

Please note that the following is an unofficial English translation of Japanese Notice of Convocation of the 158th Ordinary General Meeting of Shareholders of Kyosan Electric Manufacturing Co., Ltd. Kyosan provides this translation for your reference purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Code No. 6742)

June 2, 2023

(Start Date of Electronic Provision Measures      May 26, 2023)

To Our Shareholders:

Ryoji Kunisawa  
Representative Director, President  
**Kyosan Electric Manufacturing Co., Ltd.**  
2-29-1 Heian-cho, Tsurumi-ku, Yokohama

### Notice of Convocation of the 158th Ordinary General Meeting of Shareholders

Notice is hereby given that the 158th Ordinary General Meeting of Shareholders of Kyosan Electric Manufacturing Co., Ltd. (“Kyosan” or the “Company”) will be held as described below.

As the Company is taking electronic provision measures in convening this General Meeting of Shareholders, matters subject to electronic provision measures are posted as the Notice of Convocation of the 158th Ordinary General Meeting of Shareholders on the following Internet website.

Please check the documents by accessing them at any of these websites.

- The Company’s website: <https://www.kyosan.co.jp/ir/stock02.html>
- The website of the TSE (Tokyo Stock Exchange):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(If using the TSE’s website, to view the documents, please conduct a search using the Issue name (company name) field or entering the securities code, and selecting Basic information followed by Documents for public inspection/PR information.)

**In lieu of attending the meeting in person, you may otherwise exercise your voting rights in writing or via the Internet. Please refer to the Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights by following the instructions on pages 3 to 4 of the Japanese version of this document by 5:00 p.m. Thursday, June 22, 2023.**

**1. Date and Time:** 10:00 a.m. Friday, June 23, 2023

**2. Place:** Kyosan Conference Room  
2-29-1 Heian-cho, Tsurumi-ku, Yokohama

**3. Purposes of the Meeting:**

- Matters to be Reported:**
1. Business Report, Consolidated Financial Statements for the 158th Term (from April 1, 2022 to March 31, 2023) and Reports of Audit of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Board
  2. Report on the Financial Statements for the 158th Term (from April 1, 2022 to March 31, 2023)

**Matters to be Resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Seven (7) Directors
- Proposal No. 3:** Election of Four (4) Audit & Supervisory Board Members
- Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

\* If you are attending the meeting, please submit the Voting Rights Exercise Form at the reception desk. To save resources, please bring this “Notice of Convocation” with you.

**[Translation for Reference Purposes Only]**

- \* In addition to the Reference Documents for the Ordinary General Meeting of Shareholders, part of the Business Report (Items (1) - (4) of 1. Matters Concerning the Status of the Corporate Group) will be sent to shareholders who have not requested paper copies of the materials.
- \* Based on the provisions of laws and regulations and Article 16 of our Articles of Incorporation, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are not included in the documents to be delivered to shareholders who have requested paper copies of the materials.
- \* Each of the documents sent to shareholders form part of the documents audited by the Audit & Supervisory Board Members and Accounting Auditors when preparing the Audit Report.
- \* Should there be any revisions to the matters subject to electronic provision measures, the revised item, the description of the revision, and the item as it was before revision will be posted on the respective websites.

[Translation for Reference Purposes Only]

## Proposals and Reference Information

### **Proposal No. 1:** Appropriation of Surplus

The Group strives to optimize shareholder equity and provide healthy shareholder returns by balancing the investments necessary to drive the Medium Term Management Plan 2025 with stable shareholder returns according to medium to long term profit standards.

Although consolidated business performance for the current fiscal year has fallen short of the original expected performance, based on the above policy, the Company proposes to pay a year-end dividend of 13 yen per share for the fiscal year ended March 31, 2023.

Additionally, this will result in an annual dividend of 18 yen per share when combined with the interim dividend of 5 yen that has already been paid.

### **Information on the year-end dividend**

#### **(1) Type of dividend assets**

Cash

#### **(2) Appropriation of dividend assets to shareholders and amount of appropriation**

13 yen per share of Kyosan's common stock                      total amount 815,676,407 yen

#### **(3) Surplus dividend effective date**

June 26, 2023

**[Translation for Reference Purposes Only]**

**Proposal No. 2:** Election of Seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect seven (7) Directors as shown below.

Each candidate for Director is decided upon by the Board of Directors based on a report of the Nomination and Remuneration Committee, a voluntary advisory body of the Board of Directors.


Candidates for the Directors (7)

No.	Name	Current Positions and Assignments in the Company	Attendance at Board of Directors Meetings (158th Term)
1	Ryoji Kunisawa <u>Reappointment</u>	Representative Director, President (In charge of Internal Auditing Office and R&D Center)	15 out of 15 meetings (100%)
2	Toru Onodera <u>Reappointment</u>	Representative Director, Senior Managing Executive Officer (General Manager, Group Management Headquarters; General Manager, Corporate Strategy Office; in charge of ERP Project Office and OA Systems Center)	15 out of 15 meetings (100%)
3	Kenjiro Kanzawa <u>Reappointment</u>	Director, Managing Executive Officer (In charge of Finance & Accounting Dept.)	15 out of 15 meetings (100%)
4	Ryu Hihara <u>Reappointment</u>	Director, Managing Executive Officer (Deputy General Manager, Power Electronics Division; in charge of Intellectual Property Dept.)	15 out of 15 meetings (100%)
5	Hiroshi Sumitani <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Director Chairman of the Board of Directors	15 out of 15 meetings (100%)
6	Mihoko Kitamura <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Director	15 out of 15 meetings (100%)
7	Hiroyuki Sasa <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Director Chairman of the Nomination and Remuneration Committee	14 out of 15 meetings (93%)

Reappointment Candidate for reappointment      Outside Candidate for outside director

Independent Candidate for independent officer stipulated by the Tokyo Stock Exchange

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Board of Directors Meetings	
1	 Ryoji Kunisawa (December 5, 1961) [Reappointment]	Representative Director, President (In charge of Internal Auditing Office and R&D Center)	April 1984 October 2011  April 2014  April 2019  June 2019  December 2020  April 2022	Joined Kyosan General Manager, Railway Signal Division, 4th Engineering Dept., Kyosan Executive Officer, Kyosan Managing Executive Officer, Kyosan General Manager, Railway Signal Division, Kyosan Director, Kyosan Representative Director and President, Kyosansystem Co., Ltd. Representative Director, President, Kyosan (current position)	114,900 shares	15/15 meetings (100%)

Reason for nomination as a candidate for Director  
 Having abundantly experienced operations primarily at Railway Signal Division, Mr. Ryoji Kunisawa had led the Division as General Manager of the Division, was appointed to Director of the Company in 2019, and has participated in the Group management.  
 He was appointed to Representative Director and President in April 2022. He has led the Group management while promoting globalization by utilizing his abundant experience and knowledge in management. The Company believes that his experience and knowledge in these areas will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Director.

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Board of Directors Meetings
2	 Toru Onodera (June 28, 1955) [Reappointment]	Representative Director, Senior Managing Executive Officer (General Manager, Group Management Headquarters; General Manager, Corporate Strategy Office; in charge of ERP Project Office and OA Systems Center)	May 1979 October 2000  April 2007  April 2009  April 2012  June 2012 April 2015  June 2018  April 2019	Joined Kyosan General Manager, Management Dept., Power Converter Division (currently Power Electronics Division), Kyosan Executive Officer, Kyosan General Manager, General Affairs Dept., Kyosan General Manager, Personnel Dept., Kyosan Managing Executive Officer, Kyosan Director, Kyosan Senior Managing Executive Officer, Kyosan (current position) Representative Director, Kyosan (current position) General Manager, Group Management Headquarters, Kyosan (current position)	221,000 shares	15/15 meetings (100%)

Reason for nomination as a candidate for Director  
 Having experienced operations primarily at Power Converter Division (currently Power Electronics Division), General Affairs Dept. and Personnel Dept., Mr. Toru Onodera was appointed to Director of the Company in 2012 and to Representative Director in 2018. Thereafter, he has promoted globalization and led the Group management as General Manager of Group Management Headquarters and, since April 2022, as General Manager of Corporate Strategy Office. The Company believes that his abundant experience and knowledge in management will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Director.

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Board of Directors Meetings
3	 Kenjiro Kanzawa (March 24, 1963) [Reappointment]	Director, Managing Executive Officer (In charge of Finance & Accounting Dept.)	April 1986  April 2013  April 2014  April 2017  April 2018  June 2018  May 2020 July 2020  June 2021  July 2021	Joined The Bank of Yokohama, Ltd. General Manager, Sales Dept., The Bank of Yokohama, Ltd. Executive Officer and General Manager, Corporate Planning Dept., The Bank of Yokohama, Ltd. Executive Officer and General Manager, Corporate Planning Dept., Concordia Financial Group, Ltd. Managing Executive Officer, Concordia Financial Group, Ltd. Director and Executive Officer, The Bank of Yokohama, Ltd. Joined Kyosan Executive Officer and General Manager, Finance & Accounting Dept., Kyosan Director, Kyosan (current position) Managing Executive Officer, Kyosan (current position)	36,200 shares	15/15 meetings (100%)
<p>Reason for nomination as a candidate for Director            Mr. Kenjiro Kanzawa has abundant experience and knowledge in finance and management accumulated through his service at The Bank of Yokohama, Ltd. and Concordia Financial Group, Ltd. He was appointed to Director of the Company in June 2021 and has been in charge of Finance &amp; Accounting Dept. The Company believes that his experience and knowledge will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Director.</p>						

[Translation for Reference Purposes Only]


No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Board of Directors Meetings
4	 <p>Ryu Hihara (December 6, 1967) [Reappointment]</p>	<p>Director, Managing Executive Officer (Deputy General Manager, Power Electronics Division; in charge of Intellectual Property Dept.)</p>	<p>April 1990</p> <p>April 1998</p> <p>March 2005</p> <p>March 2008</p> <p>April 2014</p> <p>March 2015</p> <p>March 2017</p> <p>April 2021 June 2021</p> <p>July 2021</p> <p>April 2023</p>	<p>Joined Nippon Life Insurance Company</p> <p>Registered as a certified public accountant</p> <p>Vice President, Nippon Life Insurance Company of America</p> <p>Executive Vice President, Nippon Life Insurance International, Inc. (currently Nippon Life Global Investors Americas, Inc.)</p> <p>General Manager, Fund Management Section, Market Management Dept., JAPAN POST BANK Co., Ltd.</p> <p>General Manager, Securities Operations Dept., Nippon Life Insurance Company</p> <p>General Manager, Credit Investment Dept., Nippon Life Insurance Company</p> <p>Joined Kyosan Director, Kyosan (current position)</p> <p>Executive Officer, Kyosan Deputy General Manager, Power Electronics Division, Kyosan (current position)</p> <p>Managing Executive Officer, Kyosan (current position)</p>	<p>15,700 shares</p>	<p>15/15 meetings (100%)</p>




**[Translation for Reference Purposes Only]**

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Board of Directors Meetings
<p>Reason for nomination as a candidate for Director</p> <p>Mr. Ryu Hihara has abundant experience in finance and broad knowledge from an international perspective accumulated through his service at Nippon Life Insurance Company. He was appointed to Director of the Company in June 2021. He has served as Deputy General Manager of Power Electronics Division and been in charge of Intellectual Property Dept. The Company believes that his experience and knowledge will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Director.</p>					

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Board of Directors Meetings
5	 Hiroshi Sumitani (January 19, 1950) [Reappointment] [Outside] [Independent]	Director, Chairman of the Board of Directors	April 1974  July 2001  June 2003  June 2006  June 2007  April 2014  June 2015 June 2016 June 2019	Joined Tokyo Buhin Kogyo Co., Ltd. (currently TBK Co., Ltd.) General Manager, Finance Dept., Tokyo Buhin Kogyo Co., Ltd. Director, General Manager, Corporate Planning Dept., Tokyo Buhin Kogyo Co., Ltd. Senior Executive Officer, General Manager, Finance Dept., TBK Co., Ltd. Representative Director and President, TBK Co., Ltd. Representative Director and Chairman, TBK Co., Ltd. Senior Advisor, TBK Co., Ltd. Advisor, TBK Co., Ltd. Outside Director, Kyosan (current position)	0 shares	15/15 meetings (100%)
<p>Reason for nomination as a candidate for Outside Director and expected role</p> <p>Mr. Hiroshi Sumitani has abundant experience in corporate management and broad knowledge from an international perspective accumulated through his service at TBK Co., Ltd. The Company believes that he will improve transparency of the Board of Directors and strengthen its supervisory function by utilizing such experience and making proposals on the Company's overall management, and therefore nominated him again as a candidate for Outside Director. The term of his office will have been 4 years at the conclusion of this Ordinary General Meeting of Shareholders since he became Outside Director of Kyosan. The Company has designated him as an independent officer stipulated by the Tokyo Stock Exchange, and has notified the Exchange to that effect.</p>						

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Board of Directors Meetings
6	 Mihoko Kitamura (June 3, 1971) [Reappointment] [Outside] [Independent]	Director	October 1997 Passed the bar exam April 2000 Registered as a lawyer (Daini Tokyo Bar Association) Joined MARITAX LAW OFFICE March 2011 Admitted to practice as a lawyer in the State of New York April 2012 Conciliation Commissioner, Tokyo Summary Court (current position) June 2014 Bar Exam Committee Member (Administrative law) March 2015 Lawyer, SAKAMOTO TESHIMA & KITAMURA Law and Accounting Office (current position) June 2019 Outside Director, Kyosan (current position)	0 shares	15/15 meetings (100%)

Reason for nomination as a candidate for Outside Director and expected role  
 Ms. Mihoko Kitamura has highly technical knowledge and broad insight from an international perspective accumulated in her career as a lawyer. The Company believes that she will improve transparency of the Board of Directors and strengthen its supervisory function by utilizing such experience and making proposals on the Company's overall management, and therefore nominated her again as a candidate for Outside Director. The term of her office will have been 4 years at the conclusion of this Ordinary General Meeting of Shareholders since she became Outside Director of Kyosan. The Company has designated her as an independent officer stipulated by the Tokyo Stock Exchange, and has notified the Exchange to that effect.

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Board of Directors Meetings
7	 Hiroyuki Sasa (September 14, 1955) [Reappointment] [Outside] [Independent]	Director, Chairman of the Nomination and Remuneration Committee	April 1982      Joined Olympus Optical Co., Ltd. (currently Olympus Corporation) April 2001      General Manager, Endoscope Business Planning Dept., Olympus Optical Co., Ltd. April 2005      Division Manager, First Development Division, Olympus Medical Systems Corp. June 2007      Corporate Officer, Olympus Corporation; Director, Olympus Medical Systems Corp. April 2012      Representative Director, Olympus Corporation; President, Olympus Corporation April 2019      Director, Olympus Corporation June 2020      Outside Director, Kyosan (current position) June 2022      Outside Director, Kanematsu Corporation (current position) June 2023      Outside Director, Amada Co., Ltd (scheduled to be appointed)	0 shares	14/15 meetings (93%)

Reason for nomination as a candidate for Outside Director and expected role  
 Mr. Hiroyuki Sasa has abundant experience in corporate management and technology and development, and broad knowledge from an international perspective accumulated through his service at Olympus Corporation. The Company believes that he will improve transparency of the Board of Directors and strengthen its supervisory function by utilizing such experience and making proposals on the Company's overall management, and therefore nominated him again as a candidate for Outside Director. The term of his office will have been 3 years at the conclusion of this Ordinary General Meeting of Shareholders since he became Outside Director of Kyosan. The Company has designated him as an independent officer stipulated by the Tokyo Stock Exchange, and has notified the Exchange to that effect.

(Notes)

**[Translation for Reference Purposes Only]**

1. Each candidate has no specific interest with Kyosan.
2. Mr. Hiroshi Sumitani, Ms. Mihoko Kitamura and Mr. Hiroyuki Sasa are candidates for Outside Director.
3. The Company has entered into an agreement with Mr. Hiroshi Sumitani, Ms. Mihoko Kitamura, and Mr. Hiroyuki Sasa limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act; provided, however, that such limit of liability amount is the amount stipulated by laws and regulations. If Mr. Hiroshi Sumitani, Ms. Mihoko Kitamura, and Mr. Hiroyuki Sasa are reelected, the Company intends to enter into the same agreement with each of them.
4. The Company has entered into a corporate directors and officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act, and damages for legal liabilities and litigation expenses such as attorney's fees to be borne by the insured Directors, Audit & Supervisory Board Members, and Executive Officers will be covered by the said insurance agreement. Each candidate will be insured under the said insurance agreement if their election is approved. There is no premium to be borne by the insured. The Company plans to renew the insurance agreement with the same contents at the next renewal.
5. The Company has entered into an indemnification agreement, under which the Company will cover the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the loss set forth in Item 2 of the same Paragraph within the extent stipulated by laws and regulations. The Company plans to continue the indemnification agreement if the election of each candidate is approved.

(Reference) Advisory Body of the Board of Directors

The Nomination and Remuneration Committee has been established as a voluntary advisory body of the Board of Directors with the aim of strengthening the supervisory function of the Board of Directors by ensuring the objectivity, timeliness, and transparency of procedures for determining nomination and remuneration of Directors. The Committee comprises no more than five (5) Directors, and the majority of the Committee Members shall consist of Outside Directors.

**[Translation for Reference Purposes Only]**

**Proposal No. 3: Election of Four (4) Audit & Supervisory Board Members**

The terms of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect four (4) Audit & Supervisory Board Members as shown below.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.


**Candidates for the Audit & Supervisory Board Members (4)**

No.	Name	Current Positions in the Company	Attendance at Audit & Supervisory Board Meetings (158th Term)
1	Tsutomu Kanno <span style="border: 1px solid black; padding: 0 2px;">Reappointment</span>	Full-Time Audit & Supervisory Board Member	22 out of 22 meetings (100%)
2	Joichi Ueda <span style="border: 1px solid black; padding: 0 2px;">Reappointment</span>	Audit & Supervisory Board Member	22 out of 22 meetings (100%)
3	Fumio Nishimura <span style="border: 1px solid black; padding: 0 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 0 2px;">Outside</span> <span style="border: 1px solid black; padding: 0 2px;">Independent</span>	Audit & Supervisory Board Member	22 out of 22 meetings (100%)
4	Yukino Enomoto <span style="border: 1px solid black; padding: 0 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 0 2px;">Outside</span> <span style="border: 1px solid black; padding: 0 2px;">Independent</span>	Audit & Supervisory Board Member	22 out of 22 meetings (100%)


Reappointment Candidate for reappointment      Outside Candidate for outside audit & supervisory board member

Independent Candidate for independent officer stipulated by the Tokyo Stock Exchange

[Translation for Reference Purposes Only]


No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Audit & Supervisor y Board Meetings
1	 Tsutomu Kanno (December 2, 1949) [Reappointment]	Full-Time Audit & Supervisory Board Member	April 1972 April 1996  June 2004  April 2015  May 2019  June 2019	Joined Kyosan General Manager, Traffic System Division (current Traffic Control System Division), Sales Planning Dept., Kyosan Executive Officer, Kyosan Representative Director and President, Kyosan Seiki Co., Ltd. Audit & Supervisory Board Member, Kyosan Seiki Co., Ltd. (current position) Full-Time Audit & Supervisory Board Member, Kyosan (current position)	134,600 shares	22/22 meetings (100%)
<p>Reason for nomination as a candidate for Audit &amp; Supervisory Board Member</p> <p>Mr. Tsutomu Kanno has abundant knowledge in Business Headquarters and abundant insight and experience in management and finance and accounting as a corporate manager of a subsidiary of the company, and has led the Audit &amp; Supervisory Board as Chairman of the Audit &amp; Supervisory Board. The Company believes that his abundant experience and insight will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Audit &amp; Supervisory Board Member.</p>						

[Translation for Reference Purposes Only]


No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions		Number of the Company's Shares Held	Attendance at Audit & Supervisor y Board Meetings
2	 Joichi Ueda (October 13, 1956) [Reappointment]	Audit & Supervisory Board Member	May 1980 October 2003  June 2004  April 2008  April 2014  June 2019	Joined Kyosan General Manager, Compliance Office, Kyosan General Manager, General Affairs Dept., Kyosan General Manager, Internal Auditing Office, Kyosan General Manager, Legal Dept., Kyosan Audit & Supervisory Board Member, Kyosan (current position)	20,500 shares	22/22 meetings (100%)
<p>Reason for nomination as a candidate for Audit &amp; Supervisory Board Member            Mr. Joichi Ueda has abundant knowledge regarding legal affairs and risk management from having experienced operations in Internal Auditing Office and Legal Dept. The Company believes that his abundant experience and knowledge will contribute to the enhancement of the Company's corporate value, and therefore nominated him again as a candidate for Audit &amp; Supervisory Board Member.</p>						



[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Audit & Supervisor y Board Meetings
3	 Fumio Nishimura (October 15, 1957) [Reappointment] [Outside] [Independent]	Audit & Supervisory Board Member	May 2001 General Manager, Himonya Branch Office, The Bank of Tokyo- Mitsubishi, Ltd. (currently, MUFG Bank, Ltd.)  May 2010 Deputy Director, Headquarters, The Bank of Tokyo- Mitsubishi UFJ (currently, MUFG Bank, Ltd.)  June 2010 Managing Executive Officer, MST Insurance Service Co., Ltd.  June 2013 Managing Director, NIPPON CARBIDE INDUSTRIES CO., INC.  June 2016 Representative Director and Senior Managing Executive Officer, NIPPON CARBIDE INDUSTRIES CO., INC.  June 2019 Outside Audit and Supervisory Board Member, Kyosan (current position)  June 2019 Outside Corporate Auditor, SMK Corporation (current position)	0 shares	22/22 meetings (100%)
<p>Reason for nomination as a candidate for Outside Audit &amp; Supervisory Board Member</p> <p>Mr. Fumio Nishimura has financial knowledge accumulated through many years of service at financial institutions and broad insight based on his experience as a corporate manager. The Company believes that he will utilize his experience for the auditing systems of the Company with his supervision of overall management and beneficial advice, and therefore nominated him again as a candidate for Outside Audit &amp; Supervisory Board Member.</p> <p>Mr. Nishimura's term of office will have been 4 years at the conclusion of this Ordinary General Meeting of Shareholders since he became an Outside Audit &amp; Supervisory Board Member. The Company has designated him as independent officer stipulated by the Tokyo Stock Exchange, and has notified the Exchange to that effect.</p>					

[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Positions and Assignments in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held	Attendance at Audit & Supervisory Board Meetings
4	 Yukino Enomoto (April 19, 1971) [Reappointment] [Outside] [Independent]	Audit & Supervisory Board Member	October 1997 Passed the bar exam April 2000 Registered as a lawyer (Yokohama Bar Association (currently Kanagawa Bar Association)) April 2007 Joined Yokohama Sogo Law Office Partner, Yokohama Sogo Law Office (current position) June 2019 Outside Audit & Supervisory Board Member, Kyosan (current position) December 2021 Outside Director, Fixstars Corporation (current position)	0 shares	22/22 meetings (100%)

Reason for nomination as a candidate for Outside Audit & Supervisory Board Member

Ms. Yukino Enomoto has highly technical knowledge and deep insight as a legal expert accumulated in her career as a lawyer. The Company believes that she will utilize her experience for the auditing systems of the Company, and therefore nominated her again as a candidate for Outside Audit & Supervisory Board Member. Ms. Enomoto does not have any direct experience in corporate management, but is considered to be fully capable of performing her duties as an Outside Audit & Supervisory Board Member for the reason stated above. Ms. Enomoto's term of office will have been 4 years at the conclusion of this Ordinary General Meeting of Shareholders since she became an Outside Audit & Supervisory Board Member. The Company has designated her as independent officer stipulated by the Tokyo Stock Exchange, and has notified the Exchange to that effect.

(Notes)

- Each candidate has no specific interest with Kyosan.
- Mr. Fumio Nishimura and Ms. Yukino Enomoto are candidates for Outside Audit & Supervisory Board Members.
- The Company has entered into an agreement with Mr. Tsutomu Kanno, Mr. Joichi Ueda, Mr. Fumio Nishimura, and Ms. Yukino Enomoto limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act; provided, however, that such limit of liability amount is the amount stipulated by laws and regulations. If Mr. Tsutomu Kanno, Mr. Joichi Ueda, Mr. Fumio Nishimura, and Ms. Yukino Enomoto are reelected, the Company intends to enter into the same agreement with each of them.
- The Company has entered into a corporate directors and officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act, and damages for legal liabilities and litigation expenses such as attorney's fees to be borne by the insured Directors, Audit & Supervisory Board Members, and Executive Officers will be covered by the said insurance agreement. Each candidate will be insured under the said insurance agreement if their election is approved. There is no premium to be borne by the insured. The Company plans to renew the insurance agreement with the same contents at the next renewal.


**[Translation for Reference Purposes Only]**

5. The Company has entered into an indemnification agreement, under which the Company will cover the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the loss set forth in Item 2 of the same Paragraph within the extent stipulated by laws and regulations. The Company plans to continue the indemnification agreement if the election of each candidate is approved.

**[Translation for Reference Purposes Only]**

**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

It is proposed to elect one (1) Substitute Audit & Supervisory Board Member to serve in the event that the number of Audit & Supervisory Board Members falls below the statutory requirement. The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The following candidate is proposed as Substitute Audit & Supervisory Board Member.

Name (Date of Birth)	Positions in the Company	Biography and Status of Important Concurrent Positions	Number of the Company's Shares Held
 Yuichiro Sai (May 2, 1975) [Outside] [Independent]	-	September 2006 Passed the bar exam December 2007 Registered as a lawyer (Tokyo Bar Association) Joined Hibiyamitsuke Law Office January 2013 Partner, Hibiyamitsuke Law Office April 2019 Lawyer, Gobancho Law Office (current position)	0 shares
Reason for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member Mr. Yuichiro Sai has highly technical knowledge and deep insight accumulated in his career as a lawyer. The Company nominated him as a candidate for Substitute Outside Audit & Supervisory Board Member because he is expected to utilize these for the auditing systems of Kyosan and to fulfill his role as Audit & Supervisory Board Member. Mr. Yuichiro Sai does not have any direct experience in corporate management, but is considered to be fully capable of performing his duties as an Outside Audit & Supervisory Board Member for the reason stated above.			

(Notes)

1. The candidate has no specific interest with Kyosan.
2. Mr. Yuichiro Sai is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. If the election of Mr. Yuichiro Sai is approved and he is appointed Outside Audit & Supervisory Board Member, the Company intends to designate him as an independent officer stipulated by Tokyo Stock Exchange, and notify the Exchange to that effect.
4. If the election of Mr. Yuichiro Sai is approved and he is appointed as Outside Audit & Supervisory Board Member, the Company intends to enter into an agreement with him limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act; provided, however, that such limit of liability amount is the amount stipulated by laws and regulations.
5. The Company has entered into a corporate directors and officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act, and damages for legal liabilities and litigation expenses such as attorney's fees to be borne by the insured Directors, Audit & Supervisory Board Members, and Executive Officers will be covered by the said insurance agreement. If the election of Mr. Yuichiro Sai is approved and he is appointed as Outside Audit & Supervisory Board Member, he will be insured under the said insurance agreement. There is no premium to be borne by the insured.
6. If the election of Mr. Yuichiro Sai is approved and he is appointed as Outside Audit & Supervisory Board Member, the Company plans to enter into an indemnification agreement, under which the Company will cover the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the loss set forth in Item 2 of the same Paragraph within the extent stipulated by laws and regulations.

(End)

[Translation for Reference Purposes Only]

**(Reference) Skill Matrix of Directors and Audit & Supervisory Board Members at the Conclusion of this Ordinary General Meeting of Shareholders**

In the event Proposal 2 and Proposal 3 are approved, the skill matrix of the Directors and Audit & Supervisory Board Members will be as follows.

Name	Current Positions and Assignments in the Company	Nomination and Remuneration Committee	Specialization					
			Corporate management	Global experience	ESG and Sustainability	Technology and development	Financial accounting	Legal and risk management
Ryoji Kunisawa <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Representative Director, President (In charge of Internal Auditing Office and R&D Center)	●	●		●	●		
Toru Onodera <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Representative Director, Senior Managing Executive Officer (General Manager, Group Management Headquarters; General Manager, Corporate Strategy Office; in charge of ERP Project Office and OA Systems Center)	●	●		●		●	
Kenjiro Kanzawa <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Director, Managing Executive Officer (In charge of Finance & Accounting Dept.)		●				●	●
Ryu Hihara <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Director, Managing Executive Officer (Deputy General Manager, Power Electronics Division; in charge of Intellectual Property Dept.)		●	●	●			
Hiroshi Sumitani <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director Chairman of the Board of Directors	●	●	●			●	
Mihoko Kitamura <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director	●		●				●
Hiroyuki Sasa <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director Chairman of the Nomination and Remuneration Committee	●	●	●		●		
Tsutomu Kanno <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Full-Time Audit & Supervisory Board Member		●				●	
Joichi Ueda <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Audit & Supervisory Board Member							●
Fumio Nishimura <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Audit & Supervisory Board Member		●				●	
Yukino Enomoto <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Audit & Supervisory Board Member							●

(Note)

Up to three main areas of expertise and knowledge of each Director and Audit & Supervisory Board Member are marked with a ●.