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Securities Code: 5959

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To Our Shareholders,

Okabe Co., Ltd.

2-8-2, Oshiage, Sumida-ku, Tokyo

Hirohide Kawase

Representative Director, President and Chief Executive
Officer

Notice of Convocation of the 79th Ordinary General Meeting of Shareholders

We are pleased to inform you that the 79th Ordinary General Meeting of Shareholders of Okabe Co., Ltd. (the “Company”) will be held as described below.

With regard to information that constitutes the content of reference documents for this Ordinary General Meeting of Shareholders etc. (matters to be provided electronically), the Company has taken the electronic provision measures, so please access one of the following websites to check the contents thereof.

[Website of the Company]

<https://www.okabe.co.jp/ir/stocks/meeting.html> (in Japanese only)

(Please access the above website and check the “Notice of Convocation of the 79th Ordinary General Meeting of Shareholders” under “Materials Related to the General Meeting of Shareholders.”)

[Website of Tokyo Stock Exchange (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese only)

(Please access the TSE website above, enter “Okabe” in “Issue name (company name)” or “5959” (one-byte character) in securities “Code” and search, select “Basic information” and then “Documents for public inspection/PR information,” and check “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under the “Filed information available for public inspection.”)

[Website where informational materials for the General Meeting of Shareholders are posted]

<https://d.sokai.jp/5959/teiji/> (in Japanese only)

(Please access the above website to check the content.)

Voting rights can be exercised in writing (by mail) or by electromagnetic means (via the Internet). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:40 p.m. on Wednesday, March 29, 2023.

There is still a risk of contracting COVID-19. For the safety and security of our shareholders, we ask that you exercise your voting rights at this year’s Ordinary General Meeting of Shareholders by mail or via the Internet in advance, and refrain from visiting the venue on the day of the event if at all possible.

Details

1. Date and Time:

March 30, 2023 (Thursday), at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

2. Venue:

“Nishiki,” 4F, TOBU HOTEL LEVANT TOKYO
1-2-2, Kinshi, Sumida-ku, Tokyo

3. Agenda:

Matters to be reported:

1. Business Report, Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements, for the 79th fiscal year (from January 1, 2022 to December 31, 2022)
2. Non-consolidated Financial Statements for the 79th fiscal year (from January 1, 2022 to December 31, 2022)

Matters to be resolved:

- Proposal No. 1: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2: Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

- * To ensure fairness between shareholders who attend the Meeting and shareholders unable to attend, the Company has discontinued the practice of providing memento items (gifts) to the attending shareholders. We thank you for your understanding.
- * If the venue of the Meeting will be changed for any reason, such information will be posted on our website.
- * We plan to provide on-demand streaming of part of the meeting on our website after the day of the meeting.

Guidance to the Exercise of Voting Rights

A voting right at the General Meeting of Shareholders is an important shareholder's right. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders below.

You may exercise your voting rights by one of the following three methods.

If you attend the Meeting

Please present the Form for Exercise of Voting Rights sent out with this convocation notice at the reception desk.

Date and Time: March 30, 2023 (Thursday), at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

Exercising voting rights in writing (by mail)

Please indicate your approval or disapproval of each proposal on the Form for Exercise of Voting Rights sent out with this convocation notice and post it without affixing postage stamps.

If there is no indication of approval or disapproval of a proposal, it will be treated as an indication of approval.

Deadline for voting: Form must be received no later than 5:40 p.m., Wednesday, March 29, 2023 (JST)

Exercise of voting rights via the Internet

Please indicate your approval or disapproval of each proposal following the instructions on the next page.

Deadline for voting: All data entry must be completed no later than 5:40 p.m., Wednesday, March 29, 2023 (JST)

How to Fill Out Form for Exercise of Voting Rights

Please indicate your approval or disapproval of each proposal.

Proposal No. 1:

To mark your approval →	Circle "Approve."
To mark your disapproval →	Circle "Disapprove."
To mark your disapproval for certain candidates →	Circle "Approve" and write the number of the candidate(s) you wish to disapprove.

Proposal No. 2:

To mark your approval for all candidates →	Circle "Approve."
To mark your disapproval for all candidates →	Circle "Disapprove."
To mark your disapproval for certain candidates →	Circle "Approve" and write the number of the candidate(s) you wish to disapprove.

Please note that your vote via the Internet shall prevail should you exercise your voting rights both in writing (by mail) and via the Internet. If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.

Exercise of Voting Rights via the Internet

Scanning the QR Code

You can log in to the website for the exercise of voting rights without entering the login ID or temporary password printed on the Form for Exercise of Voting Rights.

- 1 Please scan the QR Code printed on the Form for Exercise of Voting Rights.
- * “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- 2 Please indicate your approval or disapproval by following the instructions shown on the screen.

Note that you can log in to the website only once by using the QR Code.

If you wish to redo your vote or exercise your voting rights without using the QR Code, please refer to “Entering login ID and temporary password” on the right.

Entering login ID and temporary password

Website for exercise of voting rights:

<https://evote.tr.mufg.jp/>

- 1 Please access the website for exercise of voting rights.
- 2 Log in by entering your “login ID” and “temporary password” presented on the Form for Exercise of Voting Rights.
- 3 Register a new password.
- 4 Please indicate your approval or disapproval by following the instructions shown on the screen.

In case you need instructions for how to operate your personal computer or smartphone in order to exercise your voting rights via the Internet, please contact:

Mitsubishi UFJ Trust and Banking Corporation

Stock Transfer Agency Help Desk

0120-173-027

(Toll free only from Japan; Business hours: 9:00 a.m. – 9:00 p.m. (JST))

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Payment of the year-end dividends for the 79th fiscal year

The Company has resolved at the meeting of the Board of Directors held on February 22, 2023 to provide year-end dividends for the 79th fiscal year (from January 1, 2022 to December 31, 2022) as follows.

Details

1. Matters concerning assignment of dividend property and amounts thereof:

Type of dividend property: Cash

¥12 per common share of the Company

Total amount: ¥564,200,628

2. Effective date of dividends from surplus:

March 15, 2023

In that regard, the Company intends to furnish payment of ¥12 per share starting from a payment commencement date of March 15, 2023, and accordingly asks that shareholders collect such payment at a nearby JAPAN POST BANK head office, branch office or sub-branch office location nationwide, or at a post office, using the enclosed receipt of year-end dividends form.

Please also check the enclosed “79th Year-end Dividend Statement” and “Notice of Dividend Transfer Confirmation” for shareholders who have specified transfer of dividends to a bank account. (Please contact your securities company for shareholders who have specified the allocation of shares in proportion to the number of shares held.)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this Proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

In that regard, the Company proposes the election of eight (8) Directors, increasing the number of Directors by one (1) to further enhance corporate governance.

The Audit and Supervisory Committee has determined that all of the candidates for Directors in this Proposal are qualified to serve as Director.

The candidates for Directors are as follows.

No.	Name	Present position and responsibilities in the Company	
1	Hirohide Kawase	Representative Director, President and Chief Executive Officer	Reelection
2	Makoto Hirowatari	Representative Director, Chairman and Executive Officer	Reelection
3	Yasushi Hosomichi	Director and Senior Managing Executive Officer In charge of Administrative Division and International Division	Reelection
4	Toshihiko Mikami	Director and Managing Executive Officer In charge of R&D Division	Reelection
5	Toshinari Endou	Director and Senior Operating Officer Executive General Manager of Production Division	Reelection
6	Toshinori Kai	Director and Senior Operating Officer Executive General Manager of Sales Division	Reelection
7	Naoya Hasegawa	Outside Director	Reelection Outside Independent
8	Kazuhisa Nishigai	–	New election Outside Independent

Reelection: candidate for reelection as Director

New election: new candidate for Director

Outside: candidate for Outside Director

Independent: candidate for independent officer as defined by the securities exchange

No.	Hirohide Kawase (November 26, 1965)	Reelection
1		Number of shares of the Company held 53,712 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1988:	Joined the Company
Jan.	2010:	General Manager of Okinawa Sales Branch
Apr.	2013:	General Manager of Kyushu Sales Branch
Jan.	2016:	General Manager of Basepack Department, Sales Division
Jan.	2018:	General Manager of Marketing Office
Mar.	2018:	Operating Officer of the Company, and General Manager of Marketing Office
Mar.	2019:	Director of the Company, and General Manager of Marketing Office
Mar.	2020:	Director of the Company and Senior Operating Officer Executive General Manager of Headquarter Sales Division
Mar.	2021:	Representative Director, President and Chief Executive Officer of the Company (to the present)

Reasons for nomination as a Director candidate

Hirohide Kawase possesses abundant experience and wide-ranging insight, having served as General Manager of Okinawa Sales Branch, General Manager of Kyushu Sales Branch, General Manager of Basepack Department, General Manager of Marketing Office, and Executive General Manager of Headquarter Sales Division among other roles in the Company group (the "Group"). He has been involved in the management of the Company as a Director since March 2019. Also, since March 2021, he has led the Group as Representative Director, President and Chief Executive Officer of the Company, and has been in charge of the formulation of management plans, and has shown strong leadership in executing management plans. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.	Makoto Hirowatari (September 1, 1956)	Reelection
2		Number of shares of the Company held 90,777 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1980:	Joined the Company
Jan.	2001:	General Manager of Kyushu Office, Okabe Kenzai Co., Ltd.
Mar.	2003:	Director of Okabe Struct Co., Ltd.
Jan.	2005:	Executive General Manager of Sales Promotion Department, Sales Division
Mar.	2005:	Operating Officer of the Company, and Executive General Manager of Sales Promotion Department, Sales Division
Apr.	2007:	Operating Officer of the Company, and General Manager of Headquarter Sales Division
Mar.	2009:	Director of the Company, and General Manager of Headquarter Sales Division
Mar.	2011:	Managing Director in charge of Sales Division
Mar.	2013:	President of the Company
Mar.	2016:	President of Okabe Holding USA, Inc. President of Okabe North America, Inc.
Mar.	2020:	Representative Director, President and Chief Executive Officer of the Company
Mar.	2021:	Representative Director, Chairman and Executive Officer of the Company (to the present)

Reasons for nomination as a Director candidate

Makoto Hirowatari possesses abundant experience and wide-ranging insight, having been president of both domestic and overseas subsidiaries, and in charge of Sales Division, as well as serving in other roles in the Group. He has been involved in the management of the Company as a Director since March 2009. Also, since March 2013, he has led the Group as Representative Director and President of the Company, in charge of the formulation of management plans, and since March 2021, as Representative Director, Chairman and Executive Officer of the Company, he has been in charge of mainly Overseas Division and M&A, showing strong leadership in executing management plans. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		<u>Reelection</u>
3	Yasushi Hosomichi (July 7, 1959)	Number of shares of the Company held 43,874 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Nov.	2010:	Joined the Company General Manager of Internal Audit Office
Apr.	2013:	General Manager of Accounting & Financial Group, Administrative Division
Mar.	2014:	Operating Officer of the Company, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2016:	Director of the Company, Executive General Manager of Administrative Division, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2018:	Director of the Company, Executive General Manager of Administrative Division, General Manager of Accounting & Financial Group, Administrative Division, and General Manager of General Affairs & Human Resources Group, Administrative Division
Mar.	2019:	Managing Director in charge of Administrative Division
Mar.	2020:	Director of the Company, and Managing Executive Officer in charge of Administrative Division
Mar.	2022:	Director of the Company, and Senior Managing Executive Officer in charge of Administrative Division and International Division (to the present) President of Okabe Holding USA, Inc. (to the present)

Reasons for nomination as a Director candidate

Yasushi Hosomichi possesses abundant experience and wide-ranging insight, having served as General Manager of Internal Audit Office, General Manager of Accounting & Financial Group, Administrative Division, General Manager of General Affairs & Human Resources Group, Administrative Division, Executive General Manager of Administrative Division, and in charge of Administrative Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2016. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		<u>Reelection</u>
4	Toshihiko Mikami (February 23, 1961)	Number of shares of the Company held 37,388 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

May	1984:	Joined the Company
Jan.	2003:	General Manager of Morioka Sales Branch, Tohoku Office, Okabe Kenzai Co., Ltd.
Jan.	2005:	General Manager of Morioka Sales Division, Tohoku Branch
Jan.	2008:	General Manager of Sales Promotion Group, Headquarter Sales Division
Jan.	2010:	General Manager of Tohoku Sales Branch
Jan.	2012:	General Manager of Kansai Sales Branch
Jan.	2016:	General Manager of Civil Engineering Division
Mar.	2018:	Operating Officer of the Company, and General Manager of Civil Engineering Division
Mar.	2019:	Director of the Company, and General Manager of Civil Engineering Division
Mar.	2020:	Director of the Company, Senior Operating Officer, and General Manager of Civil Engineering Division
Mar.	2021:	Director of the Company, and Managing Executive Officer in charge of R&D Division (to the present)

Reasons for nomination as a Director candidate

Toshihiko Mikami possesses abundant experience and wide-ranging insight, having served as General Manager of Tohoku Sales Branch, General Manager of Kansai Sales Branch, General Manager of Civil Engineering Division, and in charge of R&D Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2019. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
5	Toshinari Endou (June 17, 1962)	Number of shares of the Company held 30,982 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Oct.	1992:	Joined the Company
Apr.	2010:	General Manager of Manufacturing Department, Kuki Factory
Apr.	2014:	General Manager of Kuki Factory
Aug.	2015:	General Manager of Production Division
Oct.	2015:	General Manager of Ibaraki Factory
Mar.	2016:	Operating Officer of the Company, and General Manager of Ibaraki Factory
Jan.	2018:	Operating Officer of the Company, and Executive General Manager of Production Division
Mar.	2018:	Director of the Company, and Executive General Manager of Production Division
Mar.	2020:	Director of the Company, Senior Operating Officer, and Executive General Manager of Production Division (to the present)

Reasons for nomination as a Director candidate

Toshinari Endou possesses abundant experience and wide-ranging insight, having served as General Manager of Kuki Factory, General Manager of Ibaraki Factory, and Executive General Manager of Production Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2018. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
6	Toshinori Kai (November 16, 1965)	Number of shares of the Company held 22,643 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Dec.	1989:	Joined the Company
Apr.	2012:	General Manager of Osaka Sales Division, Kansai Branch
Apr.	2013:	General Manager of Okinawa Sales Branch
Jan.	2016:	General Manager of Kyushu Sales Branch
Apr.	2017:	General Manager of Tokyo Sales Branch
Mar.	2019:	Operating Officer of the Company, and General Manager of Tokyo Sales Branch
Mar.	2021:	Director of the Company, Senior Operating Officer, and Executive General Manager of Headquarter Sales Division
Jan.	2022:	Director of the Company, Senior Operating Officer, and Executive General Manager of Sales Division (to the present)

Reasons for nomination as a Director candidate

Toshinori Kai possesses abundant experience and wide-ranging insight, having served as General Manager of Okinawa Sales Branch, General Manager of Kyushu Sales Branch, General Manager of Tokyo Sales Branch, and Executive General Manager of Sales Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2021. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection	Outside	Independent
7	Naoya Hasegawa (November 7, 1958)	Number of shares of the Company held 1,409 shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

- Apr. 1982: Joined The Yasuda Fire & Marine Insurance Co., Ltd.
(currently Sompo Japan Insurance Inc.)
- Mar. 1998: Completed Master course, Division of Social Sciences, Hosei University Graduate School
Master of Business Administration
- Mar. 2002: Completed Master course, Division of Law, Waseda University Graduate School
Master of Laws
- Mar. 2005: Completed Doctor course, Graduate School of International Social Sciences, Yokohama National
University
Doctor of Business Administration
- Apr. 2011: **Professor, Faculty of Sustainability Studies, Department of Sustainability Studies, Hosei
University
(to the present)**
- Apr. 2020: **Sustainability Senior Advisor for Sapporo Holdings Limited
(to the present)**
- Mar. 2021: **Outside Director of the Company
(to the present)**
- Jun. 2021: **Outside Director of Nissan Tokyo Sales Holdings Co., Ltd.
(to the present)**
- Oct. 2022: **Outside Director (Audit and Supervisory Committee Member) of SILVER LIFE Co., Ltd.
(to the present)**

Reasons for nomination as an Outside Director candidate and summary of expected role

Naoya Hasegawa specializes in sustainability management, CSR (corporate social responsibility), corporate ethics and entrepreneurial history, and has a high level of insight and expertise. Although he has not been involved with corporate management in the past, he has a wealth of experience as a business person and an academic expert. We have therefore concluded that his skills are needed to build an SDGs strategy that enhances the corporate value of the Group, and, in addition to supervising management, we can expect him to provide opinions and advice on the Company's overall management from the perspective of improving corporate value over the medium to long term. He has therefore been nominated for another term as a candidate for Outside Director.

He is currently an Outside Director, and his total term service as an Outside Director will be two (2) years as of the end of this General Meeting of Shareholders.

No.	Kazuhisa Nishigai (July 29, 1950)	New election	Outside	Independent
8		Number of shares of the Company held – shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1975:	Joined Bridgestone Tire Co., Ltd. (currently Bridgestone Corporation)
Apr.	2004:	Director, Process Engineering Development Division
Jan.	2005:	Vice President and Officer
Oct.	2007:	Vice President and Senior Officer
Mar.	2008:	Member of the Board, Vice President and Senior Officer
Mar.	2010:	Representative Board Member, Senior Vice President
Mar.	2012:	COO and Representative Board Member
Mar.	2016:	Member of the Board, COO and Representative Executive Officer
Jan.	2019:	Member of the Board
Mar.	2019:	External Advisor (to the present)
Mar.	2020:	External Director of MODEC, Inc. (to the present)

Reasons for nomination as an Outside Director candidate and summary of expected role

Kazuhisa Nishigai possesses abundant experience and advanced insight as a corporate executive, having served as COO and representative director of a major manufacturing company. In addition, he has abundant business experience in production technology, plant operation, sales and other areas, as well as a high level of insight into global business in particular. We have therefore concluded that his skills are needed to enhance the corporate value of the Group, and, in addition to supervising management, we can expect him to provide opinions and advice on the Company's overall management from the perspective of improving corporate value over the medium to long term. He has therefore been nominated as a candidate for Outside Director.

- (Notes)
1. Figures for the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
 2. No relationships involving special interests exist between any of the candidates and the Company.
 3. Naoya Hasegawa and Kazuhisa Nishigai are candidates for appointment as Outside Directors.
 4. Naoya Hasegawa and the Company have concluded an agreement that limits his liability for damages as prescribed in Paragraph 1, Article 427 of the Companies Act, and also as set forth in the Company's Articles of Incorporation. As such, we intend to renew that agreement if he is elected. The agreement limits the maximum financial liability, to within amounts stipulated by laws and regulations. In addition, if Kazuhisa Nishigai is elected, the Company intends to enter into the same kind of agreement with him.
 5. The Company has notified the Tokyo Stock Exchange of the status of Naoya Hasegawa as an independent officer, and if he is elected, the Company plans to notify the Tokyo Stock Exchange of his status as an independent officer again. In addition, if Kazuhisa Nishigai is elected, the Company intends to notify the Tokyo Stock Exchange of his status as an independent officer.
 6. The Company has entered into a contract of directors and officers liability insurance (D&O insurance) with an insurance company as prescribed in Paragraph 1, Article 430-3 of the Companies Act, and intends to renew the insurance in April 2023. An overview of the insurance is provided below.
 - (1) The insured persons
The insured persons include Directors and Executive/Operating Officers of the Company, the directors and audit & supervisory board members of the consolidated subsidiaries and non-consolidated subsidiaries of the Company, and those who have retired from those positions.
 - (2) Percentage of liability for insured persons 0%
 - (3) Overview of insured events covered by insurance
The insurance covers damages which may arise from liability borne by the insured persons in the course of execution of their duties or claims pertaining to the pursuit of such liability.
 - (4) Measures to prevent inappropriate execution of duties
Reduced payment ratio and deductible amount, etc. have been established.

Proposal No. 2: Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all five (5) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders.

In that regard, the Company proposes the election of four (4) Directors who are Audit and Supervisory Committee Members. If this proposal is approved, the number of Directors who are Audit and Supervisory Committee Members will be reduced by one (1) to four (4). However, in light of the current status of the Company's audit system, including cooperation with the Internal Audit Division, we believe that the effectiveness of audits will continue to be ensured.

Note that approval has been received from the Audit and Supervisory Committee Members for this Proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name	Present position and responsibilities in the Company	
1	Yoshiharu Nohara	Director Chairperson of the Audit and Supervisory Committee (Audit and Supervisory Committee Member / Full-time)	Reelection
2	Katsuyuki Yamazaki	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Independent
3	Akitoshi Ishimoto	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Independent
4	Hiroko Noda	Outside Director (Audit and Supervisory Committee Member)	Reelection Outside Independent

Reelection: candidate for reelection as Director

Outside: candidate for Outside Director

Independent: candidate for independent officer as defined by the securities exchange

No.		<input type="checkbox"/> Reelection
1	Yoshiharu Nohara (July 28, 1960)	Number of shares of the Company held 26,261 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Sep.	1986:	Joined the Company
Apr.	2002:	General Manager of Accounting & Finance Division
Mar.	2012:	Operating Officer of the Company, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2013:	Operating Officer of the Company, and General Manager of Production Division
Sep.	2014:	Operating Officer of the Company, and General Manager of Kyoto Factory
Mar.	2017:	Director of the Company, and General Manager of Internal Audit Office
Mar.	2020:	Senior Operating Officer of the Company, and General Manager of Internal Audit Office
Mar.	2021:	Director of the Company (Audit and Supervisory Committee Member / Full-time) Chairperson of the Audit and Supervisory Committee (to the present)

Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member

Yoshiharu Nohara possesses abundant experience and wide-ranging insight needed to ensure sound and appropriate management of the Company, having served for many years as a Director of the Company and in other key management roles. In view of the above, he has been nominated for another term as a candidate for Director who is an Audit and Supervisory Committee Member, as he is deemed capable of properly executing his duties as an Audit and Supervisory Committee Member.

No.		<input type="checkbox"/> Reelection	<input type="checkbox"/> Outside	<input type="checkbox"/> Independent
2	Katsuyuki Yamazaki (September 23, 1947)	Number of shares of the Company held 18,012 shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1974:	Assistant Judge
Oct.	1977:	Registered with Tokyo Bar Association
Mar.	1999:	Partner Attorney at Kosaka & Yamazaki Law Office
Mar.	2014:	Outside Director of the Company
Mar.	2017:	Outside Director of the Company (Audit and Supervisory Committee Member) (to the present)
Aug.	2021:	Representative Attorney at Marunouchi First Law Office (formerly Kosaka & Yamazaki Law Office)
Mar.	2022:	Representative Attorney at Toranomom First General Law Offices (formerly Marunouchi First Law Office) (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role

Katsuyuki Yamazaki possesses abundant experience and advanced insight and specialization, having worked for many years as an attorney, and provides advice and proposals to ensure the legality of decision-making by the Board of Directors as an Outside Director of the Company who is an Audit and Supervisory Committee Member. Although he has not been involved with corporate management, as an attorney at law he is well versed in corporate legal affairs and has sufficient insight to govern corporate management. In view of the above, he has been nominated for another term as candidate for Outside Director who is an Audit and Supervisory Committee Member.

He is currently an Outside Director who is an Audit and Supervisory Committee Member, and his total term service as an Outside Director, including the period prior to the Company's shift to being a company with audit and supervisory committee, will be nine (9) years as of the end of this General Meeting of Shareholders.

No.	Akitoshi Ishimoto (June 1, 1962)	<input type="checkbox"/> Reelection	<input type="checkbox"/> Outside	<input type="checkbox"/> Independent
3		Number of shares of the Company held – shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

- Apr. 1990: Registered with Tokyo Bar Association
- Apr. 2000: **Established Ishimoto Akitoshi Law Office, Representative Attorney (to the present)**
- Apr. 2007: Outside Audit & Supervisory Board Member of Ai Holdings Corporation
- Sep. 2007: **Outside Director of HOUSECOM CORPORATION (to the present)**
- Mar. 2019: **Outside Director of the Company (Audit and Supervisory Committee Member) (to the present)**

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role

Akitoshi Ishimoto possesses abundant experience and advanced insight and specialization, having worked for many years as an attorney, and provides advice and proposals to ensure the legality of decision-making by the Board of Directors as an Outside Director of the Company who is an Audit and Supervisory Committee Member. Although he has not been involved with corporate management other than past service as an outside director or an outside audit & supervisory board member, as an attorney at law he is well versed in corporate legal affairs and has sufficient insight to govern corporate management. In view of the above, he has been nominated for another term as candidate for Outside Director who is an Audit and Supervisory Committee Member

He is currently an Outside Director who is an Audit and Supervisory Committee Member, and his total term service as an Outside Director will be four (4) years as of the end of this General Meeting of Shareholders.

No.	Hiroko Noda (July 3, 1960)	Reelection	Outside	Independent
4		Number of shares of the Company held – shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1987:	Joined Minato Audit Corporation (currently KPMG AZSA LLC)
Aug.	1987:	Joined Prudential Securities Incorporated Tokyo Branch
Mar.	1990:	Registered as a certified public accountant, Representative of NODA C.P.A. Accounting Firm (to the present)
Aug.	1992:	Joined Indosuez Bank S.A. (currently Crédit Agricole Bank S.A. and Crédit Agricole Securities AsiaBV) Tokyo Branch
Jun.	2000:	Joined Canadian Imperial Bank of Commerce Tokyo Branch
Jul.	2006:	Joined BUSICOM Co., Ltd.
Sep.	2007:	Established Prominent Consulting Co., Ltd. Representative Director
May	2010:	Established Probity Consulting Co., Ltd. Representative Director (to the present)
Apr.	2014:	Part-time lecturer of Asia University Graduate School of Asian and International Business Strategy (to the present)
Mar.	2019:	External Director of MODEC, Inc. (to the present)
Mar.	2019:	Outside Director of the Company (Audit and Supervisory Committee Member) (to the present)
Jun.	2021:	Outside Director of S.T. CORPORATION (to the present)
Jun.	2022:	Outside Director of CHORI CO., LTD. (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role

Hiroko Noda possesses abundant experience, considerable knowledge of finance and accounting, and sufficient insight into corporate management, having worked for many years as a certified public accountant and corporate manager. In view of the above, she has been nominated for another term as candidate for Outside Director who is an Audit and Supervisory Committee Member.

She is currently an Outside Director who is an Audit and Supervisory Committee Member, and her total term service as an Outside Director will be four (4) years as of the end of this General Meeting of Shareholders.

- (Notes)
- Figures for the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
 - No relationships involving special interests exist between any of the candidates and the Company.
 - Katsuyuki Yamazaki, Akitoshi Ishimoto and Hiroko Noda are candidates for appointment as Outside Directors.
 - Katsuyuki Yamazaki, Akitoshi Ishimoto and Hiroko Noda, and the Company have concluded agreements that limit their liability for damages as prescribed in Paragraph 1, Article 427 of the Companies Act of Japan, and also as set forth in the Company's Articles of Incorporation. As such, we intend to renew these agreements if they are elected. The agreement limits the maximum financial liability, to within amounts stipulated by laws and regulations.
 - The Company has notified the Tokyo Stock Exchange of the status of Katsuyuki Yamazaki, Akitoshi Ishimoto and Hiroko Noda as independent officers, and if they are elected, the Company plans to notify the Tokyo Stock Exchange of their status as independent officers again.
 - The Company has entered into a contract of directors and officers liability insurance (D&O insurance) with an insurance company as prescribed in Paragraph 1, Article 430-3 of the Companies Act, and intends to renew the insurance in April 2023. An overview of the insurance is provided below.
 - The insured persons
The insured persons include Directors and Executive/Operating Officers of the Company, the directors and audit & supervisory board members of the consolidated subsidiaries and non-consolidated subsidiaries of the Company, and those who have retired from those positions.
 - Percentage of liability for insured persons 0%
 - Overview of insured events covered by insurance
The insurance covers damages which may arise from liability borne by the insured persons in the course of execution of their duties or claims pertaining to the pursuit of such liability.
 - Measures to prevent inappropriate execution of duties
Reduced payment ratio and deductible amount, etc. have been established.

[Reference] Skill matrix of Directors

In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Group formulated the medium-term management plan, “NEXT100-PHASE2.1,” aspiring to be a resilient company that can respond to various changes in the external environment and aiming for sustainable growth together with society based on three key policies of incorporating SDGs into management, including decarbonization, utilizing digital transformation (DX) and accelerating the expansion of global development. Among the skills and areas of expertise expected of Directors, the skills and areas of expertise that are deemed to be particularly important for candidates for Director in order to achieve sustainable growth and enhance corporate value over the medium to long term are shown in the following table.

Directors (including current Directors and candidates)				Skills and areas of expertise expected of Directors					
				Corporate management	New business development	DX/ICT	Finance/Accounting	Legal/Risk management	Human resources/Diversity
Director	Hirohide Kawase	Male	Reelection	●	●	●		●	
	Makoto Hirowatari	Male	Reelection	●	●			●	
	Yasushi Hosomichi	Male	Reelection	●		●	●	●	●
	Toshihiko Mikami	Male	Reelection	●				●	
	Toshinari Endou	Male	Reelection	●		●		●	
	Toshinori Kai	Male	Reelection	●				●	
	Naoya Hasegawa	Male	Reelection Outside Independent		●		●	●	
	Kazuhisa Nishigai	Male	New election Outside Independent	●				●	
Director (Audit and Supervisory Committee Member)	Yoshiharu Nohara	Male	Reelection				●	●	
	Katsuyuki Yamazaki	Male	Reelection Outside Independent					●	
	Akitoshi Ishimoto	Male	Reelection Outside Independent					●	●
	Hiroko Noda	Female	Reelection Outside Independent				●	●	●

Directors (including current Directors and candidates)				Skills and areas of expertise expected of Directors				
				Global	Sales/ Marketing	R&D	Manufacturing/ Production technology	ESG/ Sustainability
Director	Hirohide Kawase	Male	Reelection		●	●	●	●
	Makoto Hirowatari	Male	Reelection	●	●	●	●	●
	Yasushi Hosomichi	Male	Reelection	●				
	Toshihiko Mikami	Male	Reelection		●	●	●	
	Toshinari Endou	Male	Reelection			●	●	●
	Toshinori Kai	Male	Reelection		●			
	Naoya Hasegawa	Male	Reelection Outside Independent					●
	Kazuhisa Nishigai	Male	New election Outside Independent	●	●	●	●	
Director (Audit and Supervisory Committee Member)	Yoshiharu Nohara	Male	Reelection				●	
	Katsuyuki Yamazaki	Male	Reelection Outside Independent					●
	Akitoshi Ishimoto	Male	Reelection Outside Independent					●
	Hiroko Noda	Female	Reelection Outside Independent	●				●

(Note) The above table does not show all the skills possessed by Directors.

Details of skills and areas of expertise expected of Directors

Corporate management	Experience in corporate management and business unit management
New business development	Experience as a person in charge of launching a new business
DX/ICT	Expertise in DX and ICT
Finance/Accounting	Expertise in financial and accounting
Legal/Risk management	Expertise in legal, compliance, and risk management
Human resources/Diversity	Expertise in human resources and diversity promotion
Global	Experience in overseas business development, etc.
Sales/Marketing	Expertise in sales and marketing
R&D	Expertise in R&D
Manufacturing/Production technology	Expertise in manufacturing and production technology
ESG/Sustainability	Expertise in ESG, such as environment, society (human resource development and social contribution), and governance Expertise in sustainability, including SDGs