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(Stock Exchange Code 6768)

June 13, 2023

(Date of Commencement of Measures  
for Electronic Provision: June 1, 2023)

**To Shareholders with Voting Rights:**

Masahiro Asada  
President  
TAMURA CORPORATION  
1-19-43, Higashi-Oizumi,  
Nerima-ku, Tokyo, Japan

**NOTICE OF THE 100TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby informed that the 100th Annual General Meeting of Shareholders of TAMURA CORPORATION (the “Company”) will be held for the purposes as described below.

The Company has taken measures for electronic provision of information for the convocation of this General Meeting of Shareholders. Electronically provided information is posted on the website below as “Notice of the 100th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.tamura-ss.co.jp/jp/finance/stock/>

This information has also been posted on the following website.

Tokyo Stock Exchange website (TSE Listed Company Search service)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

- \* Access the website below, enter the Company’s name “TAMURA CORPORATION” or code “6768” in the appropriate field, and click on “Search.” Next, click on “Basic Information” and “Documents for public inspection/PR information” in turn.

You can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders that have been provided electronically, indicate your vote for or against the proposals via the following instructions, and exercise your voting rights by the end of the Company’s business hours (5:20 p.m.) on Tuesday, June 27, 2023, Japan time.

- 1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m. Japan time (reception begins at 9:30 a.m.)
- 2. Place:** 3F Fuji, HOTEL METROPOLITAN  
1-6-1, Nishi-Ikebukuro, Toshima-ku, Tokyo, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:** 1. The Business Report, Consolidated Financial Statements for the Company’s 100th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 100th Fiscal Year  
(April 1, 2022 - March 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 5 Directors (excluding Directors who are Audit & Supervisory Committee Members)  
**Proposal 4:** Election of 5 Directors who are Audit & Supervisory Committee Members  
**Proposal 5:** Determination of the Amount of Compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members)  
**Proposal 6:** Determination of the Amount of Compensation for Directors who are Audit & Supervisory Committee Members  
**Proposal 7:** Determination of the Amount and Details of Stock Compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members)
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\* Pursuant to laws and regulations and Article 17 of the Articles of Incorporation, the following documents are not included in the paper copy sent to shareholders who have requested it. Accordingly, these documents are a subset of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor during preparation of their respective Audit Reports

· Notes to the Consolidated Financial Statements    · Non-consolidated Statements of Changes in Net Assets    · Notes to the Non-consolidated Financial Statements

If the electronically provided materials are revised, the revised versions will be posted on the various websites.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

#### Matters concerning year-end dividends

The Company considers the return of profits to shareholders the most important management responsibility, and strives to maintain and enhance the level of dividends, while focusing on improvement of its financial position by expanding business earnings and securing internal reserves for the purpose of increasing corporate value through medium- to long-term business plans.

Concerning year-end dividends, based on comprehensive consideration of future business trends and the financial standing, etc., the Company proposes a year-end dividend of 5 yen per share. Combined with the interim dividend of 5 yen, the annual dividend will be 10 yen.

- (1) Type of dividend property:  
Cash
- (2) Matters related to and the aggregate amount of the dividend property to be allotted to shareholders:  
5 yen per share of the Company's ordinary stock  
Total amount of dividends: 410,841,005 yen
- (3) Effective date of dividends of surplus:  
June 29, 2023

**Proposal 2: Partial Amendments to the Articles of Incorporation**

**1. Reasons for the proposal**

- (1) To prepare for future expansion of its business, the Company proposes to partially amend Article 2 of the current Articles of Incorporation.
- (2) The Company proposes to transition from a company with board of auditors to a company with Audit & Supervisory committee, with the aim of further enhancing corporate governance by strengthening the oversight function of the Board of Directors and further strengthening the monitoring system. It will achieve this by making Audit & Supervisory Committee Members, who are responsible for auditing and supervising the Directors’ execution of their duties, members of the Board of Directors. Accordingly, the Articles of Incorporation will be amended to establish new provisions concerning Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee, delete the provisions concerning Audit & Supervisory Board Members and Audit & Supervisory Board, and make other changes necessary for the transition to a company with Audit & Supervisory committee
- (3) To enable flexibility in capital policies and dividend policies, the Articles of Incorporation will be amended to provide that payment of dividends of surplus, etc. may be conducted by resolution of the Board of Directors.
- (4) Other necessary changes, including amendments to words and phrases accompanying the above amendments will be made.

**2. Details of amendments**

The details of the amendments are as follows.

This proposal shall take effect from the close of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 2 (Purpose)  <span style="padding-left: 40px;">&lt;Newly Established&gt;</span></p> <p><u>7.</u> (Omitted)</p> <p>Article 4 (Governing Bodies)                      The Company shall have a board of directors, <u>auditors, a board of auditors,</u> and an accounting auditor.</p> <p style="text-align: center;">Chapter 2 Stock</p> <p><u>Article 7 (Issuance of Stock Certificates)</u>  <span style="padding-left: 40px;">&lt;Deleted&gt;</span></p> <p>Article <u>8 – 11</u> (Omitted)</p> <p style="text-align: center;">Chapter 3 Shareholders’ Meetings</p> <p>Article <u>12 – 13</u> (Omitted)</p> <p>Article <u>14</u> (Convener and Chairperson)</p> <ol style="list-style-type: none"> <li>1. <u>The president of the board of directors</u> shall convene shareholders’ meetings and serve as their chairperson.</li> <li>2. Should <u>the president of the board of directors</u> be unable to act as convener and chairperson, another director, selected according to an order of precedence established in advance by the board of directors, shall act in that capacity.</li> </ol> <p>Article <u>15 – 18</u> (Omitted)</p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 2 (Purpose)</p> <p><u>7. Lease, purchase, sale, and maintenance of real estate</u></p> <p><u>8.</u> (Unchanged)</p> <p>Article 4 (Governing Bodies)                      The Company shall have a board of directors, <u>an audit &amp; supervisory committee,</u> and an accounting auditor.</p> <p style="text-align: center;">Chapter 2 Stock</p> <p><span style="padding-left: 40px;">&lt;Deleted&gt;</span></p> <p>Article <u>7 – 10</u> (Unchanged)</p> <p style="text-align: center;">Chapter 3 Shareholders’ Meetings</p> <p>Article <u>11-12</u> (Unchanged)</p> <p>Article <u>13</u> (Convener and Chairperson)</p> <ol style="list-style-type: none"> <li>1. <u>A director designated by the board of directors</u> shall convene shareholders’ meetings and serve as their chairperson.</li> <li>2. Should <u>the director in the previous paragraph</u> be unable to act as convener and chairperson, another director, selected according to an order of precedence established in advance by the board of directors, shall act in that capacity.</li> </ol> <p>Article <u>14-17</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 4 Directors and Board of Directors Article <u>19</u> (Number of Directors) The Company shall have at least three and no more than <u>ten</u> directors.</p> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p>Article <u>20</u> (Election and Removal) 1. Directors shall be elected by resolution of a shareholders' meeting.</p> <p>4. <u>Directors may be removed from office by resolution of a shareholders' meeting, provided that shareholders possessing a majority of the voting rights that may be exercised are present and that the majority of the voting rights are in favor of removal.</u></p> <p>Article <u>21</u> (Term of Office) 1. The term of office of directors shall continue until the conclusion of the ordinary shareholders' meeting held in the last business year to end in the <u>two</u> years following election.</p> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p>2. <u>The term of office of a director elected as a substitute for another director or because of an increase in the number of directors shall conclude at the same time as the term of office of the other directors.</u></p> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p>Article <u>22</u> (Representative Director <u>and Directors with Titles</u>) 1. The board of directors shall appoint a small number of representative directors from among directors.</p>	<p>Chapter 4 Directors and Board of Directors Article <u>18</u> (Number of Directors) 1. The Company shall have at least three and no more than <u>seven</u> directors (<u>excluding directors who are audit &amp; supervisory committee members</u>).</p> <p>2. <u>The Company shall have at least three and no more than seven directors who are audit &amp; supervisory committee members.</u></p> <p>Article <u>19</u> (Election) 1. Directors shall be elected by resolutions of a shareholders' meeting, <u>distinguishing between audit &amp; supervisory committee members and other directors.</u></p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p>Article <u>20</u> (Term of Office) 1. The term of office of directors (<u>excluding directors who are audit &amp; supervisory committee members</u>) shall continue until the conclusion of the ordinary shareholders' meeting held in the last business year to end within <u>one</u> year following election.</p> <p>2. <u>The term of office of directors who are audit &amp; supervisory committee members shall continue until the conclusion of the ordinary shareholders' meeting held for the final fiscal year that ends within two years of such directors' election.</u></p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p>3. <u>The term of office of a director who is an audit &amp; supervisory committee member elected to fill a vacancy caused by the resignation of a director who is an audit &amp; supervisory committee member prior to the expiry of such director's term of office shall conclude at the time the term of office of their predecessor expires.</u></p> <p>Article <u>21</u> (Representative Director) 1. The board of directors shall appoint a small number of representative directors from among directors (<u>excluding directors who are audit &amp; supervisory committee members</u>).</p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="229 215 783 405"><u>2. One chairman of the board of directors, one president of the board of directors, and a small number each of vice-presidents of the board of directors, senior managing directors and managing directors may be appointed by resolution of the board of directors.</u></p> <p data-bbox="193 412 727 441">Article <u>23</u> (Meetings of the Board of Directors)</p> <ol data-bbox="229 479 783 1350" style="list-style-type: none"> <li>1. Board of directors meetings <u>shall be convened by the president of the board of directors</u> or a board member decided by the board of directors. <u>A board member decided by the board of directors shall act as the chairperson.</u></li> <li>2. Notice for convening a board of directors meeting shall be sent to all directors <u>and auditors</u> at least one week prior to the day of the meeting. However, this period may be shortened in case of necessity.</li> <li>3. When all directors <u>and auditors</u> are agreed, a board of directors meeting may be held without first going through the abovementioned convening procedure.</li> <li>4. When a director makes a proposal regarding a matter to be decided at a board of directors meeting, the proposal shall be deemed accepted if all the directors who are able to participate in its discussion express their agreement with it either in writing or by electromagnetic record <u>and if none of the auditors raises any objections to it.</u></li> <li>5. The running of board of directors meetings and other matters related to the board of directors shall be governed by the Board of Directors <u>Regulations</u>, to be established by the board of directors.</li> </ol> <p data-bbox="411 1357 657 1386" style="text-align: center;">&lt;Newly Established&gt;</p> <p data-bbox="193 1653 496 1682">Article 24 (Compensation)</p> <p data-bbox="248 1688 783 1783">The compensation of directors shall be determined by resolution of a shareholders' meeting.</p>	<p data-bbox="1082 215 1206 244" style="text-align: center;">&lt;Deleted&gt;</p> <p data-bbox="820 412 1355 441">Article <u>22</u> (Meetings of the Board of Directors)</p> <ol data-bbox="868 479 1414 1350" style="list-style-type: none"> <li>1. Board of directors meetings shall be convened <u>and</u> chaired by a board member decided by the board of directors.</li> <li>2. Notice for convening a board of directors meeting shall be sent to all directors at least one week prior to the day of the meeting. However, this period may be shortened in case of necessity.</li> <li>3. When all directors are agreed, a board of directors meeting may be held without first going through the abovementioned convening procedure.</li> <li>4. When a director makes a proposal regarding a matter to be decided at a board of directors meeting, the proposal shall be deemed accepted if all the directors who are able to participate in its discussion <u>express</u> their agreement with it either in writing or by electromagnetic record.</li> <li>5. The running of board of directors meetings and other matters related to the board of directors shall be governed by the Board of Directors <u>Rules</u>, to be established by the board of directors.</li> </ol> <p data-bbox="820 1357 1414 1420"><u>Article 23 (Delegation of decision-making on important business executions)</u></p> <p data-bbox="876 1426 1414 1648"><u>In accordance with Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may, by its resolution, delegate to directors all or part of the authority of decision-making on important business executions (excluding matters listed in each Item of Article 399-13, Paragraph 5 of the Companies Act).</u></p> <p data-bbox="820 1655 1123 1684">Article 24 (Compensation)</p> <p data-bbox="876 1691 1414 1845">The compensation of directors shall be determined by resolution of a shareholders' meeting, <u>distinguishing between directors who are Audit &amp; Supervisory Committee Members and other directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p align="center"><b>Chapter 5 Executive Officers</b></p>	<p align="center"><b>Chapter 5 Executive Officers</b></p>
<p>Article 26 (Executive Officers)</p>	<p>Article 26 (Executive Officers)</p>
<p>2. The duties of executive officers shall be based on the Executive Officer <u>Regulations</u>, to be established by the board of directors.</p>	<p>2. The duties of executive officers shall be based on the Executive Officer <u>Rules</u>, to be established by the board of directors.</p>
<p><u>Chapter 6 Auditors and Board of Auditors</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>Article 27 (Number of Auditors)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>The Company shall have at least three and no more than five auditors.</u></p>	
<p><u>Article 28 (Election)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>Auditors shall be elected at a shareholders' meeting. Election shall require that shareholders who possess at least one third of the voting rights that may be exercised be present and that a majority of the voting rights be in favor of election.</u></p>	
<p><u>Article 29 (Term of Office)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>The term of office of auditors shall continue until the conclusion of the ordinary shareholders' meeting held in the last business year to end within the four years following election.</u></p>	
<p><u>The term of office of an auditor elected to replace an auditor who retires shall last until the term of office of the retired auditor expires.</u></p>	
<p><u>Article 30 (Standing Auditors)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>The board of auditors shall appoint a small number of standing auditors from among the auditors.</u></p>	
<p><u>Article 31 (Meetings of the Board of Auditors)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>1. Notice for convening a board of auditors meeting shall be sent to all auditors at least one week prior to the day of the meeting. However, this period may be shortened in case of necessity.</u></p>	
<p><u>2. The running of board of auditors meetings and other matters related to the board of auditors shall be governed by the Board of Auditors Regulations, to be established by the board of auditors.</u></p>	
<p><u>Article 32 (Compensation)</u></p>	<p align="center">&lt;Deleted&gt;</p>
<p><u>The compensation of auditors shall be determined by resolution of a shareholders' meeting.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 33 (Partial Exemption of Auditors from Liability, and Liability-Limiting Contracts)</u></p> <ol style="list-style-type: none"> <li>1. <u>Based on the provisions in Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the board of directors, exempt auditors (including past auditors), to the extent permitted by law, from liability for damages to the Company.</u></li> <li>2. <u>Based on the provisions in Article 427, Paragraph 1 of the Companies Act, the Company may conclude contracts with auditors regarding their liability for damages to the Company.</u></li> </ol> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p style="text-align: center;">&lt;Newly Established&gt;</p> <p style="text-align: center;">Chapter 7 Accounting Auditor</p> <p>Article <u>34 – 35</u> (Omitted)</p> <p>Article <u>36</u> (Accounting Auditor’s Compensation, etc.)</p> <p style="padding-left: 40px;">The compensation, etc., of the accounting auditor shall be determined by the representative director, subject to the consent of <u>the board of auditors.</u></p> <p>Article <u>37</u> (Omitted)</p> <p style="text-align: center;">Chapter 8 Accounting</p> <p>Article <u>38</u> Omitted</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;"><u>Chapter 6 Audit &amp; Supervisory Committee</u></p> <p><u>Article 27 (Audit &amp; Supervisory Committee)</u></p> <ol style="list-style-type: none"> <li>1. <u>Notice for convening an audit &amp; supervisory committee meeting shall be sent to each audit &amp; supervisory committee member at least one week prior to the day of the meeting. However, this period may be shortened in case of necessity.</u></li> <li>2. <u>When all audit &amp; supervisory committee members are agreed, audit &amp; supervisory committee meetings may be held without first going through the abovementioned convening procedure.</u></li> <li>3. <u>The running of audit &amp; supervisory committee meetings and other matters related to audit &amp; supervisory committee meetings shall be governed by the audit &amp; supervisory committee rules, to be established by the audit &amp; supervisory committee.</u></li> </ol> <p><u>Article 28 (Standing Audit &amp; Supervisory Committee Member)</u></p> <p style="padding-left: 40px;"><u>The audit &amp; supervisory committee may, by its resolution, appoint a standing audit &amp; supervisory committee member.</u></p> <p style="text-align: center;">Chapter 7 Accounting Auditor</p> <p>Article <u>29 – 30</u> (Omitted)</p> <p>Article <u>31</u> (Accounting Auditor’s Compensation, etc.)</p> <p style="padding-left: 40px;">The compensation, etc., of the accounting auditor shall be determined by the representative director, subject to the consent of <u>the audit &amp; supervisory committee.</u></p> <p>Article <u>32</u> (Unchanged)</p> <p style="text-align: center;">Chapter 8 Accounting</p> <p>Article <u>33</u> (Unchanged)</p>



Current Articles of Incorporation	Proposed Amendments
<p>Article <u>39</u> (Distribution of Surplus by Dividend)</p> <ol style="list-style-type: none"> <li>1. <u>Based on a resolution of the shareholders' meeting, the Company may pay a year-end dividend to the shareholders and registered stock pledgees who are recorded in the shareholder registry as of the last day of the related business year.</u></li> <li>2. <u>In addition to the year-end dividend, the Company may, based on a resolution of the board of directors, pay an interim dividend to the shareholders and registered stock pledgees who are recorded in the shareholder registry as of September 30 of each year.</u></li> </ol> <p>Article <u>40</u> (Acquisition of Treasury Stock)</p> <p><u>The Company may, based on a resolution of the board of directors, acquire treasury stock by means of transactions conducted in the market or by the tender offer method stipulated in Article 27, Paragraph 2, Section 6 of the Financial Instruments and Exchange Act.</u></p> <p style="text-align: center;">&lt;Newly Established&gt;</p>	<p>Article <u>34</u> (Distribution of Surplus by Dividend, etc.)</p> <p><u>Unless otherwise provided by laws or regulations, the Company may determine matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, such as dividend distribution of surplus, based on a resolution of the Board of Directors.</u></p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p>Article <u>35</u> (Record Date for Distribution of Surplus Dividends)</p> <ol style="list-style-type: none"> <li>1. <u>The record date for dividend distribution of surplus for each accounting year shall be March 31 of each applicable year.</u></li> <li>2. <u>The record date for interim dividend distribution of surplus for each accounting year shall be September 30 of each applicable year.</u></li> <li>3. <u>In addition to the preceding paragraphs, the Company may distribute dividends of surplus based on other record dates determined from time to time by the Company.</u></li> </ol>
<p>Article <u>41</u> (Omitted)</p> <p style="text-align: center;">&lt;Newly Established&gt;</p>	<p>Article <u>36</u> (Unchanged)</p> <p>(Supplementary Provisions)</p> <p><u>The Company may, by resolution of the Board of Directors, exempt auditors (including former auditors) from liability for damages compensation under Article 423, Paragraph 1 of the Companies Act in relation to acts conducted before the close of the 100th annual general meeting of shareholders within the limits stipulated by laws and regulations.</u></p>

**Proposal 3: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with audit & supervisory committee, the terms of office of all Directors (8 persons) will expire when the amendments to the Articles of Incorporation come into effect, and they will vacate their positions. Accordingly, the Company proposes the election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the transition to a company with audit & supervisory committee.

This proposal will take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation come into effect. The candidates for Directors are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Masahiro Asada (June 19, 1959)  [Reappointment]	<p>April 1982      Joined the Company</p> <p>April 2003      Director, TAMURA EUROPE LIMITED</p> <p>April 2005      Senior Executive Officer, the Company</p> <p>June 2007      Director/ Senior Executive Officer</p> <p>June 2009      Director/Vice President</p> <p>June 2016      Director/Executive Vice President</p> <p>October 2018    Chairperson, KOHA CO., LTD.</p> <p>April 2019      President, the Company (current position)</p>	25,968
	Attendance at meetings of the Board of Directors 100% (19 out of 19 times)	<p>Reason for nomination as candidate for Director</p> <p>Mr. Masahiro Asada has driven the Company's core businesses, including the Electronic Component-related Business and the Electronic Chemicals &amp; FA Systems-related business Sector on a global basis. Since his appointment as President in 2019, he has taken command of the management of the Group as a whole and promoted the Medium-Term Management Plan, "Energize the Future 100." We have renominated him as a candidate for Director of the Company in the belief that he will contribute to the Group's continued growth and the medium- to long-term enhancement of corporate value.</p>	
2	Yusaku Hashiguchi (September 16, 1962)  [Reappointment]	<p>April 1986      Joined the Company</p> <p>June 2009      Senior Executive Officer</p> <p>June 2014      General Manager of Corporate Management Division (current position)</p> <p>June 2015      Director/ Senior Executive Officer</p> <p>April 2018      Controller of Business Sectors at Head Office (current position)</p> <p>June 2018      Part-time Director, Novel Crystal Technology Inc. (current position)</p> <p>June 2018      Director/Vice President, the Company (current position)</p>	18,787
	Attendance at meetings of the Board of Directors 100% (19 out of 19 times)	<p>Reason for nomination as candidate for Director</p> <p>Mr. Yusaku Hashiguchi has promoted business in the Electronic Component-related Business and as regional controller in China, ASEAN, and elsewhere. He has been in charge of business administration of the Group as a whole as Director/ Vice President since 2018. He has broad-ranging knowledge, including of the Japanese and overseas markets and technology areas, and we have renominated him as candidate for Director of the Company in the belief that he will contribute to the achievement of the Group's management plan and the medium- to long-term enhancement of corporate value.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Norihiko Nanjo (February 11, 1965)  [Reappointment]  Attendance at meetings of the Board of Directors 100% (19 out of 19 times)	<p>April 1988      Joined the Company</p> <p>June 2008      Senior Executive Officer</p> <p>June 2009      Director/ Senior Executive Officer (current position)</p> <p>October 2011    Director, TAMURA CORPORATION OF CHINA LIMITED</p> <p>September 2017    Director, KOHA CO., LTD.</p> <p>October 2017    Director, TAMURA ELECTRONICS (HUI ZHOU) CO., LTD.</p> <p>January 2020    President, KOHA CO., LTD.</p> <p>April 2022      In charge of Sales Strategy, General Manager of Strategic Market Development Department, in charge of Information Equipment-related Business, the Company (current position)</p> <p>Reason for nomination as candidate for Director Mr. Norihiko Nanjo has driven the Group's global business growth and the strengthening of its competitiveness as the person responsible for Europe, the U.S., China, and other markets in the Electronic Component-related Business and also as the person responsible for the Information Equipment-related Business and for market development. We have renominated him as candidate for Director in the belief that his abundant overseas experience and knowledge of sales and marketing strategy will contribute to the promotion of the growth strategy set forth in the Group's Medium-term Management Plan.</p>	25,545
4	Shoichi Saito (December 20, 1964)  [Reappointment]  Attendance at meetings of the Board of Directors 100% (19 out of 19 times)	<p>April 1988      Joined Tamura Kaken Co., Ltd.</p> <p>April 2005      Executive Officer</p> <p>June 2007      Director/ Executive Officer</p> <p>April 2010      Senior Executive Officer, the Company</p> <p>June 2013      Director/Senior Executive Officer (current position)</p> <p>August 2015    Director, TAMURA CORPORATION SINGAPORE PTE. LTD.</p> <p>April 2020      Director, TAMURA EUROPE LIMITED</p> <p>April 2022      In charge of R&amp;D Strategy, General Manager of R&amp;D Strategy, the Company (current position)</p> <p>October 2022    In charge of Security Trade Control (current position)</p> <p>Reason for nomination as candidate for Director Mr. Shoichi Saito has driven the Group's business on a global basis as the person responsible for the Electronic Chemicals &amp; FA Systems- related business Sector and the Electronic Component-related Business. As the person responsible for R&amp;D strategy since 2022, he has led the Group's development of technologies and products. He has abundant business experience and advanced knowledge of R&amp;D and technology, and we have renominated him as candidate for Director in the belief that he will contribute to the promotion of the growth strategy through the creation of new products and technologies set forth in the Medium-term Management Plan.</p>	23,058

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Yohei Tamura (September 5, 1984)  [New Appointment]	<p>April 2010      Joined Yokogawa Electric Corporation</p> <p>April 2013      Transferred to Yokogawa Solution Service Corporation</p> <p>April 2016      Joined the Company</p> <p>April 2018      Director, TAMURA ELECTRONICS (MALAYSIA) SDN. BHD.</p> <p>April 2019      President, the Company</p> <p>October 2021    Director, TAMURACORPORATION (THAILAND) CO., LTD.</p> <p>April 2023      General Manager of President's Office, the Company (current position)</p> <p>Reason for nomination as candidate for Director</p> <p>Mr. Yohei Tamura has contributed to the Group's global business growth through his career in key positions at the Malaysian and Thai bases of the Electronic Component-related Business. As General Manager of President's Office since April 2023, he has promoted job satisfaction reform and operational reforms based on the Medium-term Management Plan. We have nominated him as candidate for Director in the belief that he will contribute to the Group's continued advancement and the medium- to long-term enhancement of corporate value.</p>	0
	Attendance at meetings of the Board of Directors -		

(Notes)

1. There are no special interests between the candidates and the Company.
2. The Company has concluded a Directors and Officers Liability Insurance contract that insures all Directors. The insurance premiums for this policy are fully borne by the Company and no substantial insurance premium is borne by the insured. The policy covers the liability of Directors and Audit & Supervisory Board Members arising in the performance of their duties and damage claims received pertaining to the pursuit of said liability. However, the policy does include certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. If Messrs. Masahiro Asada, Yusaku Hashiguchi, Norihiko Nanjo, and Shoichi Saito are re-appointed as Directors, each Director will become insured persons under the insurance policy. If the election of the newly nominated Mr. Yohei Tamura is approved, he will also become an insured person under the insurance policy. In addition, the Company plans to renew the insurance policy with the same substance at the time of its next renewal.

**Proposal 4: Election of Five (5) Directors who are Audit & Supervisory Committee Members**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with Audit & Supervisory Committee. Accordingly, the Company proposes the election of five (5) Directors who are Audit & Supervisory Committee Members.

The Audit & Supervisory Board has provided its approval to this proposal.

This proposal will take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation come into effect.

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

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>Akira Kubota (September 9, 1953)</p> <p>[New Appointment] [Outside] [Independent Director]</p> <p>Attendance at meetings of the Board of Directors 100% (19 out of 19 times)</p>	<p>April 1978      Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>September 2005      Director-General, Research and Statistics Department, Department, Economic and Industrial Policy Bureau</p> <p>July 2006      Joined Olympus Corporation</p> <p>June 2009      Executive Officer, Division Manager, Microtechnology R&amp;D Division, Corporate R&amp;D Center</p> <p>April 2014      Executive Managing Officer, Group President, Corporate R&amp;D Center</p> <p>April 2016      Executive Managing Officer, Unit Head, Medical Affairs &amp; CSR Office</p> <p>May 2017      Executive Director of NIPPON ELECTRIC CONTROL EQUIPMENT INDUSTRIES ASSOCIATION (current position)</p> <p>June 2018      Director, the Company (current position)</p> <p>Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles</p> <p>Mr. Akira Kubota has experience in research and development and management at government organizations and a major global company. As Director and member of the Nomination &amp; Remuneration Advisory Committee of the Company since 2018, he has contributed to strengthening the functions of the Board of Directors from an independent position. We have nominated him as Outside Director who is an Audit &amp; Supervisory Committee in the expectation of his contributions to decision-making in the Board of Directors and to the strengthening of its audit &amp; supervisory functions as a Director who is an Audit &amp; Supervisory Committee Member, Chief Outside Director, and Chair of the Nomination &amp; Remuneration Advisory Committee.</p>	4,510

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p>Haruko Shibumura (December 6, 1964)</p> <p>[New Appointment] [Outside] [Independent Director]</p> <p>Attendance at meetings of the Board of Directors 100% (19 out of 19 times)</p>	<p>April 1992 The 46th Legal Apprentice of the Supreme Court</p> <p>April 1994 Registered at the Daini Tokyo Bar Association</p> <p>April 1994 Law Offices of Homma &amp; Komatsu (currently Homma &amp; Partners)</p> <p>April 1999 Partner Lawyer (current position)</p> <p>April 2009 Practicing-attorney-professor for civil advocacy of the Legal Training and Research Institute, the Supreme Court</p> <p>June 2015 Outside Auditor, NICHIREKI CO., LTD.</p> <p>June 2018 Director, the Company (current position)</p> <p>June 2019 Outside Director (Audit &amp; Supervisory Committee Member), Astellas Pharma Inc. (scheduled to resign in 2023)</p> <p>June 2019 Outside Director, NICHIREKI CO., LTD. (current position)</p> <p>Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles</p> <p>As an attorney, Ms. Haruko Shibumura has broad-ranging insights into legal affairs, and she also possesses abundant experience as an Outside Director. As a Director and member of the Nomination &amp; Remuneration Advisory Committee of the Company since 2018, she has contributed to strengthening the Company's governance from an independent position. We have nominated her as Outside Director who is an Audit &amp; Supervisory Committee Member and member of the Nomination &amp; Remuneration Advisory Committee in the expectation of her contributions to decision-making in the Board of Directors and to the strengthening of its audit &amp; supervisory functions.</p>	0
3	<p>Masashi Imamura (January 8, 1957)</p> <p>[New Appointment] [Outside] [Independent Director]</p> <p>Attendance at meetings of the Board of Directors -</p>	<p>April 1979 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>April 2014 President, Sony Visual Products Inc.</p> <p>April 2015 EVP, Sony Corporation, in charge of production, logistics, procurement, quality, environment, and engineering platforms</p> <p>February 2019 Joined Zensho Holdings Co., Ltd. as Managing Executive Officer</p> <p>June 2019 President, Zensho Factory Holdings Co., Ltd.</p> <p>June 2019 Managing Executive Director, Zensho Holdings Co., Ltd.</p> <p>June 2022 Resigned from Zensho Holdings Co., Ltd.</p> <p>Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles</p> <p>Through his career holding key positions in one of Japan's leading global electrical manufacturers and in the foodservice industry, Mr. Masashi Imamura has wide-ranging business experience and knowledge of corporate management in areas such as manufacturing, logistics, procurement, and quality. We have nominated him as Outside Director who is an Audit &amp; Supervisory Committee Member and member of the Nomination &amp; Remuneration Advisory Committee in the expectation of his contributions to decision-making in the Board of Directors and to the strengthening of its audit &amp; supervisory functions from an independent position.</p>	10,000

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<p>Akiko Toyoda (December 27, 1968)</p> <p>[New Appointment] [Outside] [Independent Director]</p> <p>Attendance at meetings of the Board of Directors -</p>	<p>April 1992      Joined The Dai-Ichi Kangyo Bank (currently Mizuho Bank, Ltd.)</p> <p>September 2000      Assigned to Mizuho Holdings, Inc. (currently Mizuho Financial Group, Inc.)</p> <p>January 2001      Assigned to Mizuho Securities Co., Ltd.</p> <p>October 2006      Joined Lazard Frères K.K.</p> <p>October 2008      Joined Huron Consulting Group Inc.</p> <p>July 2010      Worked independent of Huron Consulting Group (Trustees Corporate Finance Co., Ltd.)</p> <p>December 2011      Joined Mizuho Corporate Advisory Co., Ltd.</p> <p>October 2016      Joined PwC Advisory LLC (current position)</p> <p>Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles</p> <p>Ms. Akiko Toyoda has been engaged in financial advisory services for cross-border and intra-Japan M&amp;As for many years, and she possesses wide-ranging knowledge of corporate business portfolio strategies, finance and accounting, tax matters, and legal affairs. We have nominated her as Outside Director who is an Audit &amp; Supervisory Committee Member and member of the Nomination &amp; Remuneration Advisory Committee in the expectation of her contributions to decision-making in the Board of Directors and to the strengthening of its audit &amp; supervisory functions from an independent position.</p>	0
5	<p>Yuji Yokoyama (March 14, 1964)</p> <p>[New Appointment]</p> <p>Attendance at meetings of the Board of Directors 100% (19 out of 19 times)</p>	<p>April 1987      Joined the Company</p> <p>December 2002      Manager of Corporate Support Group, Corporate Management Division</p> <p>April 2015      General Manager of Global Business Promotion Division, Electronic Components Business Unit</p> <p>June 2015      Director, TAMURA EUROPE LIMITED</p> <p>April 2017      Deputy General Manager of Corporate Management Division, the Company</p> <p>April 2019      Executive Officer, General Manager of HPM Business Department, Electronic Components Business Unit</p> <p>April 2020      President, TAMURA EUROPE LIMITED Executive Officer, Deputy General Manager (responsible for Europe and United States Area), Electronic Components Business Unit, the Company</p> <p>September 2020      Audit &amp; Supervisory Board Member (current position)</p> <p>Reason for nomination as candidate for Director who is an Audit &amp; Supervisory Committee Member</p> <p>Mr. Yuji Yokoyama has been in charge of accounting operations and an overseas subsidiary of the Group for many years, and he possesses broad-ranging experience and advanced knowledge of management and finance and accounting. Since 2020, he has contributed to objective and effective auditing as Full-time Audit &amp; Supervisory Board Member. We have nominated him as a Director who is an Audit &amp; Supervisory Committee Member in the belief that he will contribute to strengthening of the Board of Directors' audit &amp; supervisory functions.</p>	19,551

(Notes)

1. There are no special interests between the candidates and the Company.
2. Of the candidates for Director, Mr. Akira Kubota, Ms. Haruko Shibumura, Mr. Masashi Imamura and Ms. Akiko Toyoda are candidates for Outside Director.

Furthermore, Mr. Akira Kubota's and Ms. Haruko Shibumura's terms of office as Outside Directors of the Company will be five (5) years, respectively, at the close of this General Meeting.

3. Mr. Akira Kubota and Ms. Haruko Shibumura have been submitted as Independent Directors pursuant to the regulations of the Tokyo Stock Exchange, and if they are reelected as proposed, they are planned to continue as such Independent Directors/Auditors. Further, if Mr. Masashi Imamura and Ms. Akiko Toyoda are elected as proposed, they are planned to newly become Independent Directors.
4. The Company has concluded a liability limitation agreement with Mr. Akira Kubota, Ms. Haruko Shibumura, and Mr. Yuji Yokoyama, and if their election is approved, the Company plans to continue with these agreements. Further, if the election of Mr. Masashi Imamura and Ms. Akiko Toyoda, is approved, the Company plans to conclude a similar agreement with them. A summary of these liability limitation agreements is as follows.
  - If an Outside Director is negligent in duties and becomes liable to the Company for damages, the liability for damages shall be the minimum amount as stipulated in Article 425, Paragraph 1 of the Companies Act.
  - The above liability limit for damages shall be accepted only in the case where the execution of duties which caused the liability was conducted by the Outside Director in good faith and without gross negligence.
5. Facts of violations of laws and regulations and Articles of Incorporation or of engaging in illegal business execution by another company at which a candidate for Outside Director has served as an officer in the past five (5) years

NICHIREKI CO., LTD., where Ms. Haruko Shibumura concurrently serves as Outside Director, announced that in June 2019, it had received a cease and desist order and administrative surcharge payment order from the Japan Fair Trade Commission under the Antimonopoly Act with regard to the sales price of modified asphalt, which had been subjected to on-site inspections by the commission in May 2018.

Although Ms. Haruko Shibumura was an Outside Auditor of the company when it was subjected to the on-site inspections, she was not aware of the facts of this violation until they came to light. However, she had regularly made appropriate comments regarding thorough legal compliance. In addition, since becoming aware of this matter, she has responded as necessary regarding exhaustive efforts toward improvement, including calling for a thorough investigation, proposing measures to prevent a recurrence, and confirming that such measures have been implemented, thus fulfilling her duties.

6. The Company has concluded a Directors and Officers Liability Insurance contract that insures all Directors. The insurance premiums for this policy are fully borne by the Company and no substantial insurance premium is borne by the insured. The policy covers the liability of Directors and Audit & Supervisory Board Members arising in the performance of their duties and damage claims received pertaining to the pursuit of said liability. However, the policy does include certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. The candidates will all become insured persons under the insurance policy. In addition, the Company plans to renew the insurance policy with the same substance at the time of its next renewal.



## Reference: Main Specializations and Experiences of Candidates (Skill Matrix)

Name	Position, responsibilities, etc. at the Company	Management skills		Executive skills			Administrative skills	
		Company management	International/ Global experience	R&D/ Technology	Manufacturing / Quality	Sales/ marketing	Legal affairs/Risk Management	Finance/ Accounting
President Masahiro Asada	President of Board of Directors Member, Nomination & Remuneration Advisory Committee	•	•			•	•	
Director/Managing Executive Officer Yusaku Hashiguchi		•	•	•				•
Director/ Senior Executive Officer Norihiko Nanjo		•	•			•		
Director/ Senior Executive Officer Shoichi Saito		•	•	•	•			
Director/Executive Officer Yohei Tamura			•			•		
Outside Director (Audit & Supervisory Committee Member) Akira Kubota	Independent Director Chief Outside Director Chair, Nomination & Remuneration Advisory Committee	•	•	•				
Outside Director (Audit & Supervisory Committee Member) Haruko Shibumura	Independent Director Member, Nomination & Remuneration Advisory Committee, Attorney						•	
Outside Director (Audit & Supervisory Committee Member) Masashi Imamura	Independent Director /Member, Nomination & Remuneration Advisory Committee	•	•	•	•			
Outside Director (Audit & Supervisory Committee Member) Akiko Toyoda	Independent Director /Member, Nomination & Remuneration Advisory Committee		•				•	•
Director (Audit & Supervisory Committee Member) Yuji Yokoyama			•				•	•

\* The above table does not indicate all of the knowledge possessed by each officer.

\* The candidates comprise eight (8) males and two (2) females (percentage of females: 20%).

**Proposal 5: Determination of the Amount of Compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members)**

At the 99th Annual General Meeting of Shareholders held on June 28, 2022, the maximum amount of compensation for Directors of the Company was resolved to be maximum 250 million yen per year (of which maximum 50 million yen per year for Outside Directors). However, if Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with Audit & supervisory committee. Accordingly, taking into consideration the economic situation and other various circumstances, the Company seeks approval to set the amount of compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members ; the same shall apply hereinafter in this proposal) after the transition to a company with Audit & supervisory committee to maximum 200 million yen per year, and for the specific amounts, timing of payments, etc. for individual Directors to be determined by resolution of the Board of Directors. The Company believes that the substance of this proposal is reasonable as this proposal is decided by the Board of Directors after deliberation and report by the Nomination and Remuneration Advisory Committee, taking into consideration the fact that it is in line with the transition to a company with Audit & supervisory committee, its reasonableness in light of trends at other companies, and other various circumstances, in addition to the details of the determination policy for the content of individual compensation for Directors of the Company. This compensation, etc. will not include the employee salary portion of Directors concurrently serving as employees for their services in such capacity.

The current number of Directors is eight (8) persons. If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members) are approved as originally proposed, the number of Directors will be five (5) persons.

The details of this proposal will take effect on the condition that Proposal 2: Partial Amendments to the Articles of Incorporation comes into effect.

The outline of the detail of the determination policy for the content of individual compensation for Directors of the Company is as described in “(4) Matters concerning compensation, etc. for Directors and Audit & Supervisory Board Members (i)” of “4. Matters concerning Directors/Corporate Officers of the Company” in the Business Report (in Japanese only). However, the Company plans to change the substance in line with the substance of this proposal and Proposal 7, on the condition that Proposal 2, this proposal, and Proposal 7 are approved and adopted at this General Meeting of Shareholders.

**Proposal 6: Determination of the Amount of Compensation etc. for Directors who are Audit & Supervisory Committee Members**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with Audit & supervisory committee. Accordingly, taking into consideration the economic situation and other various circumstances, the Company seeks approval to set the amount of compensation, etc. for Directors who are Audit & Supervisory Committee Members after the transition to a company with Audit & supervisory committee at maximum 98 million yen per year, and for the specific amounts, timing of payments, etc. for individual Directors who are Audit & Supervisory Committee Members to be determined by discussion among the Directors who are Audit & Supervisory Committee Members.

The Company believes that the amount of compensation, etc. related to this proposal is reasonable in light of the professional responsibilities of the Directors who are Audit & Supervisory Committee Members.

If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 4: Election of Five (5) Directors who are Audit & Supervisory Committee Members are approved as originally proposed, the number of Directors who are Audit & Supervisory Committee Members will be five (5) persons.

The details of this proposal will take effect on the condition that Proposal 2: Partial Amendments to the Articles of Incorporation comes into effect.

## **Proposal 7. Determination of amount and details of Stock Compensation, etc. for Directors (excluding Directors Who Are Audit & Supervisory Committee Members)**

### **1. Reasons for the proposal and reason for deeming the compensation system to be reasonable**

On the condition that Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with Audit & supervisory committee.

At the 99th Annual General Meeting of Shareholders held on June 28, 2022, the introduction of the stock compensation plan with a trust (hereinafter referred to as the “Plan”) for Directors (excluding Outside Directors) was approved and the Plan has been implemented to date. However, with a transition to a company with Audit & supervisory committee, the Company seeks approval to re-establish the compensation category under the Plan as a compensation category for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) subsequent to the transition to a company with Audit & supervisory committee.

As is the case with the current Plan, this compensation category shall be established separately from the category described in Proposal 5: Determination of the Amount of Compensation, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members) for which the Company seeks approval.

The Company newly seeks approval for this Proposal in line with the transition to a company with Audit & supervisory committee. However the substantial details of this Proposal are the same as the details approved at the 99th Annual General Meeting of Shareholders held on June 28, 2022, and even after the transition to a company with Audit & supervisory committee, there will be no change to the fact that Directors should be motivated to improve the Company’s performance and help raise its corporate value in the medium to long term. For these reasons, the Company believes that the substance of this Proposal is reasonable.

The outline of the detail of the determination policy for the content of individual compensation for Directors of the Company is as described in “(4) Matters concerning compensation, etc. for Directors and Audit & Supervisory Board Members (i)” of “4. Matters concerning Directors/Corporate Officers of the Company” in the Business Report (in Japanese only). However, the Company plans to change the substance of the policy in line with the substance of this proposal and Proposal 5, on the condition that Proposal 2, this proposal, and Proposal 5 are approved and adopted.

The Company believes that the substance of this proposal is reasonable as it is necessary and rational for the payment of compensation, etc. in accordance with the policy subsequent to the change.

The number of Directors who are eligible for the Plan is currently five (5) persons. If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of Five (5) Directors are approved as originally proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) who are eligible to the Plan will be five (5).

This proposal will take effect on the condition that Proposal 2: Partial Amendments to the Articles of Incorporation comes into effect.

### **2. The Amount and Details of Compensation, etc. under the Plan**

#### **(1) Outline of the Plan**

The Plan is a stock compensation plan by which a trust to be established through the contribution of monies by the Company (hereinafter referred to as the “Trust”) acquires the shares of the Company and the number of the Company’s shares corresponding to the number of points to be granted by the Company to each Director is delivered to each Director through the Trust.

There are two types of points granted based on the Plan: fixed points and performance-linked points.

Fixed points are granted to Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) who are in office during the fixed points period based on the corporate ranks, etc. Initial fixed-point period shall be for three years from the day after the date of the Annual General Meeting of Shareholders held in 2022 to the date of the Annual General Meeting of Shareholders in 2025.

Performance-linked points are granted to Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) who are in office during the performance-linked points period based on the corporate ranks and the degree of achievement of the performance targets, etc. Initial performance-linked point period shall be for three fiscal years from the fiscal year ended the last day of March 2023 to the fiscal year ending the last day of March 2025 (hereinafter “performance-linked point period” and “fixed-point period” are referred to as “Covered Period,” individually or collectively).

The time when Directors receive the delivery of the Company's shares is, in principle, at the time of their retirement as Director (including as Director who is an Audit & Supervisory Committee Member).

(i) Eligible persons of the Plan (Note)	Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)
(ii) Covered Period	<Initial fixed-point period> From the day after the date of the Annual General Meeting of Shareholders held in 2022 to the date of the Annual General Meeting of Shareholders in 2025 <Initial performance-linked point period> From the fiscal year ended the last day of March 2023 to the fiscal year ending the last day of March 2025
(iii) Upper limit of cash contributed by the Company as the fund to acquire the Company's shares necessary for issuance to the eligible persons of (i) in each Covered Period of (ii) (Note)	<Funds for acquisition of the Company's shares equivalent to fixed points> 30 million yen in cash during the initial fixed-point period <Funds for acquisition of the Company's shares equivalent to performance-linked points> 102 million yen in cash during the initial performance-linked point period
(iv) Method of acquiring the Company's shares (if any in the future)	Dispose of treasury shares or acquire shares from the exchange market (including off-floor trading)
(v) Upper limit of the total number of points granting to the eligible persons of (i) (Note)	Fixed points: 25,000 points per fiscal year Performance-linked points: 258,000 points per initial performance-linked point period (three fiscal years)
(vi) Criteria for granting points	Fixed points: Points to be granted in accordance with corporate ranks, etc. Performance-linked points: Points to be granted in accordance with corporate ranks and achievement of the performance targets, etc.
(vii) When to issue the Company's shares to the eligible persons of (i) (Note)	In principle, at the time of retirement from their position of Director (including Director who is an Audit & Supervisory Committee Member).

(Note) For the period until the transition to a company with Audit & supervisory committee, eligible persons under the Plan are Directors excluding Outside Directors of the Company, as resolved at the 99th Annual General Meeting of Shareholders held on June 28, 2022.

## (2) Cash contributed to the Trust by the Company

The initial trust period of the Trust shall be about three years. The Trust shall be set with Directors who acquire the beneficiary rights as beneficiaries as specified in (3) (iii) below.

In accordance with the previous resolution, the Company has entrusted the cash within the range of the upper limit amount described in the table (iii) of (1) above to the Trust as the funds to acquire the Company's shares necessary for delivery to Directors (Directors excluding Outside Directors prior to the transition to a company with Audit & supervisory committee) based on the Plan, and the Trust has acquired the Company's shares, using that cash in the Trust as the funds.

The Company shall deliver the Company shares corresponding to the points granted as remuneration for Directors after the transition to a company with Audit & supervisory committee with the Company's shares in the Trust.

With a decision by the Company's Board of Directors, a new fixed-point period and a performance-linked point period may be set (Note 1) at the expiration of each Covered Period, and the trust period of the Trust may be extended accordingly (including virtual extension of the Trust period by transferring the trust assets of the Trust to a trust whose purpose is the same as that of the Trust set by the Company; hereinafter the same

applies) or the Plan may be continued.

In this case, the Company shall entrust the funds (Note 3) to additionally acquire the Company's shares for delivery to Directors based on the Plan (Note 2) to the Trust and continue to grant points and issue the Company shares as described in (3) below during each newly set Covered Period.

The same shall apply after the expiration of each Covered Period.

Note 1: One fixed-point period shall be the period up to the period from the date following the Annual General Meeting of Shareholders to the date of the Annual General Meeting of Shareholders five years later. One performance-linked point period shall be a period up to the period within five fiscal years.

Note 2: The upper limit of funds for acquisition of the Company's shares equivalent to fixed points shall be the amount obtained by multiplying the number of years of the fixed point period by 10 million yen and the upper limit of funds for acquisition of the Company's shares equivalent to performance-linked points shall be the amount obtained by multiplying the number of years of the performance-linked points period by 34 million yen, respectively.

Note 3: The amount of cash to be additionally entrusted to the Trust by the Company in actuality includes a sum of the necessary estimated costs including trust fees and trust administrator fees, in addition to the funds to acquire the Company's shares as above.

The Company has introduced a similar plan for certain Executive Officers who have a delegation agreement with the Company and may additionally entrust cash for acquisition of the Company shares necessary for delivery to the Executive Officers under such similar plan.

In addition, even when the Plan will not be continued by setting a new Covered Period as described above, if there are Directors (including Directors who are Audit & Supervisory Committee Members) who have already been granted points but have not retired at the end of the trust period, the trust period of the Trust may be extended until the Director (including as Director who is an Audit & Supervisory Committee Member) retires and the delivery of the Company's shares is completed.

### (3) Method for determining the Company's shares to be delivered to the Directors and the upper limit

#### (i) Method, etc. of granting points to the Directors

The Company shall grant fixed points and performance-linked points to each Director on the point granting day specified in the share delivery rules during the trust period based on the share issuance rules set up at the meeting of the Company's Board of Directors.

However, the upper limit of the total points that the Company grants to each Director shall be 25,000 points for one fiscal year and 258,000 points for the initial performance-linked point period (three fiscal years) respectively (Note 4).

Note 4: When setting a new performance-linked point period as described in (2) above, the upper limit for performance-linked points is the number of points obtained by multiplying the number of business years by 86,000 for each performance-linked point period.

#### (ii) Delivery of the Company's shares corresponding to the number of points granted

Directors will be granted the Company's shares in accordance with the procedure in (iii) below, according to the number of points granted in (i) above.

One point shall be equal to one share of the Company's shares.

However, in the case where it is considered reasonable to adjust the number of Company's shares to be granted such as a share split or share consolidation, an adjustment will be made to the relevant split or consolidation ratio etc.

#### (iii) Delivery of the Company's shares to the Directors

In principle, each Director shall acquire the beneficiary right of the Trust by following the prescribed procedure at the time of retirement as Director (including as Director who is an Audit & Supervisory Committee Member) and receive the Company's shares from the Trust as beneficiaries as described (ii) above.

However, of these, a certain percentage of the Company's shares may be sold and redeemed in the Trust for the purpose of withholding tax payment funds such as withholding income tax, and then cash may be delivered in lieu of the Company's shares.

In addition, in the case that the Company's shares in the Trust have been liquidated for cash, including where the Company's shares in the Trust have been applied for a tender offer and settled, cash may be delivered in lieu of the Company's shares.

### (4) Exercise of voting rights

None of the voting rights with respect to the Company's shares in the Trust shall be exercised based on an

instruction of the trust administrator who is independent of the Company and its officers.

This is intended to ensure neutrality to the Company's corporate management with respect to the exercise of voting rights regarding the Company's shares in the Trust.

(5) Treatment of dividends

Dividends with respect to the Company's shares in the Trust shall be received by the Trust and used to acquire the Company's shares and pay trust fees for the trustee of the Trust.

End