

These documents have been translated from Japanese originals for reference purposes only.  
In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail.

Security Code: 7730  
November 8, 2022

To Our Shareholders

Masahiko Saito  
Director, President & Representative Executive Officer  
MANI, INC.  
8-3 Kiyohara Industrial Park, Utsunomiya, Tochigi

## Notice of the 63<sup>rd</sup> Annual General Meeting of Shareholders

Dear Shareholders,

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

Please be informed that our 63<sup>rd</sup> Annual General Meeting of Shareholders of MANI, INC. (the “Company”) will be held for the purposes as described below.

**To prevent the spread of COVID-19, we kindly ask you to exercise your voting rights in writing or via the internet in advance and refrain from attending the meeting in person, if at all possible. We would like to ask you to exercise your voting rights after considering the Reference Materials for the General Meeting of Shareholders described below.**

### **[Exercise of Voting Rights in Writing]**

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20pm on Tuesday, November 22, 2022, Japan time.

### **[Exercise of Voting Rights via the Internet, etc.]**

Please access our designated voting website (<https://www.web54.net>), and use the "Voting Code" and "Password" displayed on the enclosed voting form and then indicate your approval or disapproval of the proposals by 5:20pm on Tuesday, November 22, 2022, Japan time, in accordance with the guidance on the screen.

When exercising voting rights, please refer to the "Guide to the Exercise of Voting Rights" on pages 3-4.

**1. Date and Time:** Wednesday, November 24, 2022 at 10:00 a.m. (Japan time)

**2. Venue:** 492-1, Kamioozomachi, Utsunomiya-shi, Tochigi

“Yamato,” 3<sup>rd</sup> floor of Hotel Higashinihon Utsunomiya

(Please refer to the “Venue guide map of the General Meeting of Shareholders” at the end of this document.)

### **3. Agenda of the Meeting:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements, and Report of Audit Results of the Consolidated Financial Statements of the Accounting Auditor and the Audit Committee for the 63<sup>rd</sup> Fiscal Period (from September 1, 2021 to August 31, 2022)
  2. Financial Statement Report for the 63<sup>rd</sup> Fiscal Period (from September 1, 2021 to August 31, 2022)

### **Matters to be resolved:**

**Proposal No.1:** Partial Amendment to the Articles of Incorporation

**Proposal No.2:** Election of Seven Directors

End of the Notice

- © If you plan to attend the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- © Among the documents that should be attached to the Notice of Convocation, the "Consolidated Notes to Consolidated Financial Statements" and "Individual Notes to Financial Statements" are available on the Company's website (<http://www.mani.co.jp/>) in accordance with laws and regulations as well as provisions of Article 18 of our Articles of Incorporation, and are therefore not included in the attached documents of this Notice of Convocation.

The audit committee has audited the audit report and the accounting auditor has audited the accounting audit report when preparing the audit report. In addition, the audit committee also included matters to be presented as "Consolidated Notes to Consolidated Financial Statements" and "Individual Notes to Financial Statements".
- © If any amendments are made to our business reports, financial statements and consolidated financial statements and stockholders' meeting documents, such amendments will be posted on the Company's website (<http://www.mani.co.jp/>).

#### **Notice of Year-End Dividend for the fiscal year ended August 31, 2022**

On October 11, 2022, our Board of Directors declared to pay a year-end dividend of ¥18 per share for the fiscal year ended August 31, 2022, on Wednesday, November 9, 2022, which is the commencement date of payment.

The year-end dividend for the fiscal year ended August 31, 2022 should be received within the payment period (from November 9, 2022 to December 9, 2022) through the attached "Certificate of Dividend Receipts."




"Statement of dividends" and "About bank transfer" documents are attached to those who designate the account to transfer the dividends.

"Statement of dividends" and "How to receive dividends" documents are attached to those who designate the pro rata share method.

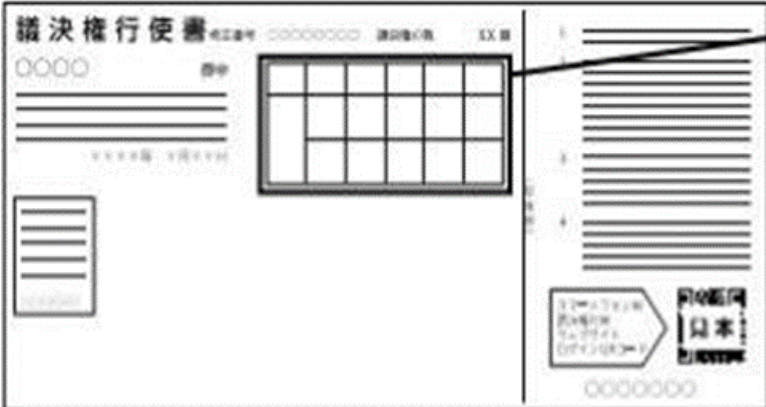


## Information on Exercising Voting Rights

Voting rights at the General Meeting of Shareholders are the shareholders' important rights. Please exercise your voting rights after reviewing the reference documents for the General Meeting of Shareholders described below. There are three methods for exercising voting rights.

 <p><b>If you attend the General Meeting of Shareholders</b></p> <p>Please submit the enclosed voting rights Exercise Form to the venue.</p> <p style="text-align: center;">Date and time</p> <hr/> <p style="text-align: center;">Thursday, November 24, 2022 Until 10 a.m.</p>	 <p><b>If you exercise voting rights in writing (by mail)</b></p> <p>Return the enclosed voting rights form with an indication of your approval or disapproval support for the proposal.</p> <p style="text-align: center;">Exercise date</p> <hr/> <p style="text-align: center;">Tuesday, November 22, 2022 Until 5:20 p.m.</p>	 <p><b>If you exercise voting rights via the Internet</b></p> <p>Please enter the approval or disapproval of the proposal according to the guidance stated on the next page.</p> <p style="text-align: center;">Exercise date</p> <hr/> <p style="text-align: center;">Tuesday, November 22, 2020 Until 5:20 p.m.</p>
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## Guidance to fill out the voting rights form



Please fill out your vote

<b>Proposal No.1</b>	
If you approve	»» Circle 【賛】
If you disapprove	»» Circle 【否】
<b>Proposal No.2</b>	
If you approve all the candidates	»» Circle 【賛】
If you disapprove all the candidates	»» Circle 【否】
If you disapprove some of the candidates	»» Circle 【賛】 and write the candidate numbers that you disapprove

※This is an image of the voting rights form

If you have exercised your voting rights in both writing and over the Internet, then the voting exercised over the Internet will be treated as a valid vote. In addition, if you have exercised your voting rights via the Internet several times, then the last vote that you have made will be treated as a valid vote.

# Guidance to exercise voting rights via the Internet

## Exercising Voting Rights by Scanning the QR Code “Smart Exercise”

You can login to the website for exercising your voting rights without entering your voting exercise code and password.

- 1 Please scan the QR Code provided on the lower right of the Voting Rights



※QR Code is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Then, please indicate your approval or disapproval for each proposal according to the instructions on the screen.



**You may exercise your voting rights via “Smart Exercise” only once.**

If you wish to change the content of your vote after exercising your voting rights, please access the website for PC and enter the “Voting Exercise Code” and “Password” provided on the Voting Rights Exercise Form to log in and exercise your voting rights again.

\* Please rescan the QR code to go to the website for PC.

If you have any questions about exercising your voting rights via the Internet, such as how to use a PC, smartphone, or mobile phone to vote, please call the help desk on the right.

## Entering the Voting Exercise Code and Password

Website for exercising your voting rights <https://www.web54.net>

- 1 Please access to the website for exercising your voting rights.



Please click  
“Continue”

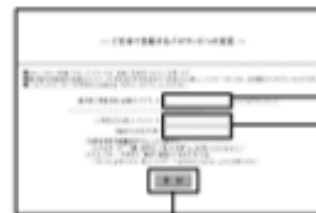
- 2 Please enter the “Voting Exercise Code” shown on the Voting Rights Exercise Form.



Please enter your  
“Voting Exercise  
Code”

Please click  
“Login”

- 3 Please enter the “Password” provided on the Voting Right Exercise Form.



Please enter your  
“Initial password”

Please set your new  
password

Please click “Register”

- 4 Then, please indicate your approval or disapproval for each proposal according to the instructions on the screen.

※This is an image of the website page

**The Sumitomo Mitsui Trust Bank, Limited, Securities Agent Web Support Hotline**

Phone: 0120 (652) 031 (Toll Free, only in Japan) (9:00 to 21:00)

Institutional investors may exercise their voting rights using the Voting Rights Electronic Exercise Platform for institutional investors operated by ICJ, Inc.

## Infection Prevention Measures towards COVID-19 at the 63<sup>rd</sup> Annual General Meeting of Shareholders

We plan to hold the 63<sup>rd</sup> Annual General Meeting of Shareholders from 10:00 a.m. on Thursday, November 24, 2022. In order to ensure the health and safety of shareholders themselves and prevent the spread of infectious diseases, we request that you exercise your voting rights in advance through written documents or the Internet as much as possible and refrain from visiting the meeting on the day of the General Meeting of Shareholders. In addition, if our responses change based on the status of the spread of infections up to the day of the General Meeting of Shareholders and announcements by the governmental and economic organizations, we will announce them on our website (<http://www.mani.co.jp/>). Please be sure to check the latest information before coming.

In addition, for the same purpose, we would like to inform you that we will reduce the scale of our operations from the usual year and respond as follows.

### ■ Our Measures

- In order to reduce the risk of contact infections, this year we will discontinue roundtable discussions and product exhibitions after the conclusion of the General Meeting of Shareholders. In addition, we have discontinued the provision of souvenirs to shareholders who attended the General Meeting of Shareholders 3 years ago.
- The venue will have a wider seating spacing as a measure to prevent the spread of COVID-19.
- In order to prevent the spread of COVID-19 and minimize the risk of infections towards the shareholders, the Company will endeavor to conduct deliberations smoothly in order to shorten the length of stay at the venue.
- Our officers and management staff will respond while wearing a mask.

### ■ Requests to Shareholders

- Before arriving at the venue, please check your body temperature, and cooperate in preventing the spread of COVID-19, such as wearing masks.
- Please cooperate in checking the temperature at the time of reception, wearing a mask on the site at all times, and using alcohol disinfectant. Management staff may speak to people who are unable to cooperate in this operation, who have serious problems such as fevers or coughs, or who seem to be in poor physical conditions. In addition, depending on the health conditions of our shareholders, we may be forced to refuse the shareholder's entry to the facility in order to manage health and prevent the spread of COVID-19.
- We anticipate that it will take time for you to enter the facility by asking about your physical condition at the time of visiting the facility, etc. We ask for your kind understanding and cooperation.

## Referential Materials for the General Meeting of Shareholders

Proposal No.1

### Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

Since 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) became effective as of September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in order to introduce the electronic provision system of reference materials for the General Meeting of Shareholders.

- (1) Paragraph 1 of Article 18 (Measures for electronic provision, etc.) in “Proposed Amendments” will be newly established, as the Company will be required to take measures to provide information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. in electronic format.
- (2) Paragraph 2 of Article 18 (Measures for electronic provision, etc.) in “Proposed Amendments” will be newly established, in order to allow the Company to limit the scope of matters to be stated in the Reference Documents for the General Meeting of Shareholders, etc., to be delivered to shareholders who have requested materials in writing, to the scope specified by the applicable Ordinance of the Ministry of Justice.
- (3) The provision of Article 18 (Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc.) of the current Articles of Incorporation will no longer be necessary when the electronic provision system of materials for General Meeting of Shareholders is introduced, and therefore, this provision will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, Supplementary Provisions concerning the effectiveness will be established. These Supplementary Provisions shall be deleted after their due date.

2. Details of Amendment

Details of the amendments to the Articles of Incorporation are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc.)</u></p> <p><u>Article 18 When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>(Measures for electronic provision, etc.)</u></p> <p><u>Article 18 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2 Among the matters to be provided electronically, the Company shall not be required to include all or part of the matters prescribed by the Ordinance of the Ministry of Justice to be delivered to shareholders who have made a request for delivery of documents by the record date of voting rights.</u></p>
(Newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures Concerning Electronic Provision of Materials for the General Meeting of Shareholders)</u></p>
(Newly established)	<p><u>Article 1 Article 18 of the Articles of Incorporation (Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc.) shall remain effective regarding any general meeting of shareholders to be held on a date within 6 months from September 1, 2022.</u></p> <p><u>2 These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

## Referential Materials for the General Meeting of Shareholders

### Proposal No.2 Election of Seven Directors

At the conclusion of this meeting, the term of office for all 7 directors will expire. Therefore, the appointment of 7 directors is requested based on the decision of the Nomination Committee. The candidates for Directors are stated below.

The photographs and aspirations of the candidates are posted on our website (<http://www.mani.co.jp/>).

Candidate Number	Name	Current position and main responsibilities of the Company	Candidate Attributes		
1	Masahiko Saito	Director, President and Representative Executive Officer	Reappointment		
2	Kazuo Takahashi	Director, Executive Vice President and Representative Executive Officer	Reappointment		
3	Toshihide Takai	Director, Vice Chairman of the Board of Directors, member of nominating and compensation committees	Reappointment		
4	Michiharu Matsuda	Independent Director, Chairman of the nominating committee, member of compensating and audit committees	Reappointment	Outside	Independent
5	Tatsushi Yano	Independent Director, Chairman of the audit committee, member of the compensating committee	Reappointment	Outside	Independent
6	Yukiko Moriyama	Independent Director, Chairman of the compensating committee, member of the audit committee	Reappointment	Outside	Independent
7	Masaya Watanabe		Newly appointed	Outside	Independent

(NOTE) We have concluded an officer liability insurance contract with an insurance company as stipulated in Paragraph 1 of Article 430-3 of the Companies Act. The insured, including our directors, shall be liable for the execution of their duties or shall indemnify any damage that may arise as a result of receiving a claim pertaining to the pursuit of such liability under the insurance contract. If a candidate is elected as director, he/she shall be the insured under the applicable insurance contract. In addition, this insurance contract is scheduled for renewal with the same content at the next renewal.

(Reference) Director Skills Matrix after the conclusion of this Annual General Meeting of Shareholders

Name	Corporate Management	Manufacture / Technology / R&D	Global	Sales and Marketing	Finance Accounting	Legal affairs / Risk Management	Governance
Masahiko Saito	○	○	○				○
Kazuo Takahashi	○	○		○	○	○	○
Toshihide Takai	○		○	○	○	○	○
Michiharu Matsuda					○	○	○
Tatsushi Yano	○	○	○	○			○
Yukiko Moriyama						○	○
Masaya Watanabe	○	○	○	○			○

(Reference) The composition of each committee is planned to be as follows.

Nominating committee	Tatsushi Yano (Chairman), Toshihide Takai, and Masaya Watanabe
Compensation Committee	Yukiko Moriyama (Chairman), Toshihide Takai, and Masaya Watanabe
Audit Committee	Tatsushi Yano (Chairman), Michiharu Matsuda, Yukiko Moriyama, and Masaya Watanabe



Candidate  
Number

1

## Masahiko Saito

Reappointment

Date of birth

May 19, 1967

Number of the Company's

Shares Owned

19,600 shares

Attendance at meetings of the

Board of Directors

100 % (15 times/15 times)

### Brief history, our position and our responsibilities

Apr, 1990	Joined Matsutani Manufacturing Co., Ltd. (currently MANI, INC.)
Sept, 2010	General Manager of Business Development Department
July, 2013	Director and President of MANI HANOI CO., LTD.
Sept, 2013	Director and Chairman of MANI YANGON LTD.
Nov, 2014	Executive Officer of our Company
July, 2016	Director and Chairman of MANI HANOI CO., LTD.
	Director of MANI YANGON LTD.
	Director of MANI VIENTIANE SOLE CO., LTD.
Sept, 2016	Executive Officer and Manufacturing Division Head of the Company
July, 2018	Director and Chairman of MANI YANGON LTD.
	Director and Chairman of MANI VIENTIANE SOLE CO., LTD.
Oct, 2019	Senior Managing Executive Officer and Division Head of Corporate Planning Division of the Company
Apr, 2020	Senior Managing Executive Officer, Division Head of Corporate Planning Division & Research and Development Division of the Company
Aug, 2020	Auditor of MANI MEDICAL BEIJING CO., LTD.
Nov, 2020	Director, President and Representative Executive Officer and Division Head of Research and Development Division of the Company
	Director of MANI HANOI CO., LTD. (present)
	Director of MANI RESOURCES CO., LTD. (present)
Sept, 2021	Director, President and Representative Executive Officer, Division Head of Research and Development Division & Quality Vigilance and Safety Division of the Company
March, 2022	Director, President and Representative Executive Officer, Division Head of Research and Development Division of the Company
Sept, 2022	Director, President and Representative Executive Officer of the Company (present)

### Status of important concurrent positions

None

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for appointing the candidate for the Board of Director

He has played an important role in guiding our product development, production technology reform, and improvement activities by leveraging his experience as a R&D and production manager, and as a developer of ophthalmic knives. In addition, the Company believes that he has abundant experience in education and guidance for new product development and in production improvement activities, and is qualified to serve as a director. The Company requests him to be appointed as a director candidate.

Candidate  
Number

2

## Kazuo Takahashi

Reappointment

Date of birth

January 17, 1955

Number of the Company's  
Shares Owned

28,400 shares

Attendance at meetings of the  
Board of Directors

100% (15 times/15 times)

### Brief history, our position and our responsibilities

Mar, 1978	Joined Hoky Co., Ltd. (currently Hoky Medical Co., Ltd.)
June, 2005	Executive Officer and General Manager of Production Department of Hoky Co., Ltd.
June, 2009	Director, General Manager of Corporate Planning Department. and Product Management Department of Hoky Co., Ltd.
Mar, 2012	Director, General Manager of Product Management Department of Hoky Co., Ltd.
Aug, 2013	Advisor of MANI, INC.
Nov, 2013	Vice Chairman of MANI HANOI CO., LTD.
Nov, 2014	Executive Officer of our Company
Dec, 2014	Director of MANI HANOI CO., LTD. (present) Director of MANI YANGON LTD (present) Director of MANI VIENTIANE SOLE CO., LTD. (present) Auditor of MANI MEDICAL BEIJING CO., LTD.
Sept, 2016	Executive Officer and Division Head of Administration Division
Nov, 2016	Senior Vice President & Executive Officer, Division Head of Administration Division
July, 2018	Director of MANI MEDICAL INDIA PRIVATE LIMITED
Nov, 2018	Director, Executive Vice President and Division Head of Administration Division of the Company
Mar, 2019	Director, Executive Vice President and Division Head of Corporate Planning Division of the Company
Oct, 2019	Director and Executive Vice President of the Company
Aug, 2020	Director, Executive Vice President and Division Head of Sales Division of the Company Director and Chairman of MANI MEDICAL HANOI CO., LTD Chairman of MANI MEDICAL BEIJING CO., LTD. Director and chairman of MANI MEDICAL INDIA PRIVATE LIMITED'S board
Nov, 2020	Director, Executive Vice President and Representative Executive Officer, Division Head of Corporate Planning Division & Sales Division of the Company
Nov, 2021	Director, Executive Vice President and Representative Executive Officer, Division Head of Corporate Planning Division of the Company (present) Auditor of MANI MEDICAL BEIJING CO., LTD. (present)
April, 2022	Chairman of GDF Gesellschaft für dentale Forschung und Innovationen GmbH (present)

### Status of important concurrent positions

Auditor of MANI MEDICAL BEIJING CO., LTD.

Chairman of GDF Gesellschaft für dentale Forschung und Innovationen GmbH

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for appointing the candidate for the Board of Director

He has played an important role as Vice President and CFO (Chief Financial Officer) by leveraging his many years of abundant business experience and wide-range of knowledge at a medical device manufacturing company. In addition, he has abundant experience in working as a general manager in charge of company-wide budget management and played a key role for the establishment of a company system for a listed company. The Company believes that he is qualified to serve as a director, and requests him to be appointed as a director candidate.

Candidate  
Number

3

## Toshihide Takai

Reappointment

Date of birth

July 20, 1952

Number of the Company's  
Shares Owned

51,000 shares

Attendance at meetings of the  
Board of Directors

100% (15 times/15 times)

### Brief history, our position and our responsibilities

Apr, 1977	Joined the Nippon Fudosan Bank, Ltd. (formerly The Nippon Credit Bank, Ltd.; currently Aozora Bank, Ltd.)
June, 2001	Managing Director of Aozora Loan Servicing Co., Ltd., with the Personnel Department of Aozora Bank, Ltd.
Oct, 2006	Advisor of MANI, INC.
Nov, 2006	Senior Vice President & Executive Officer & General Manager of the Corporate Planning Department of the Company
Nov, 2007	Executive Officer and Managing Director of the Company
Nov, 2008	Senior Managing Executive Officer of the Company
Aug, 2009	Director of MANI VIENTIANE CO., LTD. (currently MANI VIENTIANE SOLE.CO., LTD.)
Mar, 2010	Director of MANI MEDICAL HANOI CO., LTD. Director and Chairman of MANI RESOURCES CO., LTD.
Sept, 2010	Director of MANI YANGON LTD.
Apr, 2011	President and Director of MANI RESOURCES CO., LTD.
Aug, 2011	Director of MANI HANOI CO., LTD. (present)
Nov, 2011	Executive Vice President of the Company
Sept, 2012	Auditor of MANI MEDICAL BEIJING CO., LTD.
Nov, 2013	Director, President & Representative Executive Officer of the Company
Dec, 2013	Director of MANI RESOURCES CO., LTD.
Nov, 2020	Director, Chairman and Executive Officer of the Company Auditor of MANI MEDICAL BEIJING CO., LTD.
Nov, 2021	Director, Vice Chairman of the Board of Directors of the Company (Present)

### Status of important concurrent positions

None

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for appointing the candidate for the Board of Directors

He played an important role as CEO (Chief Executive Officer) by leveraging his abundant overseas business experience and advanced expertise in accounting and finance. In addition, he committed himself to enhancing internal controls and establishing compliances, and has abundant experience in playing a key role in building a company system for a listed company. The Company believes that he is qualified to serve as a director and the Company requests him to be appointed as a director candidate.

Candidate  
Number

4

## Michiharu Matsuda

Reappointment

Outside Director

Independent Officer

Date of birth

February 14, 1961

Number of the Company's  
Shares Owned

300 shares

Attendance at meetings of the  
Board of Directors

100% (15 times/15 times)

### Brief history, our position and our responsibilities

Apr, 1983    Joined Japan Finance Corporation For Small and Medium Enterprise (currently Japan Finance Corporation).  
Apr, 1992    Joined Aoyama Audit Corporation.  
Jan, 1998    Joined Tohmatsu Audit Corporation (currently Deloitte Touche Tohmatsu LLC).  
June, 2006    Become a partner at Deloitte Touche Tohmatsu LLC.  
Sept, 2017    Established Matsuda certified public accountants office (present)  
Nov, 2017    Outside Director of MANI, INC. (present)  
Nov, 2018    Outside Director, member of Audit & Supervisory committee of Saizeriya Co., Ltd. (present)  
June, 2019    Outside Auditor of Open Door Inc. (present)

### Status of important concurrent positions

General Manager of Matsuda certified public accountants office  
Outside Director, member of Audit & Supervisory committee of Saizeriya Co., Ltd.  
Outside Auditor of Open Door Inc.

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for making the candidate an independent director

As a certified public accountant with many years of experience as a partner at a major auditing firm, he will utilize his rich experience and sophisticated expertise in accounting for the management of the Company. In addition, as an outside director, the Company believes that he will realize the improvement of the effectiveness of socially fair decisions and management oversight, will ensure an appropriate decision-making for the Company's Board of Directors and strengthen the internal control system, mainly from an accounting perspective. The Company therefore requests him to be appointed as an outside director candidate.

- (NOTE) 1. We have notified Michiharu Matsuda as an independent director in accordance with the regulations of the Tokyo Stock Exchange. If his reappointment is approved, we plan to continue to notify him as an independent director.
2. Michiharu Matsuda will serve as an outside director for 5 years at the conclusion of the General Meeting of Shareholders.
3. We have concluded an agreement with Michiharu Matsuda to limit the liability for damages as stipulated in Paragraph 1 of Article 423 of the Companies Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The maximum amount of liability for damages under the applicable agreement is ¥1 million or the amount stipulated by law, whichever is higher. If the reappointment is approved, the contract is scheduled to continue.
4. Michiharu Matsuda is a person who has not been involved in company managements in any way other than becoming an outside executive in the past. For this reason, stated above, the Company has determined that he will be able to properly perform his duties as an external director.

Candidate  
Number

5

## Tatsushi Yano

Reappointment

Outside Director

Independent Officer

Date of birth

June 21, 1951

Number of the Company's  
Shares Owned

1,400 shares

Attendance at meetings of the  
Board of Directors

100% (15 times/15 times)

### Brief history, our position and our responsibilities

Apr, 1974	Joined TOMEN Corporation.
June, 2003	Executive Officer, General Manager of North America, and President of TOMEN, U.S.A.
Apr, 2006	Director of SANYO Chemical Industries, Ltd. (transfer)
June, 2006	Director and Executive Officer of SANYO Chemical Industries, Ltd.
June, 2010	Director and Senior Vice President of SANYO Chemical Industries, Ltd.
June, 2012	Director and Senior Executive Officer of SANYO Chemical Industries, Ltd.
June, 2016	Advisor of SANYO Chemical Industries, Ltd.
June, 2019	Outside Director of Kokusai Pulp & Paper Co., Ltd. (currently KPP GROUP HOLDINGS CO., LTD.) (present)
Nov, 2019	Outside Director of MANI, INC. (present)
Nov, 2020	Chairman of the Board of Directors of MANI, INC.

### Status of important concurrent positions

Outside Director of Kokusai Pulp & Paper Co., Ltd. (currently KPP GROUP HOLDINGS CO., LTD.)

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for making the candidate an independent director

As an officer of an operating company, he has been involved in overseas business and has been utilizing his rich experience and wide-range of knowledge about the operation of overseas manufacturing companies and sales companies in the Company's management. As an outside director, he is expected to realize fair social decisions and improvement in the effectiveness of management oversight, ensure appropriate decision-making for our Company's Board of Directors, and strengthen our governance system. The Company therefore requests him to be appointed as an outside director candidate.

(NOTE) 1. We have notified Tatsushi Yano as an independent director in accordance with the regulations of the Tokyo Stock Exchange. If his reappointment is approved, we plan to continue to notify him as an independent director.

2. Tatsushi Yano will serve as an outside director for 3 years at the conclusion of the General Meeting of Shareholders.

3. We have concluded an agreement with Tatsushi Yano to limit the liability for damages as stipulated in Paragraph 1 of Article 423 of the Companies Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The maximum amount of liability for damages under the applicable agreement is ¥1 million or the amount stipulated by law, whichever is higher. If the reappointment is approved, the contract is scheduled to continue.

Candidate  
Number

6

**Yukiko  
Moriyama**

Reappointment

Outside Director

Independent Officer

Date of birth  
March 20, 1976

Number of the Company's  
Shares Owned

- Shares

Attendance at meetings of the  
Board of Directors  
100 % (15 times/15 times)

Brief history, our position and our responsibilities

Dec, 2008	Registered as an attorney. Belonged to a law firm in Tokyo
Oct, 2010	Assistant Counselor of Cabinet Office (Preparatory Office for the Revised Information Disclosure Law)
Jan, 2015	Participated in Waseda Legal Commons Law Office Partner Lawyer (present)
July, 2020	Member of the Personal Information Protection Examination Committee in Wako City (present)
Nov, 2020	Outside Director of MANI, INC. (present)

Status of important concurrent positions

Partner lawyer of Waseda Legal counsel Commons Law Office

Special notes on candidates for directors

There are no special interests between the candidate and the Company.

Reasons for making the candidate an independent director

She will utilize her abundant experience as an attorney and her sophisticated expertise in matters such as harassment issues, personal information protection, and business legal affairs for the Company's management. In addition, as an outside director, the Company believes she will realize social fairness in decision-making, improve the effectiveness of management oversight, and ensure appropriate decision-making for our Company's Board of Directors, mainly from the perspectives of law and diversity. The Company therefore requests her to be appointed as an outside director candidate.

- (NOTE) 1. We have notified Yukiko Moriyama as an independent director in accordance with the regulations of the Tokyo Stock Exchange. If her reappointment is approved, we plan to continue to notify her as an independent director.
2. Yukiko Moriyama will serve as an outside director for 2 years at the conclusion of the General Meeting of Shareholders.
3. We have concluded an agreement with Yukiko Moriyama to limit the liability for damages as stipulated in Paragraph 1 of Article 423 of the Companies Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The maximum amount of liability for damages under the applicable agreement is ¥1 million or the amount stipulated by law, whichever is higher. If the reappointment is approved, the contract is scheduled to continue.
4. Yukiko Moriyama is a person who has not been involved in company managements in any way other than becoming an outside officer in the past. For this reason, stated above, the Company has determined that she will be able to properly perform her duties as an outside director.

Candidate  
Number

7

## Masaya Watanabe

Newly Appointed

Outside Director

Independent Officer

Date of birth

January 31<sup>st</sup>, 1958

Number of the Company's

Shares Owned

- shares

Attendance at meetings of the

Board of Directors

-% (- times/- times)

### Brief history, our position and our responsibilities

Apr, 1982	Joined Hitachi, Ltd.
Apr, 2007	General Manager of Enterprise Server Division of Hitachi, Ltd.
Mar, 2009	Director and Chief Strategist of Hitachi Global Storage Technologies, Inc. (U.S.)
Apr, 2012	Vice President and Executive Officer, CSO and CIO of Information & Telecommunication Systems Company, Hitachi, Ltd.
Apr, 2014	Vice President and Executive Officer of Hitachi, Ltd. Chairman of Hitachi Information & Telecommunication Systems Global Holding Corp. Chairman of Hitachi Consulting, Inc. (U.S.)
Apr, 2015	Vice President and Executive Officer of Hitachi, Ltd President of Health Care Company, Hitachi, Ltd.
Jun, 2017	Chairman of The Japan Federation of Medical Devices Associations
Apr, 2019	Vice President and Executive Officer, Chief Information Security Officer, and General Manager of Smart Transformation Project Initiative Division of Hitachi, Ltd.
Jun, 2020	Director, Executive Vice President and Representative Executive Officer, Chief Operating Officer, Chief Officer of Miraca Holdings Co., Ltd. (currently H.U. Group Holdings, Inc.)
Jun, 2021	Supreme advisor of H.U. Group Holdings, Inc. (present)
Jul, 2021	Established Pivotal Partners Co., Ltd. President and Representative Director of Pivotal Partners Co., Ltd. (present)

### Status of important concurrent positions

Supreme advisor of H.U. Group Holdings, Inc.

President and Representative Director of Pivotal Partners Co., Ltd.

### Special notes on candidates for directors

There are no special interests between the candidate and the Company.

### Reasons for making the candidate an outside director

He can utilize his abundant business experiences as corporate officer and supervisor of production and R&D, and his wide range of knowledge about business management methods in the Company's business management. As an outside director, the Company believes that he will be able to realize fair decisions and improve the effectiveness of management oversight, and will be able to make appropriate decisions with his perspectives from experiences as corporate officer supervisors of production and R&D within the Company's Board of Directors. The Company therefore requests him to be appointed as an outside director candidate.

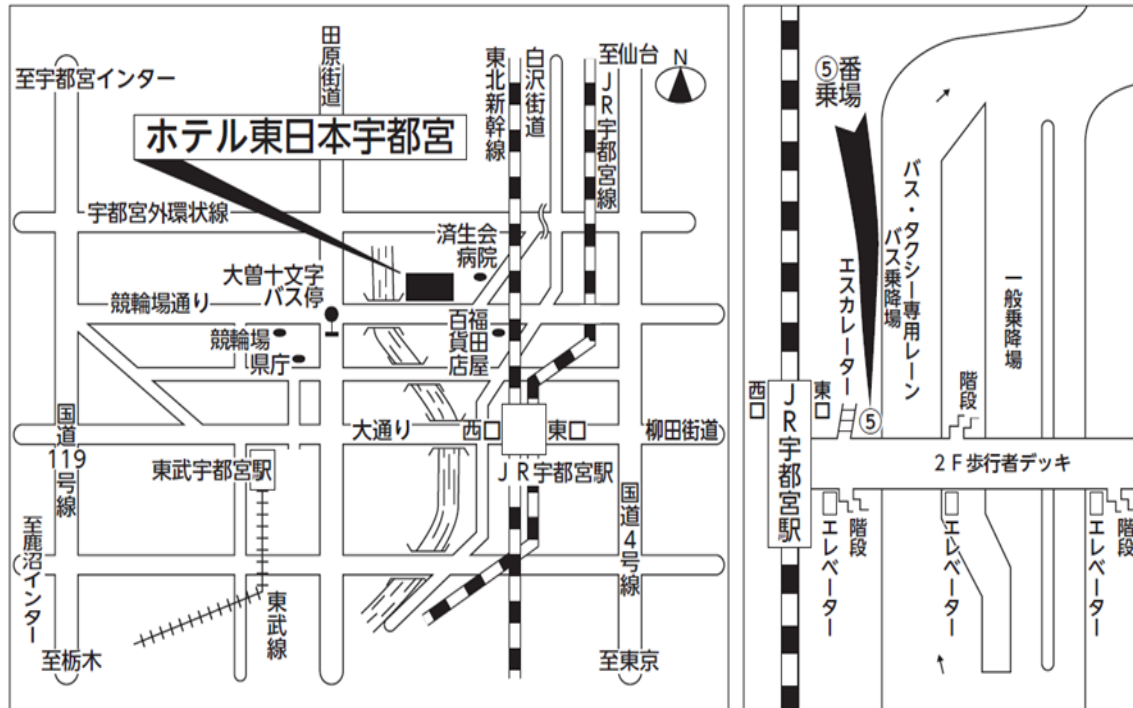
(NOTE) 1. We have notified Masaya Watanabe as an independent director in accordance with the regulations of the Tokyo Stock Exchange. If his appointment is approved, we plan to notify him as an independent director.

2. We have concluded an agreement with each director, excluding those who are executive directors, to limit the liability for damages as stipulated in Paragraph 1 of Article 423 of the Companies Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The maximum amount of liability for damages under the applicable agreement is ¥1 million or the amount stipulated by law, whichever is higher. If the appointment of Masaya Watanabe is approved, we plan to enter into same contract as above.

End of the document.

## Venue guide map of the General Meeting of Shareholders

Location 492-1, Kamioozomachi, Utsunomiya-shi, Tochigi  
 “Yamato,” 3<sup>rd</sup> floor of Hotel Higashinihon Utsunomiya  
 Telephone (028)643-5555 (Representative)  
<http://www.hotelhigashinihon.com/>



◆ Guidance on the exclusive bus for shareholders◆

JR Utsunomiya Station East Exit Bus Station 5: Departures are 9:30 a.m. and 9:40 a.m.

On that day, our staff will be at the East Exit of JR Utsunomiya Station to guide you.

We also offer a special bus to JR Utsunomiya Station when you leave.

As a measure to prevent the infection of COVID-19, we will expand the distance between each seat for each bus. Therefore, the number of seats is fewer than usual.

◆ Guidance on Route Bus◆

JR Utsunomiya Station West Exit Bus Station 5:

- For New Fujimi, for Nakasatohara, for Tamau, for Utsunomiya Museum of Art, for Utsunomiya Green Town, for Teikyo University, etc.,  
Get off at 'Oso Jumonji' and walk for 5 minutes.
- Fujimigaoka danchi gyō via Takebayashi or via Saiseikai Hospital,  
Get off at 'Kawauchi Chousha Seimon,' the destination is at front

◆ Guidance for shareholders coming by car◆

- Approximately 20 minutes from Utsunomiya Interchange
- Approximately 10 minutes from JR Utsunomiya Station
- Approximately 15 minutes from Tobu Utsunomiya Station
- There is a free parking lot in the hotel, but it may be crowded, so please come as soon as possible.

In order to reduce the risk of contact infections, we will discontinue roundtable discussions and product exhibitions after the conclusion of the General Meeting of Shareholders.  
 In addition, we have discontinued the provision of souvenirs to shareholders who attended the General Meeting of Shareholders 4 years ago.  
 Thank you for your understanding.

