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(Stock Exchange Code 1949)  
June 1, 2022

**To Shareholders with Voting Rights:**

Makoto Tani  
President  
Sumitomo Densetsu Co., Ltd.  
2-1-4 Awaza, Nishi-ku, Osaka

**NOTICE OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The 97th Annual General Meeting of Shareholders of Sumitomo Densetsu Co., Ltd. (the “Company”) will be held for the purposes as described below.

You can exercise your voting rights either in writing or via electronic method (the Internet, etc.) as alternative methods to attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders contained herein, and exercise your voting rights no later than 5:30 p.m. Japan time on Wednesday, June 22, 2022, in accordance with “Information for Exercising Your Voting Rights” on pages 3 and 4.

- 1. Date and Time:** Thursday, June 23, 2022 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)
- 2. Place:** Meeting Room on the 10th floor, Osaka Head Office of the Company,  
2-1-4 Awaza, Nishi-ku, Osaka  
(Please refer to “Map to the Venue of General Meeting of Shareholders” on the last page of the Japanese original being sent to each of you by mail.)
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Consolidated Financial Statements, and the results of the audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 97th fiscal year (from April 1, 2021 to March 31, 2022)
  2. The Non-consolidated Financial Statements for the 97th fiscal year (from April 1, 2021 to March 31, 2022)

**Proposals to be resolved:**

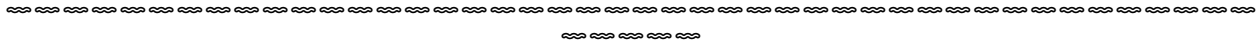
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of seven (7) Directors
- Proposal 4:** Election of two (2) Audit & Supervisory Board Members

**4. Disclosure through the Internet:**

The following matters are not included in the documents attached with this Notice since the Company discloses such information on the Company website (<https://www.sem.co.jp/>) in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company:

- (1) Notes to the Consolidated Financial Statements
- (2) Notes to the Non-consolidated Financial Statements

Please note that Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements were audited as part of the consolidated financial statements and non-consolidated financial statements when the Audit & Supervisory Board Members and the Accounting Auditor prepared the audit reports.



- ▶ Please note that should any revision be required to the documents attached with this notice of convocation, including the reference documents for the general meeting of shareholders up until the day before this General Meeting of Shareholders, the information will be posted on the Company website <https://www.sem.co.jp/>.

## **Information for Exercising Your Voting Rights**

### **For shareholders who are able to attend the meeting**

When attending the meeting, please submit the Voting Rights Exercise Form (which is enclosed in the Japanese original) at reception.

If a proxy attends the meeting on behalf of a shareholder, the proxy is requested to submit the shareholder's Voting Rights Exercise Form together with a document proving the proxy's authority to act on behalf of the shareholder. Furthermore, the Company only authorizes one shareholder who possesses voting rights as proxy.

Please note that we will be in light clothing (Cool Biz) at the meeting. We encourage everyone attending the meeting to wear light clothing as well.

### **For shareholders who do not attend the meeting**

#### **Exercising your voting rights in writing**

If exercising your voting rights in writing, please indicate your vote for or against the proposals on the Voting Rights Exercise Form (which is enclosed in the Japanese original) and return it so that it is received by 5:30 p.m. on Wednesday June 22, 2022, Japan time.

#### **Exercising your voting rights via the Internet, etc.**

If exercising your voting rights via the Internet, etc., please review "Information for Exercising Your Voting Rights over the Internet, etc." as shown below on pages 3 and 4 and indicate your vote for or against the proposals by 5:30 p.m. on Wednesday, June 22, 2022, Japan time.

### **Information for Exercising Your Voting Rights over the Internet, etc.**

If you wish to exercise your voting rights via the Internet, etc., please confirm the following items:

1. Website for exercising voting rights

Voting rights via the Internet may only be exercised by accessing the following voting rights exercise website designated by the Company:

URL of the website for exercising voting rights: <https://www.web54.net>

2. How to exercise voting rights

(1) Shareholders using computers

Please access to the address above, use the "Voting Rights Exercise Code" and "Password" as indicated in the Voting Rights Exercise Form (which is enclosed in the Japanese original), and indicate your vote for or against the proposals following the instructions on the screen.

(2) Shareholders using smartphones

By scanning "Login QR code for voting rights exercise website for smartphone" as indicated in the said Voting Rights Exercise Form, you can exercise the voting rights from voting rights exercise website for smartphone that do not require to enter "Voting Rights Exercise Code" and "Password".

If you are to change the exercised content after the exercise of the voting right, please scan the QR code again. You will be required to enter "Voting Rights Exercise Code" and "Password" as indicated in the Voting Rights Exercise Form.

(QR Code is the registered trademark of DENSO WAVE INCORPORATED.)

3. Handling of the exercise of voting rights
  - (1) If you exercised your voting rights both in writing and via the Internet, etc., the voting rights exercised via the Internet, etc. shall be treated as the valid vote. Furthermore, if you exercised your voting rights multiple times via the Internet, etc. or using a computer and smartphone, the voting rights exercised last shall be treated as the valid vote.
  - (2) Communication charges to Internet service providers and telecommunication carriers (Internet connection charges, etc.) incurred for accessing the voting rights exercise website shall be borne by the shareholder.
  
4. Handling of the password and Voting Rights Exercise Code
  - (1) The password is a means to verify the identity of the person exercising voting rights as a shareholder. Please keep the password in a safe place in the same manner as seals and personal identification numbers.
  - (2) If you enter an incorrect password more than a certain number of times, the password will be rendered unusable. If you would like a new password to be issued, please follow the instructions on the screen.
  - (3) The Voting Rights Exercise Code indicated in the Voting Rights Exercise Form is valid only for this General Meeting of Shareholders.
  
5. Inquiries about operation of computers, etc.
  - (1) If you have any questions about operation of computers, etc., relating to the exercise of voting rights on the website, please contact the following:
    - Sumitomo Mitsui Trust Bank, Limited
    - Stock Transfer Agency Web Support Hotline
    - Telephone: 0120 (652) 031 (Business Hours: from 9:00 a.m. to 9:00 p.m. Japan time)
  
  - (2) For other inquiries, please contact the following:
    - 1) Shareholders who have securities accounts with securities firms  
Please contact the securities firm with which you have your securities account.
    - 2) Shareholders who do not have accounts with securities firms (shareholders who have special accounts)
      - Sumitomo Mitsui Trust Bank, Limited
      - Stock Transfer Agency Department
      - Telephone: 0120 (782) 031 (Business Hours: from 9:00 a.m. to 5:00 p.m. Japan time, excluding Saturday, Sunday and holidays)

<Electronic Voting System Platform>

Institutional Investors may exercise their voting rights for this General Meeting of Shareholders via electronic method through the “Electronic Voting System Platform” operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as follows:

##### 1. Matters concerning year-end dividends

The Company considers the distribution of profit to shareholders to be one of the principal responsibilities of management and makes it a basic policy to distribute stable dividends well balanced with internal reserves taking into consideration business results and future business development.

In regard to the year-end dividends for the fiscal year ended March 31, 2022, the business results for the fiscal year under review exceeded projections. Accordingly, in an effort to reward each of our shareholders for their support, dividends of ¥49 per share are proposed.

Moreover, because interim dividends of ¥37 per share have been paid, making the annual dividends for the fiscal year ¥86 per share, an increase of ¥12 over the previous fiscal year.

##### (1) Type of dividend property

Cash

##### (2) Allocation of dividend property and total amount thereof

¥49 per share of common stock of the Company

Total amount of dividends                      ¥1,734,467,994

##### (3) Effective date of dividends from surplus

June 24, 2022

##### 2. Other matters relating to appropriation of surplus

In order to strengthen our business foundation, the following appropriation of surplus is proposed.

##### (1) Item and amount of surplus to be increased

General reserve                                      ¥4,000,000,000

##### (2) Item and amount of surplus to be decreased

Retained earnings brought forward      ¥4,000,000,000

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) It is proposed to amend Article 9 of the current Articles of Incorporation to introduce a system of purchasing fractional shares, with the aim of improving the convenience of buying and selling of shares for shareholders who hold fractional unit shares. (Proposed amendments to Article 9, Paragraph 1(4) and Paragraph 2)
- (2) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows:
  - (i) The proposed Article 15, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
  - (ii) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
  - (iii) The provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
  - (iv) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Rights Relating to Shareholdings of Less than One Share Unit)	(Rights Relating to Shareholdings of Less than One Share Unit)
Article 9 The Company’s shareholders shall not exercise rights other than the following with respect to fractional share units.	Article 9 (Unchanged)
(1) through (3) (Text omitted)	(1) through (3) (Unchanged)
(Newly established)	<u>(4) Rights of demand provided in the following paragraph</u>
(Newly established)	<u>2. A shareholder of the Company may request the Company to sell to the shareholder such number of shares which will, when combined with the fractional unit shares already held by such shareholder, constitute one (1) full unit of shares pursuant to the Share Handling Regulations.</u>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the Ordinance of the Ministry of Justice.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>(Measures for Electronic Provision, etc.)</u></p> <p><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p> <p><u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, etc.) of the Articles of Incorporation before amendment and the Article 15 (Measures for Electronic Provision, etc.) of the Articles of Incorporation after amendment shall come into effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation before amendment shall remain in force with respect to a general meeting of shareholders to be held on a date on or before February 28, 2023.</u></p> <p><u>3. These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Director are as follows, and the career summary of each candidate and reasons for nominating the candidate as Director, etc. are as stated on the following pages:

No.	Name		Current position in the Company	Attendance at the Board of Directors meetings (FY2021)
1	Masao Sakazaki	Reappointed	Representative Director Chairman of the Board of Directors	(13/13)
2	Makoto Tani	Reappointed	Representative Director President	(13/13)
3	Tetsunari Shimada	Reappointed	Director Managing Executive Officer	(13/13)
4	Tadashi Honda	Newly Appointed	Managing Executive Officer	—
5	Hideyuki Takahashi	Reappointed Outside Director Independent Director	Outside Director	(13/13)
6	Ryoko Shimizu	Reappointed Outside Director Independent Director	Outside Director	(12/13)
7	Rikiya Hattori	Reappointed Outside Director Independent Director	Outside Director	(10/10)

(Notes)

1. Candidate Mr. Rikiya Hattori assumed office as Outside Director on June 24, 2021, and the number of Board of Directors meetings held since that date is 10.
2. Candidate Mr. Rikiya Hattori, until he assumed office as Outside Director on June 24, 2021, attended all three meetings of the Board of Directors held until said date as an Outside Audit & Supervisory Board Member.



No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Masao Sakazaki (October 16, 1952)  [Reappointed]	April 1976	Joined Sumitomo Electric Industries, Ltd.	39,100
		June 1999	General Manager, Osaka Works	
		January 2001	General Manager, Human Resources Department, the Company	
		June 2005	Executive Officer and General Manager, Human Resources Department	
		June 2007	Managing Executive Officer	
		June 2008	Director and Managing Executive Officer	
		June 2015	Director and Senior Managing Executive Officer	
		June 2016	Representative Director and President	
		June 2021	Representative Director and Chairman of the Board of Directors (up to present)	
	[Reasons for nominating the candidate as Director] As Chairman of the Board of Directors, Mr. Masao Sakazaki has supervised management and made important decisions appropriately, while striving to strengthen governance and achieving sustainable development of the Group. He has worked to promote initiatives under the medium-term management plan “VISION 24”. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and strengthening the decision-making and supervisory functions of the Board of Directors, and has therefore been renominated as Director of the Company.			
2	Makoto Tani  May 28, 1957  [Reappointed]	April 1980	Joined Sumitomo Electric Industries, Ltd.	12,700
		April 2004	General Manager, Accounting and Finance Department	
		June 2008	Executive Officer and General Manager, Accounting and Finance Department	
		June 2011	Executive Officer and President, Sumitomo Electric Wiring Systems, Inc.	
		June 2014	Managing Director	
		June 2017	Representative Director and Senior Managing Director	
		June 2019	Representative Director and Vice President Executive Officer, the Company	
		June 2021	Representative Director and President (up to present)	
	[Reasons for nominating the candidate as Director] As President, Mr. Makoto Tani has supervised management and made important decisions appropriately, while striving to strengthen governance and revenue base of the Group. He has worked to promote various initiatives related to the medium-term management plan “VISION 24”. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and achieving the targets of the medium-term management plan “VISION 24”, and has therefore been renominated as Director of the Company.			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Tetsunari Shimada (December 29, 1962)  [Reappointed]	<p>April 1985      Joined Sumitomo Electric Industries, Ltd. January 2010    General Manager, Itami Works July 2012      General Manager, Human Resources Development Department October 2015    General Manager, General Affairs Department and Deputy General Manager, Human Resources Department, the Company June 2016      Executive Officer, General Manager, General Affairs Department and General Manager, Human Resources Department June 2019      Director and Managing Executive Officer April 2021      Director, Managing Executive Officer, and in charge of Head Office Divisions (General Affairs, Tokyo General Affairs, Human Resources, Human Resources Development, Information Systems, Internal Audit, Insurance, Healthcare Management) (up to present)</p>	7,100
<p>[Reasons for nominating the candidate as Director] As Director, Mr. Tetsunari Shimada has supervised management and made important decisions appropriately, and been in charge of Head Office Divisions as Managing Executive Officer. He has worked to promote initiatives at each department of the Head Office Divisions including the securement and development of human resources and work style reforms under the medium-term management plan “VISION 24”. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been renominated as Director of the Company.</p>			
4	Tadashi Honda (June 15, 1960)  [Newly Appointed]	<p>April 1983      Joined the Company June 2013      Executive Officer, General Manager, Construction Division, Eastern Headquarters, Facility Management Headquarters, and General Manager, Tokyo Branch Office, Eastern Headquarters, Facility Management Headquarters November 2015 Executive Officer President, THAI SEMCON CO., LTD. June 2019      Managing Executive Officer, Deputy General Manager, Facility Management Headquarters, and General Manager, Western Headquarters, Facility Management Headquarters, the Company June 2021      Managing Executive Officer, General Manager, Facility Management Headquarters, and General Manager, Western Headquarters, Facility Management Headquarters April 2022      Managing Executive Officer, General Manager, Facility Management Headquarters, General Manager, Western Headquarters, Facility Management Headquarters, and in charge of Purchasing Division (up to present)</p>	10,400
<p>[Reasons for nominating the candidate as Director] As Managing Executive Officer, Mr. Tadashi Honda assumed the position of General Manager of Facility Management Headquarters. He has made efforts to expand business, enhanced cooperation within and outside the Group in the general electrical works divisions, including electrical contracting facilities works for buildings in Japan and overseas, factories, etc., renewable energy, and environment-related works, and endeavored to reinforce corporate structure for improving profitability. He has worked to promote initiatives related to said general electrical works divisions under the medium-term management plan “VISION 24”. Based on such achievements, he has been judged to be well suited to improving the Company’s enterprise value on a continual basis and has therefore been newly nominated as Director of the Company.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Hideyuki Takahashi (October 19, 1956)  [Reappointed] [Outside Director] [Independent Director]	<p>April 1981      Joined the Bank of Japan July 2003      Associate Director-General, Secretariat of the Policy Board February 2005    General Manager, Niigata Branch July 2008      Associate Director-General, Institute for Monetary and Economic Studies May 2009      General Manager, Kobe Branch November 2010    Senior Managing Director, Osaka Bankers Association June 2020      Outside Director, the Company (up to present) August 2021     Secretary-General, Japan Joint Securities Foundation (up to present)</p> <p>&lt;Significant concurrent position&gt; Secretary-General, Japan Joint Securities Foundation</p>	0
<p>[Reasons for nominating the candidate as Outside Director and outline of expected roles] Mr. Hideyuki Takahashi is well versed in finance and economics through his experience in the Bank of Japan and the Osaka Bankers Association, and also has insight into regional economies and corporate management. In the expectation that he may use this high degree of specialization and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, he has therefore been renominated as Outside Director of the Company. Although he has never been involved in corporate management other than as an outside officer, the Company judges that he will appropriately execute his duties as Outside Director for the reasons above. Furthermore, his term of office as Outside Director of the Company will have been two (2) years at the conclusion of this General Meeting.</p>			
6	Ryoko Shimizu (September 7, 1958)  [Reappointed] [Outside Director] [Independent Director]	<p>April 1982      Joined Tokyo branch of Citibank, N.A. April 1989      Joined Chuo Shinko Audit Corporation August 1992     Registered as Certified Public Accountant January 2004    Japanese representative member                          of International Public Sector Accounting Standards Board, International Federation of Accountants April 2007      Fulltime Professor of School of Accountancy, Kansai University June 2019      Outside Audit &amp; Supervisory Board Member, SEKISUI CHEMICAL CO., LTD. (up to present) April 2020      Fulltime Professor of School of Accountancy and Faculty of Business and Commerce, Kansai University (up to present) June 2020      Outside Director, the Company (up to present)</p> <p>&lt;Significant concurrent positions&gt; Fulltime Professor of School of Accountancy and Faculty of Business and Commerce, Kansai University Outside Audit &amp; Supervisory Board Member, SEKISUI CHEMICAL CO., LTD.</p>	0
<p>[Reasons for nominating the candidate as Outside Director and outline of expected roles] Ms. Ryoko Shimizu has extensive experience in auditing in an audit firm, and insight into corporate accounting as a certified public accountant and a professor in a graduate school of accountancy and faculty of business and commerce. In the expectation that she may use her high degree of specialization and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, she has therefore been renominated as Outside Director of the Company. Although she has never been involved in corporate management other than as an outside officer, the Company judges that she will appropriately execute her duties as Outside Director, for the reasons above. Furthermore, her term of office as Outside Director of the Company will have been two (2) years at the conclusion of this General Meeting</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Rikiya Hattori (February 3, 1954)  [Reappointed] [Outside Director] [Independent Director]	<p>April 1978      Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>April 2011      Director, Senior Managing Executive Officer</p> <p>April 2013      Deputy President Executive Officer, Sumitomo Mitsui Trust Holdings, Inc., Deputy President (Representative Director), Sumitomo Mitsui Trust Bank, Limited</p> <p>June 2015      Deputy President (Representative Director), Sumitomo Mitsui Trust Holdings, Inc.</p> <p>April 2017      Director, Sumitomo Mitsui Trust Holdings, Inc. Deputy Chairman, Sumitomo Mitsui Trust Bank, Limited</p> <p>April 2018      Executive Advisor, Sumitomo Mitsui Trust Bank, Limited Chairman, Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.</p> <p>June 2018      Outside Audit &amp; Supervisory Board Member, the Company</p> <p>June 2020      Outside Director, THE SHIGA BANK, LTD. (up to present)</p> <p>June 2021      Reiwa Accounting Holdings Co., Ltd. Full-time Audit &amp; Supervisory Board Member (up to present) Outside Director, the Company (up to present)</p> <p>&lt;Significant concurrent positions&gt; Outside Director, THE SHIGA BANK, LTD. Full-time Audit &amp; Supervisory Board Member, Reiwa Accounting Holdings Co., Ltd.</p>	0
<p>[Reasons for nominating the candidate as Outside Director and outline of expected roles] Mr. Rikiya Hattori has extensive experience and broad insight nurtured through management in the financial institutions. In the expectation that he may use such achievements and broad knowledge to supervise management from an independent standpoint, and contribute to strengthening internal controls and improving the enterprise value of the Company on a continual basis, he has therefore been renominated as Outside Director of the Company. Furthermore, his term of office as Outside Director of the Company will have been one (1) year at the conclusion of this General Meeting.</p>			

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. Candidates Mr. Hideyuki Takahashi, Ms. Ryoko Shimizu, and Mr. Rikiya Hattori have satisfied the requirements for Outside Directors. Further, Mr. Hideyuki Takahashi, Ms. Ryoko Shimizu, and Mr. Rikiya Hattori are designated as Independent Directors as prescribed by Tokyo Stock Exchange, Inc. Subject to their reelection, the Company intends to appoint them to continue as Independent Directors.
3. The reason for nominating each of the candidates is shown at the bottom of each candidate's brief personal history.
4. Candidate Mr. Makoto Tani served as Executive Officer of Sumitomo Electric Industries, Ltd., a parent company of the Company from June 2008 to June 2014, where he executed duties as General Manager of Accounting and Finance Department and as President of Sumitomo Electric Wiring Systems, Inc., a subsidiary company of the said Company. In addition, he served as Managing Director of Sumitomo Electric Industries, Ltd. from June 2014 to June 2017, and as Representative Director and Senior Managing Director from June 2017 to June 2019.
5. Candidate Mr. Tetsunari Shimada executed duties as General Manager of Itami Works from January 2010 to July 2012 at Sumitomo Electric Industries, Ltd., a parent company of the Company and as General Manager of Human Resources Development Department from July 2012 to September 2015.
6. Candidate Mr. Rikiya Hattori served as Director of The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited), a main financial institution (specified related business operator) of the Company, from June 2008 to March 2013, as Deputy President (Representative Director) from April 2013 to March 2017, as Deputy Chairman from April 2017 to March 2018, and as Executive Advisor from April 2018 to March 2020.
7. Based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hideyuki Takahashi, Ms. Ryoko Shimizu, and Mr. Rikiya Hattori to limit their liability under Article 423, Paragraph 1 of the said Act. Subject to their reelection, the Company intends to continue the above liability limitation agreement with each of them. The corresponding limitation of liability based on said agreement will limit liability to the lowest extent pursuant to the law.
8. 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, to insure its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance

agreement will cover damages that may arise due to the insureds assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability, and the insurance premiums are fully borne by the Company. However, the insurance agreement does not cover damages claimed arising from intent or gross negligence. If the candidates assume office as Director, each of them will become insured under the said insurance agreement. Furthermore, the Company intends to renew the insurance agreement with the same terms and conditions at the next renewal.

Proposal 4: Election of two (2) Audit & Supervisory Board Members

Mr. Toru Noguchi will retire from office of Audit & Supervisory Board Member due to resignation and Mr. Narihito Maishi will retire from office of Audit & Supervisory Board Member due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders. Accordingly, the election of two (2) Audit & Supervisory Board Members is proposed. The Company has already obtained approval from the Audit & Supervisory Board with respect to this proposal.

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

No.	Name (Date of Birth)	Career summary and positions	Number of shares of the Company held
1	Kazuhiko Uchiike (July 25, 1959) [Newly Appointed]	<p>July 1990      Joined the Company</p> <p>June 2008      General Manager, Finance &amp; Accounting Department</p> <p>June 2013      Executive Officer and General Manager, Finance &amp; Accounting Department</p> <p>June 2015      Full-time Audit &amp; Supervisory Board Member</p> <p>June 2017      Managing Executive Officer, General Manager, Corporate Planning Department, and General Manager, Finance &amp; Accounting Department</p> <p>June 2019      Director and Managing Executive Officer</p> <p>June 2020      Director, Managing Executive Officer, General Manager, Corporate Planning Department, and in charge of Finance &amp; Accounting Department and company-wide compliance (up to present)</p>	7,800
<p>[Reasons for nominating the candidate as Audit &amp; Supervisory Board Member]</p> <p>Mr. Kazuhiko Uchiike has extensive business experience in accounting and finance, and has been in charge mainly of the accounting and finance divisions as Director since June 2019. In the expectation that he may use such experience to contribute to the improvement of management soundness and transparency through the Company's audit operations from a fair and objective standpoint, he has therefore been newly nominated as Audit &amp; Supervisory Board Member.</p>			
2	Takuma Usui (March 10, 1974) [Newly Appointed] [Outside Audit & Supervisory Board Member] [Independent Auditor]	<p>October 2002    Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association)</p> <p>                      Joined Tanabe &amp; Partners</p> <p>April 2013      Partner, Tanabe &amp; Partners (up to present)</p> <p>&lt;Significant concurrent positions&gt;</p> <p>                      Attorney-at-law</p> <p>                      Partner, Tanabe &amp; Partners</p>	0
<p>[Reasons for nominating the candidate as Outside Audit &amp; Supervisory Board Member]</p> <p>Mr. Takuma Usui has a high degree of insight as an attorney-at-law and extensive experience in corporate legal practices. In order that he may perform an audit from an independent standpoint, and contribute to strengthening corporate governance of the Company, he has therefore been newly nominated as Outside Audit &amp; Supervisory Board Member. Although he has never been involved in corporate management, the Company judges that he will appropriately execute his duties as Outside Audit &amp; Supervisory Board Member for the reasons above.</p>			

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. The candidate Mr. Takuma Usui has satisfied the requirements for Outside Audit & Supervisory Board Member. In addition, subject to his election, the Company intends to register him as an Independent Auditor as prescribed by Tokyo Stock Exchange, Inc.
3. The reasons for nominating the candidates are shown at the bottom of the candidates' brief personal history.
4. Subject to the election of Mr. Takuma Usui, the Company intends to enter into an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the said Act. The corresponding limitation of liability based on said agreement will limit liability to the lowest extent pursuant to the law.

5. 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, to insure its Directors, Audit & Supervisory Board Members, and Executive Officers. The insurance agreement will cover damages that may arise due to the insureds assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability, and the insurance premiums are fully borne by the Company. However, the insurance agreement does not cover damages claimed arising from intent or gross negligence. If the candidates assume office as Audit & Supervisory Board Member, each of them will become insured under the said insurance agreement. Furthermore, the Company intends to renew the insurance agreement with the same terms and conditions at the next renewal.

**[Reference] Nomination policy on candidates for Directors and Audit & Supervisory Board Members**

- (i) Inside directors will be individuals who have extensive experience and excellent performance records in connection with our business; who have sound objective judgment concerning management in light of the changing environment surrounding the Company and future changes; and who have superior character, foresight and insight.
- (ii) Outside directors will be individuals with experience in company management, experts of respective fields or academic experts who would be suitable for supervising the Company's management from the viewpoint of encouraging sustainable growth and striving to increase corporate value over the mid-to-long term.
- (iii) Audit & Supervisory Board Members will be individuals with experience in company management and individuals with expertise in legal affairs, finance or accounting.
- (iv) For submission of the proposal on election of Directors and Audit & Supervisory Board Members to the General Meeting of Shareholders, Nominating Advisory Committee will deliberate the candidates for Directors and Audit & Supervisory Board Members and the Board of Directors will decide on the candidates by a resolution based on the report of the Committee.



[Reference] Composition of Directors and Audit & Supervisory Board Members after the conclusion of this General Meeting of Shareholders (planned)

Name	Position	Independence	Area of expertise and experience						
			Corporate management	Finance, accounting	Legal affairs, compliance	Human resources, human resources development	Internationality, global perspective	Engineering, development	Insight into other industries
Masao Sakazaki	Representative Director Chairman of the Board of Directors		●		●	●			
Makoto Tani	Representative Director President		●	●			●		●
Tetsunari Shimada	Director Managing Executive Officer		●		●	●			
Tadashi Honda	Director Managing Executive Officer		●				●	●	
Hideyuki Takahashi	Outside Director	●		●					●
Ryoko Shimizu	Outside Director	●		●			●		●
Rikiya Hattori	Outside Director	●	●	●			●		●
Osamu Ogura	Full-time Audit & Supervisory Board Member		●					●	
Kazuhiko Uchiike	Full-time Audit & Supervisory Board Member		●	●	●				
Yasuaki Tarutani	Outside Audit & Supervisory Board Member	●		●					●
Yoko Koga	Outside Audit & Supervisory Board Member	●		●			●		●
Takuma Usui	Outside Audit & Supervisory Board Member	●			●				