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Securities code: 6915

March 7, 2024

(Date of commencement of measures for
electronic provision: March 5, 2024)

To Shareholders with Voting Rights:

Mitsuaki Koike
Chairman and President
CHIYODA INTEGRE CO., LTD.
1-1 Nibancho, Chiyoda-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF
THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

We would also like to express our deepest sympathies for those impacted by the 2024 Noto Peninsula Earthquake, and sincerely hope for the earliest recovery of the affected areas.

You are hereby notified of the 68th Ordinary General Meeting of Shareholders of CHIYODA INTEGRE CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

When convening this General Meeting of Shareholders, we will provide information electronically and thus post matters subject to the electronic provision measures as "NOTICE OF CONVOCATION OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS" on the websites below on the Internet.

The Company's website (<https://www.chiyoda-i.co.jp>)

In addition to the above, the matters are also posted on the website below on the Internet.

Tokyo Stock Exchange website (<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>)

Please access the Tokyo Stock Exchange website above, enter and search the Company's name or securities code, and select "Basic information," then "Documents for public inspection/PR information" to see matters subject to the electronic provision measures.

If you do not attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, March 26, 2024, Japan time.

- 1. Date and Time:** Wednesday, March 27, 2024 at 10:00 a.m. Japan time
(Reception begins at 9:30 a.m.)
- 2. Place:** Hall 'PRIMAVERA,' 4th floor of Dai-Ichi Hotel Tokyo located at
1-2-6 Shimbashi, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements for the Company's 68th Fiscal Year (January 1, 2023 - December 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 68th Fiscal Year (January 1, 2023 - December 31, 2023)
 - Proposal to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendment to the Articles of Incorporation
 - Proposal 3:** Election of Eight (8) Directors

4. Matters decided upon convocation

- (1) Among all the matters subject to the electronic provision measures, the System to Ensure the Appropriateness of Business Operations, the Outline of the Operation of the System to Ensure the Appropriateness of Business Operations, the Basic Policy Regarding Control on Stock Companies, Consolidated Statement of Changes in Equity, Notes to the Consolidated Financial Statements, Non-consolidated Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements are not included in the paper copy sent to shareholders (including the paper copy sent to shareholders who have requested it) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation. Therefore, the said paper copy comprises a portion of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing the Audit Report.
- (2) If you do not indicate your vote of approval or disapproval of proposals on the Voting Rights Exercise Form, you will be deemed to have approved the proposals.

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- ⊙ When attending the meeting, please submit the Voting Rights Exercise Form at the reception.
 - ⊙ Should matters subject to the electronic provision measures require revisions, details of the revisions will be posted on each website on which the matters are published.
 - ⊙ Please be advised that there will be no souvenirs for attending shareholders, and that no debriefing session will be held after the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers profit returns to shareholders an important management task. To that end, the Company's basic policy for distribution of profit to shareholders for the three years from the fiscal year ended December 31, 2022 to the fiscal year ending December 31, 2024 is (1) aiming for a dividend payout ratio of 50% or more and (2) repurchasing own shares flexibly with the aim of achieving a total payout ratio of 120%, while considering the level of stock prices, market environment and other factors. The basic policy is mindful of the improvement of the Company's return on equity (ROE).

Based on this policy, the Company proposes the year-end dividend for this fiscal year to be ¥116 per share as follows, taking into comprehensive consideration the business results and the business environment for this fiscal year.

- (1) Type of dividend:
Cash
- (2) Matters regarding the allocation of dividend to shareholders and the total amount thereof:
¥116 per share of common stock of the Company
Total amount: ¥1,235,735,240
- (3) Effective date of distribution of surplus:
March 28, 2024

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

The Company proposes to shorten the term of office of Directors from two (2) years to one (1) year and make necessary changes to Article 20 (Term of Office of Directors) of the current Articles of Incorporation. The purpose of this change is to clarify the management responsibility of Directors with respect to each fiscal year and strengthen corporate governance by establishing a management structure that responds to a rapidly changing business environment.

2. Details of the amendment

The details of the amendment are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
(Term of Office of Directors) Article 20. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last fiscal year ending within <u>two (2) years</u> from his/her election.	(Term of Office of Directors) Article 20. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last fiscal year ending within <u>one (1) year</u> from his/her election.

Proposal 3: Election of Eight (8) Directors

If Proposal 2 is approved as proposed and the term of office of Directors is shortened, the term of office of all seven (7) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of eight (8) Directors, increasing the number of Directors by one (1) to strengthen its management structure.

The candidates for Director are as follows.

No.	Name	Current positions in the Company	Attendance at Board of Directors meetings
1	Reappointment Male Mitsuaki Koike	Chairman and President	100% (13 out of 13 meetings)
2	Reappointment Male Takumi Murasawa	Director, Senior Managing Executive Officer	100% (13 out of 13 meetings)
3	Reappointment Male Isao Murata	Director, Managing Executive Officer	100% (13 out of 13 meetings)
4	Reappointment Male Tomoharu Tsuji	Director, Executive Officer	100% (10 out of 10 meetings)
5	Reappointment Male Junichi Inaba	Director	100% (10 out of 10 meetings)
6	Reappointment Outside Independent Director Male Osamu Mashimo	Director	100% (13 out of 13 meetings)
7	New appointment Outside Independent Director Male Masanori Takemoto	—	— —
8	New appointment Outside Independent Director Female Yumi Terada	—	— —

No. 1	Mitsuaki Koike	Date of birth: January 5, 1951	<input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Male
Attendance at Board of Directors meetings: 100% (13 out of 13 meetings)		Number of shares of the Company held: 93,851 shares	
Career summary, positions, responsibilities and significant concurrent positions			
March 1969	Joined the Company		
September 1982	Seconded to CHIYODA FELT CO. (S) PTE. LTD. (presently CHIYODA INTEGRE CO. (S) PTE. LTD.)		
September 1990	Managing Director, CHIYODA FELT CO. (S) PTE. LTD.		
November 1999	Director, the Company		
November 2001	Managing Director		
November 2002	President		
March 2017	Chairman		
March 2021	Chairman and President (to present)		
Reasons for selection as a candidate for Director			
Mr. Mitsuaki Koike has served as President, leading the operation of the Group. In his role as Chairman, he has performed his duties by leveraging his insight and experience in business overall and strengthening the company's governance. The Company expects that Mr. Koike can further strengthen the effectiveness of its decision-making in a severe operational environment and the supervisory functions of its Board of Directors and so proposes his re-election as a Director.			

No. 2	Takumi Murasawa	Date of birth: July 21, 1960	<input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Male
Attendance at Board of Directors meetings: 100% (13 out of 13 meetings)		Number of shares of the Company held: 10,800 shares	
Career summary, positions, responsibilities and significant concurrent positions			
March 1983	Joined the Company		
September 2005	General Manager, Japan Business		
November 2006	Director		
September 2010	General Manager, Development Center		
September 2011	General Manager, Tokyo Branch		
November 2011	Managing Director		
September 2012	General Manager, Kanto Branch		
January 2019	General Manager, Overseas Department		
March 2021	Director, Managing Executive Officer		
January 2023	General Manager, Product Development Department (to present)		
March 2023	Director, Senior Managing Executive Officer (to present)		
Reasons for selection as a candidate for Director			
Since joining the Company, Mr. Takumi Murasawa has cultivated abundant experience in managing the business both in Japan and overseas, particularly in the sales department, and has established a broad personal network. The Company expects that by leveraging his assets, it can promote the expansion of new business domains that will lead to enhancing the Group's corporate value. Therefore, the Company proposes his re-election as a Director.			

No. 3	Isao Murata	Date of birth: August 12, 1962	<input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Male
Attendance at Board of Directors meetings: 100% (13 out of 13 meetings)		Number of shares of the Company held: 4,480 shares	
Career summary, positions, responsibilities and significant concurrent positions			
March 1985	Joined the Company		
September 2012	General Manager, Finance and Accounting Department (to present)		
October 2015	Audit & Supervisory Board Member, SUNFELT CO., LTD.		
March 2017	Director, the Company		
March 2021	Director, Executive Officer		
March 2023	Director, Managing Executive Officer (to present)		
January 2024	General Manager, Administration Division (to present)		
Reasons for selection as a candidate for Director			
<p>Since joining the Company, Mr. Isao Murata has cultivated abundant experience across an array of different functions, and is well versed in the Group's business. In particular, he has delivered considerable results while supervising the operations of the Company's administrative department. The Company believes that he is qualified with his abundant experience and achievements to further enhance its governance structure, and therefore proposes his re-election as a Director.</p>			

No. 4	Tomoharu Tsuji	Date of birth: May 5, 1959	<input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Male
Attendance at Board of Directors meetings: 100% (10 out of 10 meetings)		Number of shares of the Company held: 1,100 shares	
Career summary, positions, responsibilities and significant concurrent positions			
April 1982	Joined RIVER ELETEC CORPORATION		
June 2003	Director and Executive General Manager, Sales Division		
September 2007	Joined the Company		
March 2015	General Manager, Sales Department, Kanto Branch		
March 2017	Director		
March 2017	General Manager, Sales Department (to present)		
March 2021	Executive Officer		
March 2023	Director, Executive Officer (to present)		
Reasons for selection as a candidate for Director			
<p>Mr. Tomoharu Tsuji has taken responsibility to expand multiple different business domains through leveraging his abundant experience and broad insight in the Company's sales department. The Company expects that by leveraging these achievements, he will support further growth of the Company's domestic business. Therefore, the Company proposes his re-election as a Director.</p>			

No. 5	Junichi Inaba	Date of birth: September 2, 1959	<input type="checkbox"/> Reappointment	<input type="checkbox"/> Male
Attendance at Board of Directors meetings: 100% (10 out of 10 meetings)		Number of shares of the Company held: — shares		
Career summary, positions, responsibilities and significant concurrent positions				
April 1982	Joined NEC Corporation			
April 2002	Seconded to NEC Electronics Hong Kong Ltd. as President			
June 2008	General Manager, Second Sales Division, NEC Electronics Corporation (presently Renesas Electronics Corporation)			
January 2011	Joined Shinko Shoji Co., Ltd.			
June 2011	Director			
April 2015	Managing Director			
October 2022	Advisor, the Company			
March 2023	Outside Director (to present)			
Reasons for selection as a candidate for Director				
Mr. Junichi Inaba has cultivated abundant experience as a person responsible for sales in Japan and overseas at a number of different listed electronic components businesses and has established a broad personal network. With his experience as a corporate manager, he has been providing positive and appropriate advice that has enhanced the Company's business results. The Company expects that he will play even more active roles and therefore proposes his re-election as a Director in charge of its operations.				

No. 6	Osamu Mashimo	Date of birth: July 13, 1963	<input type="checkbox"/> Reappointment	<input type="checkbox"/> Outside
Attendance at Board of Directors meetings: 100% (13 out of 13 meetings)		Number of shares of the Company held: — shares		
Career summary, positions, responsibilities and significant concurrent positions				
April 1986	Joined Takara Co., Ltd. (presently TOMY COMPANY, LTD.)			
June 2001	Board Director			
March 2006	Board Director, TOMY COMPANY, LTD.			
June 2012	Senior Managing Director, Head of Toy Business HQ			
November 2015	Outside Director, the Company (to present)			
February 2016	Representative, Office Mashimo (to present)			
Reasons for selection as a candidate for Outside Director and expected roles				
Mr. Osamu Mashimo has experience in corporate management at a listed company and operational experience in manufacturing. The Company proposes his re-election as an Outside Director of the Company since he has been providing appropriate advice to the Board of Directors as well as expressing useful opinions that will lead to enhancing corporate governance. His term of office as an Outside Director of the Company will be eight (8) years and four (4) months at the conclusion of this meeting.				

No. 7	Masanori Takemoto	Date of birth: November 6, 1959	<input type="checkbox"/> New appointment <input type="checkbox"/> Independent Director	<input type="checkbox"/> Outside <input type="checkbox"/> Male
		Number of shares of the Company held: — shares		
Career summary, positions, responsibilities and significant concurrent positions				
April 1982	Joined The Daiwa Bank, Ltd. (presently Resona Bank, Limited)			
July 1989	Joined Tokyo Small and Medium Business Investment & Consultation Co., Ltd.			
July 2005	General Manager, Business Department No. 1			
April 2007	General Manager, General Affairs and Corporate Planning Department			
June 2010	Executive Officer, General Manager, General Affairs and Corporate Planning Department			
June 2011	Director			
June 2018	Managing Director (to present)			
Reasons for selection as a candidate for Outside Director and expected roles				
Mr. Masanori Takemoto has cultivated abundant knowledge through his professional career thus far and possesses experience in corporate management at a policy implementation organization. In the expectation that he will provide appropriate guidance to the decision-making process of its Board of Directors in the form of advice and recommendations from a fair and objective perspective, the Company proposes his new election as an Outside Director of the Company.				

No. 8	Yumi Terada	Date of birth: August 28, 1958	<input type="checkbox"/> New appointment <input type="checkbox"/> Independent Director	<input type="checkbox"/> Outside <input type="checkbox"/> Female
		Number of shares of the Company held: — shares		
Career summary, positions, responsibilities and significant concurrent positions				
April 1982	Joined The Sumitomo Trust and Banking Co., Ltd. (presently Sumitomo Mitsui Trust Bank, Limited)			
April 1988	Joined Kawaijuku Educational Institution			
April 1996	Joined Manpower Japan Co., Ltd. (presently ManpowerGroup Co., Ltd.)			
December 1999	Joined Japan Third Party Co., Ltd. (presently JTP Co., Ltd.)			
April 2000	General Manager, Education Division			
April 2001	Executive Officer			
March 2003	Executive Consultant, Profile Career Co., Ltd.			
April 2007	Established Human Resource Respect Corporation, Representative Director (to present)			
January 2014	Established Coaching Platform Inc., Representative Director (to present)			
Reasons for selection as a candidate for Outside Director and expected roles				
Ms. Yumi Terada not only has extensive knowledge and professional skills concerning human resource development aimed at revitalizing organizations, but also possesses experience as a corporate manager. In the expectation that she will provide appropriate opinions and advice from an objective perspective, the Company proposes her new election as an Outside Director of the Company.				

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each of Mr. Osamu Mashimo, Mr. Masanori Takemoto and Ms. Yumi Terada is a candidate for Outside Director.
3. The Company has registered Mr. Osamu Mashimo as an independent director prescribed by the Tokyo Stock Exchange, and will also register Mr. Masanori Takemoto and Ms. Yumi Terada to the Exchange as independent directors.
4. The Company has entered into an agreement with Mr. Osamu Mashimo to limit his liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations. In case of Mr. Osamu Mashimo's re-election, the agreement will continue to be effective. In addition, if the appointment of each of Mr. Masanori Takemoto and Ms. Yumi Terada is approved, the Company will enter into a similar agreement to limit their liability.

5. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance covers any damages that may result from the Directors and Officers being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. However, the above insurance contract does not cover claims for damages caused by intent or gross negligence. The insurance premiums will be fully paid by the Company in accordance with the resolution of the Board of Directors, and if the candidates assume the office of Director, they will be insured under the insurance contract.

(Reference) Skill Matrix of Directors after the Conclusion of This General Meeting of Shareholders

The specialty and experience of the candidates in this Notice are as follows.

	Position	Corporate management	Industry knowledge	Global business	Finance and accounting	Compliance	HR and labor management
Mitsuaki Koike	Chairman and President Reappointment Male	○	○	○		○	
Takumi Murasawa	Director, Senior Managing Executive Officer Reappointment Male	○	○	○		○	
Isao Murata	Director, Managing Executive Officer Reappointment Male		○		○	○	○
Tomoharu Tsuji	Director, Executive Officer Reappointment Male		○			○	
Junichi Inaba	Director, Executive Officer Reappointment Male	○	○	○		○	
Osamu Mashimo	Outside Director Reappointment Outside Independent Director Male	○				○	
Masanori Takemoto	Outside Director New appointment Outside Independent Director Male	○			○	○	
Yumi Terada	Outside Director New appointment Outside Independent Director Female	○				○	○

* The above table does not indicate all of the skills possessed by each Director.