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(Securities code: 9793)

May 2, 2024

(Date of commencement of electronic provision of documents: April 25, 2024)

**To Shareholders with Voting Rights:**

Tetsuya Yamamoto  
President and Representative Director  
Daiseki Co., Ltd.  
1-86 Funami-cho Minato-ku, Nagoya,  
Aichi, Japan

**NOTICE OF  
THE 66TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We extend our deepest sympathies to those who have been affected by the Noto Peninsula Earthquake in January 2024.

Please be informed that the 66th Ordinary General Meeting of Shareholders (the “Meeting”) of Daiseki Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company provides documents for the Meeting in an electronic format. The documents subject to electronic provision are posted as part of the “Notice of the 66th Ordinary General Meeting of Shareholders” on the website below.

The Company’s website: <https://www.daiseki.co.jp/english/index.html>

Please select “Investor Relations” and click on “Stock Information.” If you go to the “Shareholders Meeting” section, the documents can be found. The documents subject to electronic provision are also available on the website of Tokyo Stock Exchange (TSE). Please access the TSE website (TSE Listed Company Search) below, and enter “Daiseki” in the issue name (company name) field, or the Company’s securities code “9793” in the code field to search, and then select “Basic information” to go to “Documents for public inspection/PR information.”

TSE website (TSE Listed Company Search):

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

Please consider exercising your voting rights in advance in writing or via electromagnetic means (the Internet, etc.).

Deadline for exercising voting rights:

Please exercise your voting rights by 5:30 p.m. on Wednesday, May 22, 2024, Japan time.

- 1. Date and Time:** Thursday, May 23, 2024 at 10:00 a.m. Japan time
- 2. Place:** 4F, Conference Room at the Head Office Building of the Company,  
1-86 Funami-cho Minato-ku, Nagoya, Aichi, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 66th Fiscal Year (March 1, 2023 - February 29, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the Company's 66th Fiscal Year (March 1, 2023 - February 29, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Four (4) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors who are Audit and Supervisory Committee Members

No souvenirs will be available for distribution to shareholders who attend the Meeting. We appreciate your understanding.

- If you attend the Meeting, please submit the enclosed voting rights exercise form at the reception desk on the day of the Meeting.
- Any revisions to documents subject to electronic provision will be posted on the website where the original documents were posted.
- This document sent to shareholders concurrently serves as a document stating matters related to electronic provision of documents based on request for delivery of documents. Pursuant to laws and regulations as well as Article 13 of the Articles of Incorporation of the Company, the following items have been omitted. This document is, therefore, part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing their respective audit reports.
  - "Systems and Policies of the Company" in the Business Report
  - "Consolidated statements of changes in equity" and "Notes to consolidated financial statements" in the Consolidated Financial Statements
  - "Non-consolidated statements of changes in equity" and "Notes to non-consolidated financial statements" in the Non-consolidated Financial Statements

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Items related to the year-end dividend:

The Company proposes to pay year-end dividends for the 66th fiscal year as below to reward our shareholders for their support and in consideration of business performance for the current fiscal year and future business development.

1) Type of dividend property:

Cash

2) Items related to the allocation of dividend property to shareholders and its total amount:

36 yen per share of the Company's common stock at a total of 1,756,204,128 yen

To mark the achievement of a non-consolidated operating profit exceeding 10 billion yen for the fiscal year ended February 29, 2024 for the first time in its history, the Company has decided to pay a commemorative dividend of 2 yen per share. Combined with the year-end dividend of 34 yen for the fiscal year ended February 29, 2024, this will bring the total dividend to 36 yen.

3) Effective date of dividend from surplus:

May 24, 2024

**Proposal 2: Election of Four (4) Directors (Excluding Directors who are Audit and Supervisory Committee Members)**

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the closing of the Meeting. Accordingly, the Company proposes the election of four (4) Directors.

An overview of the Audit and Supervisory Committee's opinion on the election of Directors is as follows:

The Audit and Supervisory Committee examined the proposal from the perspectives of the individual qualities and status of business execution of each candidate, effectiveness of the supervisory function of the Board of Directors, and enhancement of corporate value, among others. As a result, the Committee has judged that it is appropriate to elect each candidate as a Director since each of the candidates has deep expertise and abundant experience, is equipped with the qualification to serve as a Director, and is significantly contributing to the improvement of the Company's performance.

The board of Directors nominated the candidates based on the report from the Nomination and Remuneration Committee, an advisory body to the Board of Directors.

The candidates for Director are as follows:

No.	Name (Age)	Current positions at the Company	Attendance at Board of Directors meetings
1	<u>Reelection</u> Tetsuya Yamamoto (59 years old)	Representative Director President Executive Officer	20/20 meetings (100%)
2	<u>Reelection</u> Yasuo Ito (51 years old)	Representative Director Vice President Executive Officer	20/20 meetings (100%)
3	<u>Reelection</u> Koji Amano (63 years old)	Director Senior Managing Executive Officer	20/20 meetings (100%)
4	<u>Reelection</u> <u>External</u> <u>Independent</u> Mitsuru Okada (67 years old)	External Director	13/14 meetings (92%)

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	Attendance at Board of Directors meetings
1	Tetsuya Yamamoto (Jan. 9, 1965) (59 years old)  [Male]  <u>Reelection</u>	April 1989 October 1989 March 1995 May 1995 March 2000 March 2001 May 2006 May 2009  March 2015 May 2020 May 2022	Joined Hitachi, Ltd. Joined the Company General Manager, Technology Development Department Director Managing Director General Manager, Nagoya Works Senior Managing Director General Manager, Headquarters of Business Generalization Director Vice President Director Vice President Executive Officer Representative Director President Executive Officer (current position)	531,696	100% (20/20 meetings)
[Reason for nomination as candidate for Director] He is responsible for management of the Company as President and Representative Director. In light of his track record of having made a significant contribution to the growth and development of the Group and his extensive insight and experience, we have judged that he is qualified to continue to serve as Director.					
2	Yasuo Ito (Sep. 20, 1972) (51 years old)  [Male]  <u>Reelection</u>	February 1996 March 2010 May 2010 May 2013 March 2015 March 2018 May 2020 May 2020 May 2022 May 2022	Joined the Company General Manager, Nagoya Works Director Managing Director Senior Managing Director Headquarters of Business Generalization Director Senior Managing Executive Officer General Manager, Corporate Planning Office, Headquarters of Business Generalization (current position) Representative Director Vice President Executive Officer (current position) General Manager, Headquarters of Business Generalization (current position)	660,552	100% (20/20 meetings)
[Reason for nomination as candidate for Director] In light of his track record of having led the Group's overall sales-related business operations as Representative Director Vice President Executive Officer, we have judged that he is qualified to continue to serve as Director.					

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors meetings
3	Koji Amano (Jun. 16, 1960) (63 years old)  [Male]  Reelection	<p>June 1985      Joined the Company</p> <p>September 2000      General Manager, Kyushu Works</p> <p>May 2003      Director</p> <p>September 2003      General Manager, Kanto Works</p> <p>May 2013      Managing Director</p> <p>March 2015      Senior Managing Director</p> <p>March 2015      Deputy General Manager, Headquarters of Business Generalization (current position)</p> <p>September 2019      General Manager, Kansai Works</p> <p>May 2020      Director Senior Managing Executive Officer (current position)</p>	14,972	100% (20/20 meetings)
<p>[Reason for nomination as candidate for Director]</p> <p>In light of his extensive experience in on-site management operation as Director Senior Managing Executive Officer, as well as his track record of having commanded overall business of the Group as Deputy General Manager of the Headquarters of Business Generalization, we have judged that he is qualified to continue to serve as Director.</p>				
4	Mitsuru Okada (Nov. 21, 1956) (67 years old)  [Male]  Reelection External Independent	<p>April 1982      Joined Furukawa Electric Co., Ltd.</p> <p>June 2012      President and Chief Executive Officer, Furukawa-Sky Aluminum Corp.</p> <p>October 2013      Representative Director &amp; President, UACJ Corporation</p> <p>June 2018      Advisor, UACJ Corporation</p> <p>October 2022      Part-time Director, E-PACK CO., LTD. (current position)</p> <p>May 2023      External Director, the Company (current position)</p> <p>[Significant concurrent position] Part-time Director, E-PACK CO., LTD.</p>	—	92% (13/14 meetings)
<p>[Reason for nomination as candidate for External Director and expected roles]</p> <p>He has abundant experience as a corporate manager, and we have judged that he will advise the Company on management from an external point of view different from that of the Company. Accordingly, we have renominated him as a candidate for External Director.</p>				

- Notes: 1. There is no special interest between any of the above candidates and the Company.
2. Mr. Mitsuru Okada is Part-time Director of E-PACK CO., LTD., with which the Company had a trading business relationship in the past. However, there was no transaction between the companies in the most recent fiscal year. In addition, he does not have any personnel, capital, or business relationship with the Company, nor does he have any other interest in the Company.
3. Mr. Mitsuru Okada served as Representative Director & President of UACJ Corporation in the past. Although UACJ Corporation is a business partner of the Company, the transactions with the said company accounted for less than 1% of the Company's consolidated net sales and is negligible.

4. The Company has entered into a Directors and Officers liability insurance contract to insure all of its Directors. The contract shall cover any damage that may arise as a result of the insured Directors' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability. In the event each candidate assumes the office of Director, they will be insured by the said insurance contract. The Company intends to renew the liability insurance contract during their terms of office.
5. The Company has notified the Tokyo Stock Exchange and the Nagoya Stock Exchange of the appointment of Mr. Mitsuru Okada as Independent Director. If he is elected as proposed, he will continue to serve as Independent Director.
6. Mr. Mitsuru Okada is a candidate for External Director.
7. Mr. Mitsuru Okada is the Company's incumbent External Director, and he will have served for one year at the closing of the Meeting.
8. A list of skills possessed by the candidates (skills matrix) is available in [Reference] on page 12.

**Proposal 3: Election of Three (3) Directors who are Audit and Supervisory Committee Members**

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the closing of the Meeting. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors meetings/ Audit and Supervisory Committee meetings
1	Norikazu Sahashi (Aug. 14, 1958) (65 years old)  [Male]  [Reelection] [External] [Independent]	April 1987      Elected as a Member of the Nagoya City Assembly, followed by six more consecutive elections May 2005        80th Chairperson of the Nagoya City Assembly July 2011        Part-time position in charge of liaison, Administration Division, Toagosei Co., Ltd. (current position) May 2012        Corporate Auditor, the Company May 2016        External Director (Audit and Supervisory Committee Member) (current position)	—	100% (20/20 meetings)/ 100% (14/14 meetings)
[Reason for nomination as candidate for External Director and expected roles] Although he has never been directly involved in corporate management, we expect him to reflect social and administrative insights in the Company’s audits, based on his experience as a former politician. Accordingly, we have judged that he is qualified to continue to serve as External Director who is an Audit and Supervisory Committee Member.				



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors meetings/ Audit and Supervisory Committee meetings
2	<p>Masaki Maeda (Dec. 25, 1974) (49 years old)</p> <p>[Male]</p> <p><span style="border: 1px solid black; padding: 2px;">New candidate</span> <span style="border: 1px solid black; padding: 2px;">External</span> <span style="border: 1px solid black; padding: 2px;">Independent</span></p>	<p>October 1997    Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>September 2007    General Manager, China Department, International Division, Nagoya Office, and Senior Manager, Audit Department, Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>June 2016    Retired from Deloitte Touche Tohmatsu LLC</p> <p>July 2016    President, Masaki Maeda Certified Public Accountant and Tax Accountant Office (current position)</p> <p>June 2019    Outside Corporate Auditor, SUGA STEEL Co., LTD. (current position)</p> <p>June 2023    Outside Corporate Auditor, CHUO MALLEABLE IRON CO., LTD. (current position)</p> <p>[Significant concurrent positions] Outside Corporate Auditor, SUGA STEEL Co., LTD. Outside Corporate Auditor, CHUO MALLEABLE IRON CO., LTD.</p>	—	<p>—% (—/— meetings)/ —% (—/— meetings)</p>
<p>[Reason for nomination as candidate for External Director and expected roles] Based on his broad experience and knowledge in finance and accounting as a certified public accountant, we expect him to advise the Company on its financial soundness and accuracy. Accordingly, we have judged that he is qualified to serve as External Director who is an Audit and Supervisory Committee Member.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Attendance at Board of Directors meetings/ Audit and Supervisory Committee meetings
3	Ayako Suganuma (Jan. 24, 1958) (66 years old)  [Female]  New candidate External Independent	April 1980      Joined the Aichi Prefectural Government April 2011      Director, Education and Planning Office, Aichi Prefectural Board of Education April 2016      Director, Department of the Environment, Aichi Prefectural Government March 2018      Retired from the Aichi Prefectural Government April 2018      President, Aichi Prefectural Cultural Promotion Agency June 2023      President, Aichi Prefectural Female Welfare Organization (currently Aichi Prefectural Women's Welfare Organization) (current position)	—	—% (—/— meetings)/ —% (—/— meetings)
[Reason for nomination as candidate for External Director and expected roles] Although she has never been directly involved in corporate management, she has long years of experience as an employee of the Aichi Prefectural Government, especially in educational affairs, and we expect her to advise the Company based on a wealth of knowledge in the promotion of diversity and women's empowerment, as well as from women's viewpoint. Accordingly, we have judged that she is qualified to serve as External Director who is an Audit and Supervisory Committee Member.				

- Notes:
1. There is no special interest between any of the above candidates and the Company.
  2. Mr. Norikazu Sahashi has a part-time post in charge of liaison in the Administration Division of Toagosei Co., Ltd., with which the Company has a trading business relationship. However, the amount of transactions is negligible (less than 1% of the Company's consolidated net sales), and he does not have any personnel, capital, or business relationship with the Company, nor does he have any other interest in the Company.
  3. Mr. Masaki Maeda is an Outside Corporate Auditor of CHUO MALLEABLE IRON CO., LTD., with which the Company has a trading business relationship. However, the amount of transactions is negligible (less than 1% of the Company's consolidated net sales), and he does not have any personnel, capital, or business relationship with the Company, nor does he have any other interest in the Company.
  4. Messrs. Norikazu Sahashi and Masaki Maeda and Ms. Ayako Suganuma are candidates for External Directors.
  5. Mr. Norikazu Sahashi is the Company's incumbent External Director who is an Audit and Supervisory Committee Member, and he will have served for eight years at the closing of the Meeting.
  6. The Company has submitted a notification of the designation of Mr. Norikazu Sahashi as Independent Director to the Tokyo Stock Exchange and the Nagoya Stock Exchange. If he is elected as proposed, he will continue to serve as Independent Director. If Mr. Masaki Maeda and Ms. Ayako Suganuma are elected as proposed, the Company will notify both Exchanges of their appointment as Independent Directors.
  7. The Company has entered into a Directors and Officers liability insurance contract to insure all of its Directors. The contract shall cover any damage that may arise as a result of the

insured Directors' assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability. In the event each candidate assumes the office of Director, they will be insured by the said insurance contract. The Company intends to renew the liability insurance contract during their terms of office.

8. A list of skills possessed by the candidates (skills matrix) is available in [Reference] on page 12.

**[Reference]**

The Company’s criteria for appointing Directors call for individuals who have excellent personality as an individual and insights to thoroughly comply with laws and corporate ethics, and excel in judgment, decision-making, pursuit of accomplishment, self-control, and other abilities. The Company also takes into consideration the number of Directors that allows the Board of Directors to make adequate and swift decisions, as well as the balance and diversity of knowledge, experience, and expertise of the Board of Directors as a whole.

If the candidates in this notice of the Meeting are elected as proposed, the skills matrix of the Board of Directors will be as follows.

Name	Position	Age	Gender	Years served	Committee		C	I	B	G	S	A	F	St	T	H
					Nom	Audit										
Tetsuya Yamamoto	Representative Director	59	Male	29	○		●	●					●	●	●	
Yasuo Ito	Representative Director	51	Male	14	○		●		●	●	●					
Koji Amano	Director	63	Male	21				●			●					●
Mitsuru Okada	Independent External Director	67	Male	1			●		●	●						
Norikazu Sahashi	Independent External Director	65	Male	8	○	○		●				●		●		
Masaki Maeda	Independent External Director	49	Male	—	○	○			●	●		●	●			
Ayako Suganuma	Independent External Director	66	Female	—	○	○			●			●				●

- Notes: 1. Ages and the years served are as of the closing of the 66th Ordinary General Meeting of Shareholders scheduled on May 23, 2024.
2. Nom: Nomination and Remuneration Committee; C: Corporate management; I: Industry knowledge; B: Business strategy; G: Global; S: Sales and marketing; A: Administrative risk; F: Finance and accounting; St: Sustainability; T: Technological innovation; H: Human resources, education, and diversity

## Reasons for selection of necessary skills

Skills	Reason for selection of the skill
Corporate management	As we face major changes in the business environment as an environment-creating company, Directors need to make appropriate decisions on the Group's overall management and medium- to long-term business strategy, based on their foresight and insights gained through experience in corporate management. Therefore, "corporate management" is identified as a key skill.
Industry knowledge	Directors should have broad knowledge and experience needed for the Group's overall management and medium- to long-term management, and "industry knowledge" is identified as a key skill for making appropriate business decisions.
Business strategy	For purpose-driven management, Directors must excel in abilities such as information gathering, information analysis, and logical thinking, and need to develop business strategies aligned with the vision for growth for the entire Group and changes in the market. Therefore, "business strategy" is identified as a key skill.
Global	Directors need to reflect global perspectives into the development of the Group's medium-term business strategy to cope with rapid changes in global society and economies. Therefore, "global" is identified as a key skill.
Sales and marketing	For the Group's sustainable growth and enhanced branding, Directors need to gather, analyze, and utilize various information on products and services demanded by the market and customers, and develop and implement relevant projects and plans. Therefore, "sales and marketing" is identified as a key skill.
Administrative risk	Appropriate advice based on a wealth of knowledge and experience is essential for strengthening the governance system through appropriate risk management for the sustainable growth of the Group and enhancement of the Group's corporate value over the medium to long term. Therefore, "administrative risk" is identified as a key skill.
Finance and accounting	Knowledge of finance and accounting, as well as financial knowledge and experience for planning and implementing corporate restructuring, M&A, etc., is needed to build a system for accurate financial reporting and a solid financial base and to seek sustainable growth and enhancement of corporate value. Therefore, "finance and accounting" is identified as a key skill.
Sustainability	Directors are expected to possess the knowledge needed for sustainable corporate management and seek management that enhances the sustainability of the Group's overall businesses so that the Group can contribute to the creation of a circular economy-based society and a sustainable society. Therefore, "sustainability" is identified as a key skill.
Technological innovation	Promoting technological innovation is essential so that the Group can continue sustainable development and contribute to the creation of a circular economy-based society. Therefore, "technological innovation" is identified as a key skill.
Human resources, education, and diversity	In order to achieve sustainable growth, the Group's employees need to be able to grow and demonstrate their abilities according to their personal strengths and in their own working styles. Therefore, "human resources, education, and diversity" are identified as a key skill for developing and training human resources in a manner that can fully unleash the potential of employees and for implementing initiatives to promote diversity.