

*(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.*

Securities Code: 6141  
March 10, 2023

To Our Shareholders

106 Kitakoriyama-cho,  
Yamato-Koriyama City, Nara  
**DMG MORI CO., LTD.**  
Masahiko Mori, President

## Notice of Convocation of the 75th Annual General Meeting of Shareholders

We hereby invite our shareholders to the 75th Annual General Meeting of Shareholders of DMG MORI CO., LTD. (the "Company"), which will be held as described below.

Please note that preventive measures against the spread of the novel coronavirus (COVID-19) will be implemented at the venue. We kindly ask for your cooperation if you attend in person. (For details, please refer to the attachment.)

In convening this General Meeting of Shareholders, the Company has taken measures for the electronic provision of information that consists of reference material, etc. (matters to be provided in electronic form). Accordingly, the reference material, etc. formerly delivered in paper together with this notice, is provided electronically and disclosed on our website.

Please access the following website to view the reference material, etc.:

The Company's website:

[https://www.dmgmori.co.jp/corporate/ir/stock/shareholders\\_meeting.html](https://www.dmgmori.co.jp/corporate/ir/stock/shareholders_meeting.html) (in Japanese only)

The matters to be provided in electronic form are also disclosed on the website of the Tokyo Stock Exchange (TSE), which can be accessed at the following link.

Tokyo Stock Exchange website (Listed Company Search)<sup>1</sup>:

<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do;jsessionid=00B070D0176EF890B48AEA7524BF1B512> (documents partly in Japanese)

If you do not wish to attend the meeting in person, you may also exercise your voting rights in advance either in writing or via the internet. In case of exercising your voting rights in advance, please do so no later than 5:00 p.m. on Monday, March 27, 2023, after reviewing the Reference Material for the General Meeting of Shareholders.

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<sup>1</sup> How to use the website of Tokyo Stock Exchange:

1) Open the link, enter "DMG MORI" under [Issue name (company name)] or our securities code "6141" under [Code] and click [Search].

2) Select [Basic information] and then [Documents for public inspection/PR information].

3) Refer to "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection".

<b>① Date and time</b>	Tuesday, March 28, 2023 at 1:00 p.m. (Admission of attendees begins at 12:00 a.m.)
<b>② Venue</b>	<b>Grand Hall, DMG MORI YAMATO KORIYAMAJO HALL</b> 211-3 Kitakoriyama-cho, Yamato-Koriyama City, Nara
<b>③ Agenda</b>	<p><b>Matters to be reported:</b></p> <ol style="list-style-type: none"> <li>1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 75th Fiscal Year (from January 1, 2022 to December 31, 2022)</li> <li>2. Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit &amp; Supervisory Board for the 75th Fiscal Year</li> </ol> <p><b>Matters to be resolved:</b></p> <p>Proposal 1: Appropriation of surplus  Proposal 2: Election of twelve (12) Directors  Proposal 3: Election of two (2) Audit &amp; Supervisory Board Members</p>
<b>④ About the matters to be provided in electronic form</b>	<p>In accordance with laws and regulations and Article 15 in the Articles of Incorporation of the Company, out of the matters to be included in the documents that contain the matters to be provided in electronic form, the following matters are disclosed on the websites of the Company and the Tokyo Stock Exchange. Accordingly, the following matters may only be viewed electronically and are not included if you requested the delivery of this notice and its reference materials, etc. in paper:</p> <ol style="list-style-type: none"> <li>1. “Matters Concerning Stock Acquisition Rights” and “Company Organization and Policies” in the Business Report</li> <li>2. “Consolidated Statements of Changes in Equity” and “Notes on Consolidated Financial Statements”</li> <li>3. “Non-consolidated Statements of Changes in Equity” and “Notes on Non-consolidated Financial Statements”</li> </ol> <p>Please note that the documents that contain the matters to be provided in electronic form constitute a part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit &amp; Supervisory Board Members for their audit report, and of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditor for their audit report.</p> <p>In the event of any modification to matters to be provided in electronic form the Company will release a notice and provide both the original and modified version on its website and on the Tokyo Stock Exchange website.</p> <p>The Company’s website:  <a href="https://www.dmgmori.co.jp/corporate/ir/stock/shareholders_meeting.html">https://www.dmgmori.co.jp/corporate/ir/stock/shareholders_meeting.html</a>  (in Japanese only)</p> <p>Tokyo Stock Exchange website (Listed Company Search):  <a href="https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do;jsessionid=00B070D0176EF890B48AEA7524BF1B512">https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do;jsessionid=00B070D0176EF890B48AEA7524BF1B512</a> (documents partly in Japanese)</p>

## Reference Material for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows:

#### Matters relating to year-end dividends

In consideration of the continuation of stable dividends, the operating results of the fiscal year, and the future business environment, the Company proposes to pay a year-end dividend for the current fiscal year as follows:

<b>Type of dividend</b>	Cash
<b>Allocation and total amount of the dividend assets</b>	¥40 per common share of the Company Total amount of dividends: ¥5,022,974,840 Since the interim dividend in the amount of ¥30 has been distributed, the annual dividend for the current fiscal year would be ¥70 per share (total amount of dividends: ¥8,790,218,570).
<b>Effective date of dividends of surplus</b>	March 29, 2023

## Proposal 2: Election of twelve (12) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. The proposal requests the election of twelve (12) Directors, which include five (5) External Directors, increasing the number of Directors by two (2) to strengthen the management system.

The candidates for Directors are as follows:

No.	Name	Position in the Company	Attendance at Board of Directors meetings	
1	<b>Masahiko Mori</b>	President	10/10	Reelection
2	<b>Hiroaki Tamai</b>	Executive Vice President	10/10	Reelection
3	<b>Hirotake Kobayashi</b>	Executive Vice President	10/10	Reelection
4	<b>Christian Thönes</b>	Vice President	8/10	Reelection
5	<b>Makoto Fujishima</b>	Vice President	10/10	Reelection
6	<b>James Nudo</b>	Vice President	10/10	Reelection
7	<b>Irene Bader</b>	Senior Executive Officer	–	New election
8	<b>Takashi Mitachi</b>	External Director	10/10	Reelection External Independent
9	<b>Makoto Nakajima</b>	External Director	10/10	Reelection External Independent
10	<b>Hiroko Watanabe</b>	External Director	10/10	Reelection External Independent
11	<b>Mamoru Mitsuishi</b>	–	–	New election External Independent
12	<b>Eriko Kawai</b>	–	–	New election External Independent

Reelection	Candidate for Director to be reelected
New election	Candidate for Director to be newly elected
External	Candidate for External Director
Independent	Independent officer as defined by the stock exchange

No. 1

## Masahiko Mori

Reelection



**Date of birth**  
September 16, 1961

**Number of the Company's shares held**  
3,591,485 shares

**Attendance at Board of Directors meetings**  
10/10

### Brief personal history, position, area of responsibility, and significant concurrent positions

Mar. 1985 Graduated from the Department of Precision Engineering, Faculty of Engineering, Kyoto University

Apr. 1985 Joined ITOCHU Corporation

Apr. 1993 Joined the Company

Jun. 1994 Director, General Manager, Planning / Management Office and International Affairs Department

Jun. 1996 Senior Director

Jun. 1997 Executive Director

Jun. 1999 President (incumbent)

Oct. 2003 Dr. Eng. of the University of Tokyo

Nov. 2009 Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT

May 2018 Chairman of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)

No. 2

## Hiroaki Tamai

Reelection



**Date of birth**  
March 20, 1960

**Number of the Company's shares held**  
107,500 shares

**Attendance at Board of Directors meetings**  
10/10

### Brief personal history, position, area of responsibility, and significant concurrent positions

Mar. 1983 Graduated from the Faculty of Commerce, Doshisha University

Mar. 1983 Joined the Company

Jun. 2003 Director, Executive General Manager, Administrative HQ

Jun. 2007 Senior Director, Executive General Manager, Administrative HQ

Jun. 2008 Executive Director, Executive General Manager, Administrative HQ

Jun. 2014 Executive Vice President, Director in charge of Sales and Engineering / Administration, Executive General Manager, Sales and Engineering HQ / Administrative HQ

Mar. 2016 Executive Vice President, Director in charge of Administration, Executive General Manager, Administrative HQ

Feb. 2020 Executive Vice President, Director in charge of Administration / Production, Executive General Manager, Administrative HQ (incumbent)



**Date of birth**  
December 25, 1954

**Number of the Company's shares held**  
46,900 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1977 Graduated from the Faculty of Economics, Keio University  
Apr. 1977 Joined Kirin Brewery Company, Limited (currently Kirin Holdings Company, Limited)  
Mar. 2012 Representative Director, Managing Director, Kirin Holdings Company, Limited  
Oct. 2015 Joined the Company  
Senior Executive Officer, Vice Executive General Manager, Accounting / Finance HQ  
Mar. 2016 Executive Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ  
Mar. 2017 Executive Vice President, Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ  
Jan. 2021 Executive Vice President, Director in charge of Accounting / Finance and Sales, Executive General Manager, Accounting / Finance HQ (incumbent)



**Date of birth**  
May 1, 1972

**Number of the Company's shares held**  
10,000 shares

**Attendance at Board of Directors meetings**  
8/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Jul. 1998 Graduated from the Business Management Department, University of Münster  
Aug. 1998 Joined GILDEMEISTER AKTIENGESELLSCHAFT (currently DMG MORI AKTIENGESELLSCHAFT)  
Nov. 2001 Managing Director, SAUER GmbH <sup>(Note)</sup> (currently DMG MORI Ultrasonic Lasertec GmbH)  
Jul. 2009 Managing Director, DECKEL MAHO Pfronten GmbH <sup>(Note)</sup>  
Jan. 2012 Executive Board Member, DMG MORI AKTIENGESELLSCHAFT  
Apr. 2016 Chairman of the Executive Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)  
Mar. 2019 Vice President, Director in charge of DMG MORI AKTIENGESELLSCHAFT of the Company (incumbent)

<sup>(Note)</sup> SAUER GmbH (currently DMG MORI Ultrasonic Lasertec GmbH) and DECKEL MAHO Pfronten GmbH are subsidiaries of DMG MORI AKTIENGESELLSCHAFT.



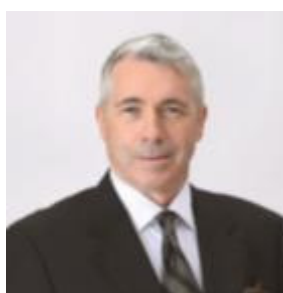
**Date of birth**  
March 18, 1958

**Number of the Company's shares held**  
42,900 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1981	Graduated from the Department of Electronic Engineering, Faculty of Engineering, Doshisha University
Mar. 1981	Joined the Company
Mar. 2001	General Manager, Control Technology Department
Sep. 2002	Dr. Eng. of Kyoto University
Jun. 2003	Director, General Manager, Control Technology Laboratory of the Company
Jun. 2005	Senior Director, Executive General Manager, Development / Manufacturing HQ (in charge of Development), General Manager, Information System Department
Apr. 2014	Senior Executive Officer, Manufacturing / Development / Quality HQ (in charge of Electrical Circuit / Control)
Jan. 2019	Senior Executive Officer, President, R&D HQ
Mar. 2019	Executive Director in charge of Research & Development, President, R&D HQ
Apr. 2021	Executive Director, Executive General Manager, Quality HQ
Aug. 2021	Vice President, Director in charge of Quality, Executive General Manager, Quality HQ (incumbent)



**Date of birth**  
May 30, 1954

**Number of the Company's shares held**  
3,300 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Jun. 1981	Juris Doctor of Loyola University Law School
Nov. 1981	Registered as Attorney at law in the State of Illinois, U.S.A. and the United States Federal Courts
Jun. 1982	Established Law Offices of James V. Nudo
Aug. 1992	Joined Yamazen, Inc.
Apr. 2003	Joined the Company
Jul. 2014	Operating Officer, General Manager, International Legal Department
Jan. 2017	Executive Officer, General Manager, International Legal / International Human Resources Department
Jan. 2019	Senior Executive Officer, President and Director, DMG MORI USA, Inc.
Mar. 2019	Executive Director in charge of the Americas, President and Director, DMG MORI USA, Inc.
Aug. 2021	Vice President, Director in charge of the Americas, CEO, DMG MORI AMERICAS HOLDING CORPORATION
Sep. 2022	Vice President, Director in charge of the Americas, President, DMG MORI AMERICAS HOLDING CORPORATION, Managing Director, DMG MORI EMEA GmbH (incumbent)

No. 7

Irene Bader

New election



**Date of birth**  
January 1, 1979

**Number of the  
Company's shares held**  
0 shares

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Jun. 1999	Graduated from Akademie für Sprachen und Wirtschaft
Mar. 2001	Joined DMG Büll & Strunz GmbH (currently DMG MORI Austria GmbH)
Jan. 2002	Technical Press and Marketing Manager, GILDEMEISTER AKTIENGESELLSCHAFT (currently DMG MORI AKTIENGESELLSCHAFT)
Apr. 2005	Marketing Manager, MORI SEIKI GmbH (currently DMG MORI Global Marketing GmbH)
Mar. 2012	MBA from The Open University Business School
May 2016	Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT (incumbent)
Jan. 2017	Operating Officer in charge of Global Corporate Communication
Jan. 2019	Executive Officer in charge of Global Corporate Communication
Jan. 2023	Senior Executive Officer in charge of Global Corporate Communication (incumbent)

No. 8

Takashi Mitachi

Reelection

External

Independent



**Date of birth**  
January 21, 1957

**Number of the  
Company's shares held**  
3,700 shares

**Attendance at Board of  
Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1979	Graduated from the Faculty of Letters, Kyoto University
Apr. 1979	Joined Japan Airlines Co., Ltd.
Jun. 1992	Received MBA from Harvard Business School
Oct. 1993	Joined The Boston Consulting Group
Jan. 2005	Japan Co-chair, The Boston Consulting Group
Mar. 2016	Outside Director, Rakuten, Inc. (currently Rakuten Group, Inc.) (incumbent)
Mar. 2017	External Director of the Company (incumbent) Outside Director, Unicharm Corporation
Jun. 2017	Director (Outside Director), Tokio Marine Holdings, Inc. (incumbent)
Oct. 2017	Senior Advisor, The Boston Consulting Group
Jun. 2022	Outside Director, Sumitomo Corporation (incumbent)





**Date of birth**  
January 2, 1952

**Number of the Company's shares held**  
1,000 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1974	Graduated from the Faculty of Law, The University of Tokyo
Apr. 1974	Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)
Jan. 2001	Director-General, Kansai Bureau of Economy, Trade and Industry, Ministry of Economy, Trade and Industry
Jun. 2004	Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry
Sep. 2005	Commissioner, Japan Patent Office
Jul. 2007	Retired from office
Feb. 2008	Consultant, Sumitomo Electric Industries, Ltd.
Apr. 2009	Registered as Attorney at law
Oct. 2009	Managing Executive Officer, Sumitomo Electric Industries, Ltd.
Jun. 2010	Managing Director, Sumitomo Electric Industries, Ltd.
Jun. 2014	Representative Senior Managing Director, Sumitomo Electric Industries, Ltd.
Jun. 2016	Vice Chairman and Senior Executive Managing Director, Japan Institute of Invention and Innovation
Mar. 2017	External Director of the Company (incumbent)
Jun. 2021	Advisor, Japan Institute of Invention and Innovation (incumbent)



**Date of birth**  
June 25, 1960

**Number of the Company's shares held**  
0 shares

**Attendance at Board of Directors meetings**  
10/10

**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1984	Graduated from the Faculty of Humanities, Jissen Women's University
Mar. 1986	Joined Fuji Electronics Industry Co., Ltd.
Jun. 1998	Director, Fuji Electronics Industry Co., Ltd.
Apr. 1999	Managing Director, Fuji Electronics Industry Co., Ltd.
Jun. 2008	President, Fuji Electronics Industry Co., Ltd. (incumbent)
May 2009	Director, Osaka Prefectural Manufacturing & Industrial Association (incumbent)
Jun. 2009	Director, Japan Metal Heat Treatment Association (incumbent)
May 2016	Director, Japan Industrial Furnace Manufacturers Association (incumbent) Chairperson, Monozukuri Nadeshiko
Jun. 2017	Awarded by the Prime Minister for distinguished contribution toward the creation of a gender-equal society
Jan. 2021	Temporary Member, Council for Small and Medium Enterprise Policy, Ministry of Economy, Trade and Industry
Mar. 2021	External Director of the Company (incumbent)
Apr. 2021	Chairperson, Monozukuri Nadeshiko (incumbent)

No. 11

**Mamoru Mitsuishi**

New election

External

Independent

**Date of birth**

September 1, 1956

**Number of the Company's shares held**  
0 shares**Brief personal history, position, area of responsibility, and significant concurrent positions**

Mar. 1979	Graduated from the Faculty of Science, The University of Tokyo
Mar. 1981	Graduated from the Faculty of Engineering, The University of Tokyo
Mar. 1986	Completed the Department of Mechanical Engineering, Graduate School of Engineering, The University of Tokyo (Doctor of Engineering)
Apr. 1986	Lecturer, Faculty of Engineering, The University of Tokyo (Department of Industrial Mechanical Engineering)
Apr. 1989	Assistant Professor, Faculty of Engineering, The University of Tokyo (Department of Industrial Mechanical Engineering)
Aug. 1999	Professor, Graduate School of Engineering, The University of Tokyo (Department of Industrial Mechanical Engineering)
Apr. 2014	Dean of the Graduate School of Engineering and Dean of the Faculty of Engineering, The University of Tokyo
Apr. 2017	University Executive Director and Vice President, The University of Tokyo
Feb. 2019	Representative Director, CIRP JAPAN
Aug. 2019	President, CIRP (International Academy for Production Engineering)
Apr. 2022	Director, National Institution for Academic Degrees and Quality Enhancement of Higher Education (incumbent) Specially Appointed Professor, Teikyo University Advanced Comprehensive Research Organization (incumbent) Researcher and Visiting Professor, Future Robotics Organization, Waseda University (incumbent)
Jun. 2022	Professor Emeritus, The University of Tokyo

No. 12

**Eriko Kawai**

New election

External

Independent

**Date of birth**

April 28, 1958

**Number of the Company's shares held**  
0 shares**Brief personal history, position, area of responsibility, and significant concurrent positions**

Sep. 1981	Graduated from Harvard University
Oct. 1981	Joined Nomura Research Institute, Ltd.
Jun. 1985	MBA from INSEAD (Institut Européen d'Administration des Affaires)
Sep. 1985	Management Consultant, McKinsey & Company
Oct. 1986	Fund Manager, Mercury Asset Management, SG Warburg
Nov. 1995	Director and Executive Officer in charge of Investment (CIO), Yamaichi Regent ABC Polska
Jul. 1998	Pension Fund Administrator, BIS (Bank for International Settlements)
Oct. 2004	Pension Fund Administrator, OECD (Organization for Economic Cooperation and Development)
Apr. 2012	Professor, Organization for the Promotion of Excellence in Higher Education, Kyoto University
Jun. 2018	Outside Director, Daiwa Securities Group Inc. (incumbent)
Mar. 2021	Outside Audit & Supervisory Board Member, Yamaha Motor Co., Ltd. (incumbent)
Apr. 2021	Professor Emeritus, Kyoto University
Jun. 2021	Outside Director, Mitsui Fudosan Co., Ltd. (incumbent)

1. There are no special interests between each of the candidates for Directors and the Company.
2. Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, and Eriko Kawai are candidates for External Directors fulfilling the requirements stipulated in Article 2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act.
3. Reasons for nominating Takashi Mitachi, Makoto Nakajima, Hiroko Watanabe, Mamoru Mitsuishi, and Eriko Kawai as candidates for External Directors are as follows:

- (1) Takashi Mitachi has rich experience and expertise as a management consultant and manager with the Boston Consulting Group. Therefore, this proposal requests the election of Takashi Mitachi as an External Director with the expectation that he will utilize his experience and expertise in the management of the Company. Takashi Mitachi retired from the position of Senior Advisor of The Boston Consulting Group in December 2021. Moreover, whereas the Company engages in transactions with The Boston Consulting Group, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Takashi Mitachi.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2020	281	0.09%
2021	322	0.08%
2022	429	0.09%

- (2) Makoto Nakajima has served in roles such as Commissioner of Japan Patent Office and Representative Director of Sumitomo Electric Industries, Ltd. during his career, and has qualifications as an attorney at law. As such, this proposal requests the election of Makoto Nakajima as an External Director with the expectation that he will utilize his rich managerial experience along with his insight as a legal professional in the management of the Company. In June 2016, Makoto Nakajima retired from the position of Representative Senior Managing Director of Sumitomo Electric Industries, Ltd. Moreover, whereas the Company engages in transactions with Sumitomo Electric Industries, Ltd., the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Makoto Nakajima.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2020	117	0.04%
2021	–	–
2022	87	0.02%

- (3) Hiroko Watanabe has rich experience and knowledge as a manager as well as a director of industrial associations in the metal heat treatment industry, which like machine tools supports the manufacturing industry. As such, this proposal requests the election of Hiroko Watanabe as an External Director with the expectation that she will utilize her experience and knowledge in the management of the Company. Currently, Hiroko Watanabe has assumed the position of President of Fuji Electronics Industry Co., Ltd. Moreover, whereas the Company engages in transactions with Fuji Electronics Industry Co., Ltd., the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Hiroko Watanabe.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2020	206	0.06%
2021	14	0.00%
2022	16	0.00%

- (4) Mamoru Mitsuishi has served as a professor and as the Dean of the Graduate School of Engineering and of the Faculty of Engineering at the University of Tokyo. This proposal requests the election of Mamoru Mitsuishi as an External Director with the expectation that he will utilize his extensive knowledge and rich experience in fields such as precision mechanical engineering in the management of the Company. Mamoru Mitsuishi retired from the position of Executive Director and Vice President of the University of Tokyo in March 2021. Moreover, whereas the Company engages in transactions (joint research and donations) with the University of Tokyo, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Mamoru Mitsuishi.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2020	9	0.00%
2021	14	0.00%
2022	19	0.00%

- (5) The Company has nominated Eriko Kawai as a candidate for External Director in the belief that she will utilize her wealth of experience in international companies and organizations and her experience and achievements as a manager in the management of the Company.
4. Although Mamoru Mitsuishi does not have the experience of being directly involved in corporate management, based on his extensive knowledge in the technological field, experience and insight as Executive Director and Vice President of the University of Tokyo and an officer of academic organizations, etc., the Company has judged that he will be able to appropriately carry out his duties as an External Director. Accordingly, the Company has nominated him as a candidate for External Director.
5. Takashi Mitachi, Makoto Nakajima, and Hiroko Watanabe currently serve as External Directors of the Company. At the conclusion of this General Meeting of Shareholders, their terms of office as External Director will have been six years for Takashi Mitachi and Makoto Nakajima, and two years for Hiroko Watanabe.
6. The Company has concluded agreements with Takashi Mitachi, Makoto Nakajima, and Hiroko Watanabe to restrict their liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. In the event that the three candidates are reelected, the Company plans to maintain the current agreements. An overview of these agreements is provided below.
- If the External Director is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act.
- In the event that Mamoru Mitsuishi and Eriko Kawai are elected as Directors, the Company plans to conclude the same agreement restricting their liability for damages.
7. The Company has entered into a contract of directors and officers liability insurance with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the details of the insurance contract is provided on page 31 of the Business Report (in Japanese only). If the election of each candidate for Director is approved, they will continue to be included as an insured person in the insurance contract. In addition, when the insurance contract is renewed next time, the Company plans to renew it with the same terms.
8. The Company has filed a notification to the Tokyo Stock Exchange, Inc. explaining that Takashi Mitachi, Makoto Nakajima, and Hiroko Watanabe have been reappointed, and Mamoru Mitsuishi and Eriko Kawai have been newly appointed as independent officers, pursuant to the provisions prescribed by the said exchange.

## Proposal 3: Election of two (2) Audit & Supervisory Board Members

At the conclusion of this General Meeting of Shareholders, the terms of office of the Audit & Supervisory Board Members Toshio Kawayama and Yoshinori Kawamura will expire. This proposal requests the election of two (2) Audit & Supervisory Board Members. The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

No. 1 **Masahiro Yanagihara**

**New election**



### Brief personal history, position, and significant concurrent positions

Mar. 1983	Graduated from the School of Economics, Kwansei Gakuin University
Mar. 1983	Joined the Company
Mar. 1998	President, MORI SEIKI FRANCE S.A.
May 2005	General Manager, Americas Department
Apr. 2010	Operating Officer, General Manager of President's Office and Public Relations Department
Apr. 2014	Operating Officer and Vice Executive General Manager, Administrative HQ
Nov. 2017	Senior Director and General Manager, Secretarial Department (incumbent)

**Date of birth**  
December 18, 1960

**Number of the Company's shares held**  
18,200 shares

No. 2 **Yoshinori Kawamura**

**Reelection**

**External**

**Independent**



### Brief personal history, position, and significant concurrent positions

Mar. 1975	Graduated from the Faculty of Economics, Kyoto University
Apr. 1975	Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)
Jun. 2002	Director and General Manager of the Structured Finance Department, Sumitomo Mitsui Banking Corporation
Jun. 2005	Managing Director and Head of the Americas Division, Sumitomo Mitsui Banking Corporation
Apr. 2008	Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation
Apr. 2009	Deputy President, Member of the Board, Sumitomo Mitsui Banking Corporation
Jun. 2011	President, Sumitomo Mitsui Finance and Leasing Company, Limited
Jun. 2017	Special Adviser, Sumitomo Mitsui Finance and Leasing Company, Limited Director, HANSHIN ELECTRIC RAILWAY CO., LTD. (part-time, incumbent)
Jun. 2018	External Director, Japan Bank for International Cooperation (incumbent)
Mar. 2019	External Audit & Supervisory Board Member of the Company (incumbent)

**Date of birth**  
April 15, 1952

**Number of the Company's shares held**  
0 shares

**Attendance at Board of Directors meetings**  
10/10

**Attendance at Audit & Supervisory Board meetings**  
15/15

1. There are no special interests between each of the candidates for Audit & Supervisory Board Members and the Company.
2. Yoshinori Kawamura is a candidate for External Audit & Supervisory Board Member fulfilling the requirements stipulated in Article 2, paragraph (3), item (viii) of the Regulations for Enforcement of the Companies Act.
3. The reasons for nominating Yoshinori Kawamura as a candidate for External Audit & Supervisory Board Member are as follows:

Yoshinori Kawamura is nominated as an External Audit & Supervisory Board Member so that the Company's auditing system can benefit from his extensive business experience and insight gained from many years of involvement in the management of financial institutions. Yoshinori Kawamura retired from the position of President of Sumitomo Mitsui Finance and Leasing Company in June 2017. Moreover, whereas the Company engages in transactions with Sumitomo Mitsui Finance and Leasing Company, the amounts transacted and the corresponding value of that business as a percentage of the Company's consolidated sales for the past three years, as listed below, are negligible, and the Company has determined that this is not something that affects the independence of Yoshinori Kawamura.

Year	Transaction amount (Millions of yen)	Proportion to Company's consolidated sales
2020	1,364	0.42%
2021	1,101	0.28%
2022	1,153	0.24%

4. Yoshinori Kawamura currently serves as an External Audit & Supervisory Board Member of the Company. At the conclusion of this General Meeting of Shareholders, his term of office as External Audit & Supervisory Board Member will have been four years.
5. The Company has concluded agreements with Yoshinori Kawamura to restrict his liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. In the event that he is reelected, the Company plans to maintain the current agreement. An overview of the agreement is provided below.
  - If the External Audit & Supervisory Board Member is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, paragraph (1) pursuant to the provisions of Article 427, paragraph (1) of the same Act.
6. The Company has entered into a contract of directors and officers liability insurance with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. A summary of the details of the insurance contract is provided on page 31 of the Business Report (in Japanese only). If the election of each candidate for Audit & Supervisory Board Member is approved, they will continue to be included as an insured person under the insurance contract. In addition, when the insurance contract is renewed next time, the Company plans to renew it with the same terms.
7. The Company has filed a notification to the Tokyo Stock Exchange, Inc. explaining that Yoshinori Kawamura has been reappointed as an independent officer, pursuant to the provisions prescribed by the said exchange.