trading partner
 - (3) A business executor of a major lender (Note 5) of the Company
 - (4) A business executor of a lead managing securities corporation of the Company
 - (5) An employee of an audit corporation that conducts the statutory audit of the Company
 - (6) An employee of a legal firm or a consulting firm with which the Company has concluded an advisory agreement
 - (7) A person who receives a large amount (Note 6) of money, etc., aside from compensation for executives from the Company
 - (8) A business executor of a corporation, when an executive of the Company holds a concurrent position in the corporation, and also an executive of the corporation holds a concurrent position in the Company
 - (9) A business executor of an entity that receives a large amount of donations or assistance from the Company (Note 7)
 3. None of such an Outside Officer's relatives currently fall into any of the categories listed in (1) through (9) above.
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(Notes)

1. A business executor refers to an executive director, executive officer, corporate officer, or a manager and other employee.
2. A relative refers to a spouse or a relative within the second degree of kinship.
3. A major shareholder refers to a shareholder who owns more than 10% of the Company's voting rights at the end of the fiscal year.
4. A major trading partner refers to a trading partner of the Company, whereby the amount of transactions with the Company exceeds 2% of the average amount of the Company's consolidated net sales or the trading partner's consolidated net sales over the past three fiscal years.
5. A major lender refers to a financial institution that the Group conducts borrowing from, whereby the total amount of outstanding loans at the end of the fiscal year exceeds 2% of the Company's or the financial institution's consolidated total assets.
6. A large amount refers to an amount of compensation received that exceeds 10 million yen per year on average over the past three years.
7. An entity that receives a large amount of donations or assistance refers to an entity that has received donations or assistance from the Company exceeding 10 million yen per year on average over the past three years.