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In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

Securities code: 6454  
Date of issue: May 29, 2023  
Start date of electronic provision measures: May 23, 2023

To our shareholders:

Mitsuteru Kurosawa  
President  
**MAX Co., Ltd.**  
6-6 Nihonbashi Hakozaiki-cho, Chuo-ku, Tokyo, JAPAN

## **Notice of the 92nd Ordinary General Meeting of Shareholders**

We are pleased to announce the 92nd Ordinary General Meeting of Shareholders of MAX Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has adopted electronic provision measures for providing information contained in the Reference Documents for the General Meeting of Shareholders (the electronic provision measures matters), and has posted this information on the following websites on the Internet. Please access any of these websites to confirm the information.

The Company’s website: <https://www.max-ltd.co.jp/about/ir/stock/meeting.html> (in Japanese)  
General Meeting of Shareholders Materials Website: <https://d.sokai.jp/6454/teiji/> (in Japanese)  
Tokyo Stock Exchange (TSE) website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Please access the TSE website above, enter the Company’s name “Max” in “Issue name (company name)” or the securities code “6454” in “Code,” select “Basic Information” and “Documents for public inspection/PR information” in that order, and check the latest version of “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

We kindly ask you to exercise your voting rights according to any of the following methods. We ask that you please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders.

### **Guide to Voting**

#### For those not attending the General Meeting of Shareholders

Please indicate your approval or disapproval of the proposals on the voting form and return it by postal mail to reach us no later than Tuesday, June 27, 2023 at 5:30 p.m. (Japan Standard Time).

#### For those attending the General Meeting of Shareholders

Please submit the voting form at the venue reception on the day of the General Meeting of Shareholders.

Date and Time: Wednesday, June 28, 2023 at 10:00 a.m. (Japan Standard Time)

## Meeting Details

**Date and time:** Wednesday, June 28, 2023 at 10:00 a.m. (Japan Standard Time)  
(Registration begins at 9:00 a.m.)

**Venue:** 8th Floor Conference Room, MAX Co., Ltd. Head office  
6-6 Nihonbashi Hakozaiki-cho, Chuo-ku, Tokyo

**Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 92nd Term (from April 1, 2022 to March 31, 2023), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 92nd Term (from April 1, 2022 to March 31, 2023)

**Items to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No. 3:** Determination of Remuneration for Granting Restricted Shares to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) and Revision of the Amount of Remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No. 4:** Payment of Bonuses to Directors (excluding Directors who are Audit and Supervisory Committee Members)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividends

The Company recognizes the return of profits to shareholders as one of its most important management policies and has established a basic policy on profit distribution to “expand profits from business activities through sustainable growth and provide long-term and stable profit distribution.”

Based on this policy, the Company has established a dividend policy to “aim for a dividend payout ratio of 50% based on consolidated financial results, with a ratio of dividends to net assets of at least 3.5%.”

Based on the situation in the fiscal year under review, the Company will apply this new dividend policy to the fiscal year under review and proposes a year-end dividend of ¥78 per share, an increase of ¥14 per share from the previous fiscal year.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

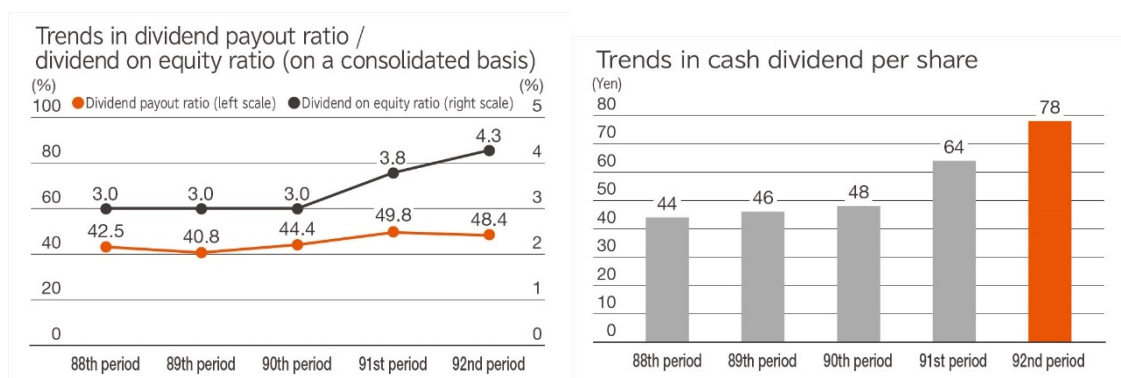
¥78 per common share of the Company

Total amount of dividends: ¥3,689,567,778

(3) Effective date of distribution of dividends of surplus

June 29, 2023

### Reference



**Proposal No. 2: Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The term of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) expires at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) Directors based on recommendations of the Nomination Advisory Committee, the majority of which are Independent Outside Directors.

This proposal was examined in advance by the Audit and Supervisory Committee and no particular issues were found that should be raised.

No.	Name	Current position and responsibilities at the Company	Attendance at meetings of the Board of Directors
1	Masahito Yamamoto [Reelection]	Managing Director Senior Executive Officer and General Manager of Sales Division in charge of Industrial Equipment Segment	17/17
2	Tatsushi Ogawa [Reelection]	Managing Director Senior Executive Officer and General Manager of Manufacturing Division	17/17
3	Yoshihiro Kaku [Reelection]	Managing Director Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Human Resources, IT Systems	17/17
4	Hideyuki Ishii [New election]	Executive Officer and General Manager of Manufacturing Department, Manufacturing Division	-
5	Koji Kato [New election]	Executive Officer, General Manager of Research and Development Division and General Manager of Residential Environment OP Design Department	-
6	Kako Kurasawa [New election] [Outside Director]	-	-

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Kako Kurasawa is a candidate for Outside Director.
  3. Limited liability agreement with the candidate for Outside Director  
The Company's Articles of Incorporation state that it can enter into an agreement with Directors (excluding Directors who are Executive Directors) that limits their liability toward the Company and establishes the minimum liability amount stipulated by laws and regulations in case the Directors fulfill the requirements stipulated by laws and regulations, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. If Kako Kurasawa is elected and assumes the office, the Company plans to enter into the limited liability agreement as stated above with her pursuant to the provisions of the Articles of Incorporation.
  4. The Company has concluded a directors and officers liability insurance (D&O Insurance) contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance contract indemnifies the insured, including Directors of the Company, against damages arising from liabilities in connection with the execution of their duties, and from claims received related to the pursuit of such liabilities. If all candidates are elected and assume the office, they will be insured under the said insurance contract. The Company plans to renew the contract with the same terms and conditions at the time of renewal in January 2024.
  5. If candidate for Outside Director Kako Kurasawa is elected and assumes the office, the Company plans to designate her as an independent officer as provided for by the Tokyo Stock Exchange and submit a notification to the Exchange. Kako Kurasawa satisfies the Company's standards concerning the

independence of Outside Directors. For details of the standards, please refer to “Standards for Determining the Independence of Outside Directors” on pages 14-15.

6. Kako Kurasawa’s name on her family register is Kako Kuroda.

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned																				
1	<p>Masahito Yamamoto (March 19, 1964) 59 years old [Reelection]</p> <p>Tenure as Director Three (3) years</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; padding: 5px;">April 1987</td> <td style="padding: 5px;">Joined the Company</td> </tr> <tr> <td style="padding: 5px;">April 2007</td> <td style="padding: 5px;">Representative Director and President of MAX USA CORP. (attached to the International Sales Department, Sales Division of the Company)</td> </tr> <tr> <td style="padding: 5px;">May 2014</td> <td style="padding: 5px;">Deputy General Manager of RB Business Planning Department, Sales Division</td> </tr> <tr> <td style="padding: 5px;">October 2015</td> <td style="padding: 5px;">General Manager of IP Division, International Sales Department and General Manager of RB Business Planning Department, Sales Division</td> </tr> <tr> <td style="padding: 5px;">April 2017</td> <td style="padding: 5px;">Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department</td> </tr> <tr> <td style="padding: 5px;">April 2018</td> <td style="padding: 5px;">Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department and Industrial Equipment Segment</td> </tr> <tr> <td style="padding: 5px;">October 2018</td> <td style="padding: 5px;">Senior Executive Officer in charge of Industrial Equipment Segment, Sales Division, General Manager of International Sales Department, General Manager of IP Division and in charge of RB Business Planning Department</td> </tr> <tr> <td style="padding: 5px;">June 2020</td> <td style="padding: 5px;">Director, Senior Executive Officer and General Manager of Sales Division</td> </tr> <tr> <td style="padding: 5px;">April 2021</td> <td style="padding: 5px;">Managing Director, Senior Executive Officer and General Manager of Sales Division</td> </tr> <tr> <td style="padding: 5px;">April 2023</td> <td style="padding: 5px;">Managing Director, Senior Executive Officer and General Manager of Sales Division in charge of Industrial Equipment Segment (present position)</td> </tr> </table> <p><b>Reasons for nomination as candidate for Director</b>  Masahito Yamamoto has in-depth knowledge of technology and overseas markets, having served as President of the Company's sales subsidiary in the U.S. after working in the production technology department. He also has a wealth of experience in the Group's businesses and corporate management, having served as General Manager of the International Sales Department from 2017 and as General Manager of the Sales Division since 2020. The Company has determined that he will be able to continue to properly fulfill a role in executing and supervising the Group's management as Director by utilizing his professional experience, and has therefore, nominated him as a candidate for Director.</p>	April 1987	Joined the Company	April 2007	Representative Director and President of MAX USA CORP. (attached to the International Sales Department, Sales Division of the Company)	May 2014	Deputy General Manager of RB Business Planning Department, Sales Division	October 2015	General Manager of IP Division, International Sales Department and General Manager of RB Business Planning Department, Sales Division	April 2017	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department	April 2018	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department and Industrial Equipment Segment	October 2018	Senior Executive Officer in charge of Industrial Equipment Segment, Sales Division, General Manager of International Sales Department, General Manager of IP Division and in charge of RB Business Planning Department	June 2020	Director, Senior Executive Officer and General Manager of Sales Division	April 2021	Managing Director, Senior Executive Officer and General Manager of Sales Division	April 2023	Managing Director, Senior Executive Officer and General Manager of Sales Division in charge of Industrial Equipment Segment (present position)	13,200
April 1987	Joined the Company																						
April 2007	Representative Director and President of MAX USA CORP. (attached to the International Sales Department, Sales Division of the Company)																						
May 2014	Deputy General Manager of RB Business Planning Department, Sales Division																						
October 2015	General Manager of IP Division, International Sales Department and General Manager of RB Business Planning Department, Sales Division																						
April 2017	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department																						
April 2018	Executive Officer, General Manager of International Sales Department, Sales Division, General Manager of IP Division and in charge of RB Business Planning Department and Industrial Equipment Segment																						
October 2018	Senior Executive Officer in charge of Industrial Equipment Segment, Sales Division, General Manager of International Sales Department, General Manager of IP Division and in charge of RB Business Planning Department																						
June 2020	Director, Senior Executive Officer and General Manager of Sales Division																						
April 2021	Managing Director, Senior Executive Officer and General Manager of Sales Division																						
April 2023	Managing Director, Senior Executive Officer and General Manager of Sales Division in charge of Industrial Equipment Segment (present position)																						

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Tatsushi Ogawa (September 9, 1964) 58 years old</p> <p>[Reelection]</p> <p>Tenure as Director Three (3) years</p>	<p>April 1988      Joined the Company</p> <p>October 2010    Deputy Manager of No. 1 Design Group, Research and Development Division</p> <p>October 2012    General Manager of No. 1 Design Group, Design Development Department, Research and Development Division</p> <p>October 2013    General Manager of Research and Development Department</p> <p>April 2015      Executive Officer, General Manager of Design Development Department, Research and Development Division and General Manager of Design Quality Evaluation Group</p> <p>April 2017      Executive Officer, General Manager of Research and Development Division, General Manager of Design Development Department and General Manager of Design Quality Evaluation Group</p> <p>October 2019    Senior Executive Officer, General Manager of Research and Development Division, General Manager of Design Development Department and General Manager of Design Quality Evaluation Group</p> <p>June 2020      Director, Senior Executive Officer and General Manager of Research and Development Division</p> <p>June 2021      Managing Director, Senior Executive Officer and General Manager of Manufacturing Division (present position)</p> <p><b>Reasons for nomination as candidate for Director</b> Tatsushi Ogawa has deepened his technical knowledge through development and design work in the industrial equipment department, and has a wealth of experience in the Group's businesses and corporate management, having served as General Manager of Manufacturing Division since 2021 and serving as General Manager of Research and Development Division from 2017 after serving as General Manager of Research and Development Department and General Manager of Design Development Department, Research and Development Division. The Company has determined that he will be able to continue to properly fulfill a role in executing and supervising the Group's management as Director by utilizing his professional experience, and has therefore, nominated him as a candidate for Director.</p>	10,600

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p data-bbox="300 936 496 1061">Yoshihiro Kaku (October 1, 1961) 61 years old</p> <p data-bbox="331 1122 464 1155">[Reelection]</p> <p data-bbox="300 1216 496 1294">Tenure as Director Two (2) years</p>	<p data-bbox="520 421 1265 454">April 1985      Joined the Company</p> <p data-bbox="520 465 1265 533">April 2011      General Manager of Corporate Planning Department</p> <p data-bbox="520 544 1265 611">April 2012      Executive Officer and General Manager of Corporate Planning Department</p> <p data-bbox="520 622 1265 689">June 2013      Director, Executive Officer and General Manager of Corporate Planning Department</p> <p data-bbox="520 701 1265 790">October 2013    Director, Executive Officer and General Manager of International Sales Department, Sales Division</p> <p data-bbox="520 801 1265 969">June 2015      Resigned as Director due to the Company's transition to a company with Audit and Supervisory Committee; Managing Executive Officer and General Manager of International Sales Department, Sales Division</p> <p data-bbox="520 981 1265 1048">April 2017      Managing Executive Officer and General Manager of Sales Management, Sales Division</p> <p data-bbox="520 1059 1265 1149">April 2018      Managing Executive Officer in charge of Office Equipment Segment and General Manager of Sales Management, Sales Division</p> <p data-bbox="520 1160 1265 1249">October 2018    Senior Executive Officer in charge of Office Equipment Segment and General Manager of Sales Management, Sales Division</p> <p data-bbox="520 1261 1265 1395">April 2021      Senior Executive Officer in charge of Office Equipment Segment, General Manager of Administration Group and General Manager of Sales Management, Sales Division</p> <p data-bbox="520 1406 1265 1541">June 2021      Director, Senior Executive Officer in charge of Office Equipment Segment, General Manager of Administration Group and General Manager of Sales Management, Sales Division</p> <p data-bbox="520 1552 1265 1709">October 2021    Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Internal Audit, Human Resources, IT Systems</p> <p data-bbox="520 1720 1265 1865">April 2022      Managing Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Internal Audit, Human Resources, IT Systems</p>	17,600



No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
		<p data-bbox="520 488 1246 645">October 2022      Managing Director, Senior Executive Officer and General Manager of Corporate Planning Department in charge of Investor Relations and Public Relations, ESG Promotion, Human Resources, IT Systems (present position)</p> <p data-bbox="520 656 1246 965"><b>Reasons for nomination as candidate for Director</b> Yoshihiro Kaku has a wealth of experience in the Group's businesses and corporate management through the execution of his duties in the sales and corporate planning departments. He also has a rich international perspective from his experience as General Manager of International Sales Department. The Company has determined that he will be able to continue to properly fulfill a role in executing and supervising the Group's management as Director by utilizing his professional experience, and has therefore, nominated him as a candidate for Director.</p>	

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Hideyuki Ishii (June 8, 1963) 59 years old</p> <p>[New election]</p>	<p>April 1989      Joined the Company</p> <p>April 2014      Representative Director and President of MAX (THAILAND) CO., LTD. (attached to the Manufacturing Division of the Company)</p> <p>October 2019    Executive Officer, Representative Director and President of MAX (THAILAND) CO., LTD. (attached to the Manufacturing Division of the Company)</p> <p>April 2020      Executive Officer and General Manager of Manufacturing and Logistics System Department, Manufacturing Division</p> <p>October 2020    Executive Officer and General Manager of Manufacturing Department, Manufacturing Division (present position)</p> <hr/> <p><b>Reasons for nomination as candidate for Director</b> Hideyuki Ishii currently oversees the departments related to production management, and has a wealth of experience in the Group's businesses and corporate management, having served as President of the production subsidiary in Thailand from 2014 after increasing his knowledge regarding production technology through his work in the production technology department in the industrial equipment department. The Company has determined that he will be able to properly fulfill a role in executing and supervising the Group's management as Director by utilizing his professional experience, and has therefore, nominated him as a candidate for Director.</p>	8,900

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p>Koji Kato (March 1, 1965) 58 years old  [New election]</p>	<p>October 2004      Joined the Company</p> <p>October 2013      Deputy Manager of No. 6 Design Group, Design Development Department, Research and Development Division</p> <p>April 2015          Deputy Manager of No. 3 Design Group, Design Development Department, Research and Development Division</p> <p>October 2017        General Manager of No. 3 Design Group, Design Development Department, Research and Development Division</p> <p>April 2021          Executive Officer and General Manager of Design Development Department, Research and Development Division</p> <p>June 2021          Executive Officer, General Manager of Research and Development Division and General Manager of Design Development Department</p> <p>April 2022          Executive Officer, General Manager of Research and Development Division and General Manager of Residential Environment OP Design Department (present position)</p> <hr/> <p><b>Reasons for nomination as candidate for Director</b> Koji Kato has increased his technical knowledge of industrial equipment through development and design work in the industrial equipment department after joining the Company, and has a wealth of experience in the Group's businesses and corporate management. In addition, he has led the Group's overall research and development since 2021 through his duties as General Manager of Design Development Department and General Manager of Research and Development Division. The Company has determined that he will be able to properly fulfill a role in executing and supervising the Group's management as Director by utilizing his professional experience, and has therefore, nominated him as a candidate for Director.</p>	5,900

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p>Kako Kurasawa (December 29, 1963) 59 years old</p> <p>[New election] [Outside Director]</p>	<p>April 1986      Joined Komatsu Ltd.</p> <p>April 2009      General Manager of CSR Division, Komatsu Ltd.</p> <p>April 2019      Trustee of Foundation for Advanced Studies on International Development (present position)</p> <p>April 2021      Deputy General Manager of Sustainability Promotion Division and General Manager of CSR Division, Komatsu Ltd.</p> <p>September 2022      Principal of Sustainability Division, CEO Office, Tokio Marine Holdings, Inc. (present position)</p> <hr/> <p><b>[Significant concurrent positions outside the Company]</b> Principal of Sustainability Division, CEO Office, Tokio Marine Holdings, Inc. Trustee of Foundation for Advanced Studies on International Development</p> <p><b>Reasons for nomination as candidate for Outside Director and roles expected to be fulfilled</b> Kako Kurasawa has been involved in sustainability-related business in her previous and current positions and, in addition to her expertise in sustainability, has experience working overseas in the manufacturing industry. The Company believes that she will be able to utilize her knowledge and experience for the Company's management, and has determined that she is qualified to serve as an Outside Director of the Company. Although Kako Kurasawa does not have direct experience involved in corporate management, due to the above reasons, the Company has determined that she will be able to carry out duties as Outside Director of the Company in an appropriate manner.</p>	0

(Reference)

**Directors' skills matrix (after the conclusion of the Ordinary General Meeting of Shareholders)**

	Name	Position in the Company	Basic business function						The Company's strategy		
			Business management	Sales	Technology	Sustainability	Accounting	Legal affairs	Human resources	Global business	Planning / New business
1	Tatsushi Ogawa	President	◎		◎						○
2	Yoshihiro Kaku	Senior Managing Director	◎	◎			◎		◎	◎	
3	Masahito Yamamoto	Managing Director	◎	◎	◎				◎	○	
4	Hideyuki Ishii	Director	◎		◎				◎		
5	Koji Kato	Director			◎						◎
6	Kako Kurasawa	Outside Director				◎			◎	◎	
7	Tomohiko Nakamura	Director (Full-time Audit and Supervisory Committee Member)		◎							
8	Minoru Hirata	Outside Director (Audit and Supervisory Committee Member)					◎				
9	Asaka Kanda	Outside Director (Audit and Supervisory Committee Member)							◎	◎	
10	Shoji Kiuchi	Outside Director (Audit and Supervisory Committee Member)							◎		

\* The symbol “◎” indicates experience for three or more years, and “○” for two or more years.

\* Human resources include experience in the nomination and remuneration committees of other companies.

(Reference)

#### **Standards for Determining the Independence of Outside Directors**

The Company deems that any Outside Directors and candidates for Outside Directors have maintained independence from the Company if it is determined that they satisfy all of the requirements outlined below.

1. A person who is not or has not been Executive Director (Note 1) or employee of the Company or its subsidiaries (collectively, the “MAX Group”) currently or during ten (10) years prior to appointment. Or a person who has served as non-Executive Director, Audit and Supervisory Committee Member or Accounting Advisor of the MAX Group at any time during ten (10) years prior to appointment but had never been an Executive Director or employee of the MAX Group during any of the ten (10) years prior to assuming that position
2. A person who is not or has not been Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of the Company’s Major Shareholder (Note 2) or its parent or subsidiaries, if such party is a company, currently or during any of the ten (10) years prior to appointment
3. A person who has not served as Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of an entity for which the MAX Group is a Major Shareholder during any of the ten (10) years prior to appointment
4. A person who has not served as Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor or employee of a major client or supplier (Note 3) of the MAX Group, or its parent or significant subsidiaries (Note 4), if such party is a company, within three (3) fiscal years prior to appointment
5. A person who does not belong to an organization (corporation, union, etc.) that has received a donation or grant from the MAX Group exceeding ¥10 million per year on average over the three (3) fiscal years prior to appointment
6. A person who is not Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor, or Significant Employee (Note 5) of a company, or its parent company or subsidiary, if such party is a company, that has received Director, Executive Officer, Audit and Supervisory Committee Member, or Accounting Advisor from the MAX Group
7. A person who is not or has not been Director, Executive Officer, Audit and Supervisory Committee Member, Accounting Advisor, or employee of a financial institution, a major creditor or its parent company or significant subsidiary, if such party is a company, that is essential for or relied on in financing of the MAX Group to an extent that there is no substitute for the entity, currently or during any of the three (3) years prior to appointment
8. A person who is not or has not been a certified public accountant of an accounting auditor for the MAX Group, currently or during any of the three (3) years prior to appointment. In addition, a person who is an attorney-at-law, a certified public accountant, a tax accountant, or other consultant, and who, apart from Director remuneration, has not received from the MAX Group money consideration, etc. of ¥10 million or more annually on average over the three (3) years prior to appointment

9. A person who currently does not belong or has not belonged to an organization (corporation, union, etc.), including a law office, an audit corporation, a tax accounting corporation, and a consulting firm, for which the MAX Group is a major client, currently or any of the three (3) years prior to appointment
10. A person who does not belong or has not belonged to an audit corporation that is an accounting auditor for the MAX Group, currently or during any of the three (3) years prior to appointment
11. A person who is not a close relative (Note 6) of the person who falls under 1 through 10 above. With respect to persons falling under 10 above, however, only the persons who are members or partners of the audit corporation that is an accounting auditor for the MAX Group, or employees of the audit corporation that is an accounting auditor for the MAX Group, and who actually have been involved in auditing (excluding involvement as an assistant) of the MAX Group

Note 1: "Executive Directors" refer to Directors prescribed in the items of Article 363, Paragraph 1 of the Companies Act and other Directors that execute the business of the Company.

Note 2: A "Major Shareholder" refers to a shareholder who holds 10% or more voting rights.

Note 3: "Major Client or Supplier" is a company for which payments and receipts to and from the MAX Group accounts for a considerable portion of the consolidated net sales, etc., of the MAX Group or the client or supplier.

Note 4: A "Significant Subsidiary" refers to a subsidiary indicated as an important subsidiary in the business report or other publicly disclosed documents for the most recent business year of the Company.

Note 5: A "Significant Employee" refers to a person in a position of General Manager or higher.

Note 6: "Close relative" refers to a spouse, a family member within second degree, or a family member living together.

**Proposal No. 3: Determination of Remuneration for Granting Restricted Shares to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) and Revision of the Amount of Remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The amount of remuneration, etc., for Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company was approved at the 85th Ordinary General Meeting of Shareholders held on June 29, 2016 to be ¥20 million per month or less (excluding the employee salaries for Directors who are also employees of the Company) (hereinafter referred to as the “Fixed Remuneration Framework”).

As a part of revisions to the executive remuneration plan, the Company hereby requests approval to pay remuneration in the form of restricted shares to Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter referred to as the “Eligible Directors”) in addition to and separately from the Fixed Remuneration Framework with the aim of providing an incentive to Eligible Directors to sustainably increase the Company’s corporate value and to promote further shared value with shareholders.

The remuneration to be paid to the Eligible Directors for granting restricted shares based on this proposal shall be monetary claims and its total amount shall be ¥48 million per year or less (hereinafter referred to as the “Share-Based Remuneration Framework”). The specific timing for providing thereof and the allocation to each Eligible Director shall be determined by the Board of Directors.

In conjunction with the introduction of this Plan, the Fixed Remuneration Framework for Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed to be reduced from ¥20 million per month or less to ¥16 million per month or less (including ¥3 million or less for Outside Directors, excluding the employee salaries for Directors who are also employees of the Company). If this proposal is approved, the composition of remuneration to Directors (excluding Directors who are Audit and Supervisory Committee Members) (excluding remuneration for Directors who are also employees of the Company) is shown in the table below.

<Composition of Remuneration>

Current		After revision	
<b>Fixed remuneration (monthly remuneration)</b>	¥20 million or less per month	<b>Fixed remuneration (monthly remuneration)</b>	¥16 million or less per month or less (including ¥3 million for Outside Directors)
<b>Performance-linked remuneration (bonuses)</b>	Approved annually by the General Meeting of Shareholders	<b>Performance-linked remuneration (bonuses)</b>	Unchanged
<b>Non-monetary remuneration (Restricted share-based remuneration)</b>	-	<b>Non-monetary remuneration (Restricted share-based remuneration)</b>	¥48 million per year or less

The current number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is four (4), but if Proposal 2, “Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members),” is approved as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) eligible for fixed remuneration (monthly remuneration) under the Fixed Remuneration Framework will be six



(6) (including one (1) Outside Director), and the number of Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) eligible for non-monetary remuneration (restricted share-based remuneration) under the Share-Based Remuneration Framework will be five (5).

In addition, the Eligible Directors shall pay all of the monetary claims under this proposal through a method of in-kind contribution, and receive the issuance or disposition of shares of the Company's common shares pursuant to a resolution of the Board of Directors of the Company. The total number of shares of the common shares to be issued or disposed of in this manner will be 35,000 shares or less (however, the total number of the shares will be reasonably adjusted in the event of a share split (including a gratis allotment of the common shares), reverse share split of the common shares on or after the date of this resolution, or other circumstances requiring adjustment to the total number of the shares to be issued or disposed of as restricted shares).

The amount to be paid per share will be determined by the Board of Directors based on the closing price of the common shares on the Tokyo Stock Exchange on the business day prior to the resolution of each Board of Directors meeting (if there was no trading on that date, the closing price on the most recent trading day prior to that date) to the extent not particularly favorable to an Eligible Director who will subscribe for such common shares. In addition, the issuance or disposal of shares of common shares of the Company and the payment of monetary claims as assets contribution in kind shall be subject to the execution of a restricted share allotment agreement (hereinafter referred to as the "Allotment Agreement") between the Company and the Eligible Directors, which shall include the following. Furthermore, the maximum amount of remuneration, the total number of shares of the Company's common shares to be issued or disposed of, and other terms and conditions of granting the restricted shares to the Eligible Directors under this proposal will be determined, in line with the aforementioned objectives, the Company's business conditions, and the "Decision policy regarding the details of remuneration, etc., for individual Directors" (to be changed to the contents as described in the [Reference] below in order to ensure alignment with the approval, provided that this proposal is approved and adopted). The Remuneration Advisory Committee, of which the majority is composed of Independent Outside Directors, reports to the Board of Directors before deciding. The Company considers it appropriate to change the decision policy, because such a change reflects the circumstances and other factors. In addition, this proposal was examined in advance by the Audit and Supervisory Committee and no particular issues were found that should be raised.

If the proposal regarding the restricted share-based remuneration plan is approved at this General Meeting of Shareholders as originally proposed, the Company plans to apply said policy to all Executive Officers who are not Directors of the Company under the same terms and conditions.

[Outline of the Allotment Agreement]

1. Restricted transfer period

From the allotment date of the restricted shares until the time immediately following the retirement from the position of an officer or employee of the Company or its subsidiary that is predetermined by the Board of Directors of the Company (hereinafter referred to as the "Restricted Transfer Period"), an Eligible Director may not transfer, create a security interest on, or otherwise dispose of common shares of the Company allotted under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") to any third party (hereinafter referred to as the "Transfer Restrictions"). However, if the time immediately following such retirement or resignation is before the date when three (3) months have elapsed since the end of the fiscal year that includes the date on which the allotment of the Allotted Shares is to be received, the end of the Restricted Transfer Period may be adjusted within reasonable limits.

2. Treatment upon retirement from the Company

In the event that an Eligible Director resigns from his/her position as an officer or employee of the Company or its subsidiary before the expiration of the term of office (hereinafter referred to

as the “Service Period”), as previously determined by the Board of Directors of the Company, the Company shall automatically acquire the Allotted Shares without consideration, excluding cases when there are reasonable grounds for resignation, such as expiration of term of office or death of the Eligible Director.

3. Cancellation of Transfer Restrictions

The Company shall cancel the Transfer Restrictions on all of the Allotted Shares when the Restricted Transfer Period expires, provided that an Eligible Director has continuously held a position as an officer or employee of the Company or its subsidiary as previously determined by the Board of Directors of the Company during the Service Period. However, the number of the Allotted Shares and the timing of the cancellation of Transfer Restrictions shall be reasonably adjusted as necessary in cases when (1) the Eligible Director resigns his/her position as an officer or employee of the Company or its subsidiary before the expiration of the Service Period for justifiable reasons as predetermined by the Board of Directors of the Company, or (2) the Eligible Director resigns his/her position as an officer or employee of the Company or its subsidiary as predetermined by the Board of Directors the Company for reasons other than justifiable reasons before the expiration of Restricted Transfer Period, even after the expiration of the Service Period. Pursuant to the provisions above, the Company shall automatically acquire the Allotted Shares for which the Transfer Restrictions have not been cancelled without consideration immediately after the Transfer Restrictions are cancelled.

4. Treatment in the event of organizational restructuring, etc.

Notwithstanding the provisions 1. above, if, during the Transfer Restriction Period, a merger agreement with the Company to be dissolved, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or any other matter relating to organizational restructuring, etc., is approved at a General Meeting of Shareholders (or by the Board of Directors of the Company for organizational restructuring, etc., that does not require approval by the General Meeting of Shareholders of the Company), the Transfer Restrictions on a number of the Allotted Shares will be cancelled ahead of the effective date of the organizational restructuring, etc., by resolution of the Board of Directors of the Company based on the period from the commencement date of the Transfer Restriction Period to the effective date of the organizational reorganization, etc. In such a case provided in the preceding provisions, the Company shall automatically acquire the Allotted Shares for which the Transfer Restrictions have not been cancelled without consideration immediately after the Transfer Restrictions are cancelled.

5. Matters other than above

During the Restricted Transfer Period, if Eligible Directors are sentenced to imprisonment or more severe punishment or fall under certain events such as violation of important laws and regulations, and the Company’s Board of Directors deems it appropriate, the Company may acquire such shares without consideration. Other matters relating to the Allotment Agreement shall be determined by the Board of Directors of the Company.

[Reference] Outline of the decision policy regarding the details of remuneration, etc., for individual Directors

1. Basic Principles

- (1) The remuneration system should raise the employees’ contributive consciousness to improve the company’s corporate value on a medium to long-term basis and to share the value with the stakeholders.
- (2) The remuneration system should be commensurate with roles and responsibilities.

- (3) The remuneration system should encourage officers and employees to work together to challenge and grow.
- (4) The remuneration system should be transparent and objective, and accountable to stakeholders.

2. Outline of remuneration

The Company's executive remuneration consists of three elements: monthly remuneration (fixed monthly remuneration), performance-linked remuneration (executive bonuses), and non-monetary remuneration (restricted share-based remuneration). The ratio of each type of remuneration is designed to be generally 50% for fixed remuneration, 35% for executive bonuses, and 15% for share-based remuneration in accordance with the basic principles set forth in the preamble, although executive bonuses may vary depending on the Company's performance.

3. Policy on monthly remuneration

Within the Remuneration Plan approved at the 92nd Ordinary General Meeting of Shareholders in June 2023 (hereinafter referred to as the "Fixed Remuneration Framework"), the fixed monthly remuneration is set by multiplying the fixed monthly remuneration coefficient by the base remuneration amount (the base remuneration amount is the same for executive bonuses and restricted share-based remuneration), which is determined for each officer's position based on his/her role and responsibilities as an officer.

4. Policy on performance-linked remuneration, etc.

In accordance with the Company's basic management approach of "Committed to the management of results allocation," the Company has adopted performance-linked remuneration (executive bonuses) linked to consolidated operating income, with emphasis on profit from core businesses (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members). The method of determining performance-linked remuneration (executive bonuses) is 28% of "result-sharing profit" calculated based on consolidated operating income as the total capital for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) and employee bonuses, and the performance-linked remuneration (executive bonuses) for each individual is calculated based on the base remuneration amount and according to calculations based on internal regulations.

5. Policy on non-monetary remuneration

The Company has introduced a restricted share remuneration plan for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) with the aim of promoting further value sharing with stakeholders. At the 92nd Ordinary General Meeting of Shareholders held in June 2023, it was resolved that the amount of restricted share-based remuneration shall be ¥48 million or less per year and the maximum number of restricted shares to be allocated shall be 35,000 shares per year, in addition to and separately from the Fixed Remuneration Framework. The number of restricted shares to be allotted to each Eligible Director will be determined by a resolution of the Board of Directors after determining the number of shares equivalent to the amount of monetary remuneration claims to be granted to each Eligible Director, which is calculated by multiplying the base remuneration amount by a coefficient established for each officer's position based on his/her role and responsibilities as an officer. At the time of grant, the Company will enter into a restricted transfer agreement as prescribed by the Company, which includes restrictions on the disposition of Eligible Directors' shares through transfer until they retire or resign from the position previously determined by the Board of Directors of the Company.

6. Method of determining the details of remuneration, etc., of individual Directors

Concerning the remuneration, etc., for Directors (excluding Directors who are Audit and Supervisory Committee Members), after deliberation at the Remuneration Advisory Committee, which is an advisory body to the Board of Directors and consists of a majority of Independent Outside Directors, and reporting to the Board of Directors, the Board of Directors shall pass resolutions on monthly remuneration by position, proposals for executive bonuses to be submitted to the General Shareholders Meeting, the amount of executive bonuses to be paid to each individual Director, and the number of restricted share-based remuneration to be granted to each individual Director. The resolutions of the Board of Directors shall be made with respect to the report of the Remuneration Advisory Committee.

7. Important matters concerning determination for individual remuneration for Directors

Remuneration, etc., for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) of the Company includes non-monetary remuneration (restricted share remuneration). However, the Company has attached conditions, such as if, during the Restricted Transfer Period, Eligible Directors are sentenced to imprisonment or more severe punishment or fall under certain events such as violation of important laws and regulations, and the Company's Board of Directors deems it appropriate, the Company may acquire such shares without consideration.

**Proposal No. 4: Payment of Bonuses to Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The Company would like to pay as executive bonuses a total amount of ¥80,138,950 to four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) for the fiscal year under review, considering the Company's business performance and other factors.

The Company would like to leave detailed amounts and the timing of payment, etc., for each Director (excluding Directors who are Audit and Supervisory Committee Members) to the resolution of the Board of Directors.

A summary of the Company's policy for determining the details of remuneration, etc. for each individual Director is shown on page 32 of the Business Report (available only in Japanese).

This proposal has been determined by the Board of Directors based on recommendations of the Remuneration Advisory Committee, which is a voluntary advisory body, while comprehensively taking into account factors such as the Company's business performance and the performance of each Director, and is considered appropriate.

This proposal was examined in advance by the Audit and Supervisory Committee and no particular issues were found that should be raised.

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