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(Securities Code: 3580)

June 3, 2025

To Shareholders with Voting Rights:

(Date of commencement of measures for  
electronic provision: May 29, 2025)

Daisuke Nakayama

President

KOMATSU MATERE Co., Ltd.

Nu 167, Hama-machi, Nomi-city, Ishikawa, Japan

## Notice of Convocation of the 113th General Meeting of Shareholders

Dear Shareholders:

Thank you for your continued support.

Please be informed that the 113th General Meeting of Shareholders of KOMATSU MATERE Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company has taken electronic provision measures in convening this General Meeting of Shareholders and posted matters subject to electronic provision measures in the “Notice of Convocation of the 113th General Meeting of Shareholders” on the following website on the Internet.

The Company’s website: <https://www.komatsumatere.co.jp/ir/meeting/> (available in Japanese only)

In addition to the website above, the Company has also posted the matters subject to electronic provision measures on the website of the Tokyo Stock Exchange, Inc. (TSE). To confirm the information, please visit the TSE website below and enter and search for the Issue name (company name) or the Code, select “Basic information” and then “Documents for public inspection/PR information.”

TSE website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the Internet, etc. in advance. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision measures, and exercise your votes either in writing or via the Internet, etc. no later than 5:00 p.m. on Thursday, June 19, 2025, Japan time.

**1. Date and Time:** Friday, June 20, 2025 at 10:00 a.m. Japan time (Doors open at 9:30 a.m.)

**2. Place:** The head office of KOMATSU MATERE Co., Ltd.  
Nu 167, Hama-machi, Nomi-city, Ishikawa, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements and Accounting Auditors' and Audit & Supervisory Board's Reports on Consolidated Financial Statements for the 113th term (from April 1, 2024 to March 31, 2025)
  2. Non-consolidated Financial Statements for the 113th term (from April 1, 2024 to March 31, 2025)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

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

**Proposal 3:** Election of Nine (9) Members of the Board (excluding Directors who are Audit & Supervisory Committee Members)

**Proposal 4:** Election of Three (3) Directors who are Audit & Supervisory Committee Members

**Proposal 5:** Election of Two (2) Substitute Directors who are Audit & Supervisory Committee Members

**Proposal 6:** Determination of Amount of Remuneration, etc. for Members of the Board (excluding Directors who are Audit & Supervisory Committee Members)

**Proposal 7:** Determination of Amount of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members

**Proposal 8:** Determination of Remuneration to Grant Restricted Stock to Members of the Board (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)

- **For this General Meeting of Shareholders, we send you the hard copy containing the matters subject to electronic provision measures regardless of whether you have requested it or not. Please note that, of the matters subject to electronic provision measures, "4. Accounting Auditor's status" and "5. Systems and policies of the Company" in the Business Report, "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" in Consolidated Financial Statements, as well as "Non-Consolidated Balance Sheet," "Non-Consolidated Statement of Income," "Non-Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Non-Consolidated Financial Statements" in Non-Consolidated Financial Statements, "Accounting Auditor's Audit Report on Consolidated Financial Statements," and "Accounting Auditor's Audit Report on Non-Consolidated Financial Statements" are not included in the paper copy pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation. The documents sent as the hard copy are**

subject to audit by the Accounting Auditor and the Audit & Supervisory Board Members, together with the above matters which were excluded from the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements.

- Any revisions to matters subject to measures for electronic provision will be posted on each of the websites where such matters are posted.
- The Company accepts questions and opinions from shareholders during the period from June 3, 2025 (Tuesday) to June 10, 2025 (Tuesday). We will address matters of high interest to shareholders in this General Meeting of Shareholders. If you have any question or opinion, please send it to us to our email address (113soukai@komatsumatere.co.jp), indicating your shareholder number and name.
- In the event of any significant changes in the operation of the General Meeting of Shareholders such as a change in the date, time, place, etc. of the meeting stated in the Notice of Convocation, the Company will post a notice on our website promptly.

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1: Appropriation of Surplus**

Regarding the appropriation of surplus, we would like to propose as follows:

#### 1. Matters regarding Year-end Dividend

The Company regards returning profits to shareholders as one of its important business priorities, and our basic policy is to continuously provide stable dividends.

Regarding the consolidated payout ratio, we have strived to strengthen and enhance our revenue base in order to achieve a payout ratio of 40% or more of profit attributable to owners of parent for the fiscal year under review.

As for the year-end dividend for the fiscal year under review, we propose a dividend of 13 yen per share (ordinary dividend). As a result, the annual dividend will be 25 yen per share, an increase of 3 yen from the previous fiscal year, including an interim dividend of 12 yen per share.

#### (1) Type of dividend property

Cash

#### (2) Matters regarding the assignment of the dividend property to shareholders and the total amount

13 yen per share of common stock of the Company

Total amount: 517,269,935 yen

#### (3) Date on which the appropriation of surplus takes effect

June 23, 2025

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

### **1. Reason for amendments to the Articles of Incorporation**

(1) The Company seeks to transition from a company with a board of corporate auditors to a company with an audit and supervisory committee to strengthen the supervisory function of the Board of Directors by making the Audit and Supervisory Committee members, who are responsible for auditing the execution of duties by Directors, members of the Board of Directors, and to further enhance corporate governance through the strengthening of the monitoring system. In doing so, the Company will make changes such as the establishment of new regulations regarding Directors who are Audit and Supervisory Committee Members and regarding the Audit and Supervisory Committee, and the deletion of regulations regarding Audit & Supervisory Board members and the Audit & Supervisory Board, which are necessary for the transition to a company with an audit and supervisory committee.

(2) To make it easier to invite people who will be useful as Directors and to enable them to demonstrate their expected roles fully, we propose to change Article 29, Paragraph 2 of the current Articles of Incorporation to Article 30, Paragraph 2 of the proposed revised Articles of Incorporation, so that it will be possible to conclude a limited liability agreement with Directors other than executive Directors. We have obtained the consent of each Audit & Supervisory Board member regarding this change.

(3) In addition, we propose to make the necessary changes, such as changing article numbers and revising the wording, in conjunction with the above changes.

### **2. Details of amendments to the Articles of Incorporation**

The details of the amendments are as follows.

The amendment of the Articles of Incorporation pertaining to this proposal shall become effective at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Existing Articles of Incorporation	Proposed Change
<p>Chapter 1 General Provisions</p> <p>Articles 1 to 3 (Articles omitted)</p> <p>(Establishment of institutions)</p> <p>Article 4 The Company shall have, in addition to the General Meeting of Shareholders and Directors, a Board of Directors, <u>Audit &amp; Supervisory Board Members, Audit &amp; Supervisory Board</u> and Accounting Auditors.</p> <p>Article 5 (Articles omitted)</p> <p>Chapter 2 Stocks</p> <p>Article 6 to 8 (Articles omitted)</p>	<p>Chapter 1 General Provisions</p> <p>Article 1 to 3 (As present)</p> <p>(Establishment of institutions)</p> <p>Article 4 The Company shall have, in addition to the General Meeting of Shareholders and Directors, a Board of Directors, <u>Audit and Supervisory Committee</u>, and Accounting Auditors.</p> <p>Article 5 (As present)</p> <p>Chapter 2 Stocks</p> <p>Article 6 to 8 (As present)</p>

Existing Articles of Incorporation	Proposed Change
<p>(Rights to shares less than one unit)  Article 9 A shareholder of the Company may not exercise any right other than those listed below with respect to shares less than one unit held by such shareholder.</p> <p>(1) Rights listed in each item of Article 189, Paragraph 2 of the Companies Act  (2) Right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act  (3) Right to receive allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by shareholders  (4) Right to make a request as set forth in the following Article</p> <p>Articles 10 to 12 (Articles omitted)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Article 13 to 19 (Articles omitted)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Capacity)  Article 20 The Company shall have no more than twelve Directors.</p> <p>(Newly established)</p> <p>(Appointment)  Article 21 Directors shall be elected at the General Meeting of Shareholders.</p> <p>2 The resolution for the election of Directors shall be adopted by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding not less than one-third (1/3) of the voting rights of the shareholders who are entitled to exercise their voting rights are present.  3 The resolution for the election of Directors shall not be by cumulative voting.</p> <p>(Term of office)  Article 22 The term of office of Directors shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within <u>two</u> years after their election.</p> <p>(Newly established)</p>	<p>(Rights to shares less than one unit)  Article 9 A shareholder of the Company may not exercise any right other than those listed below with respect to shares less than one unit held by such shareholder.</p> <p>1. Rights listed in each item of Article 189, Paragraph 2 of the Companies Act  2. Right to make a request pursuant to Article 166, Paragraph 1 of the Companies Act  3. Right to receive allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by shareholders  4. Right to make a request as set forth in the following Article</p> <p>Articles 10 to 12 (As present)</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>Articles 13 to 19 (As present)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>(Capacity)  Article 20 The Company shall have no more than twelve Directors <u>(excluding Directors who are Audit and Supervisory Committee Members.</u>  <u>2. The Company shall have no more than five Directors who are Audit and Supervisory Committee members.</u></p> <p>(Appointment)  Article 21 Directors shall be elected at the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>2. (As present)</p> <p>3. (As present)</p> <p>(Term of office)  Article 22 The term of office of <u>Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within <u>one year</u> after their election.  <u>2 The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within two years after their election.</u></p>

Existing Articles of Incorporation	Proposed Change
<p><u>2 The term of office of Directors elected to fill a vacancy or increase in the number of Directors shall be the remaining term of office of the incumbent director.</u></p> <p>(Newly established)</p> <p>(Representative Director and Executive Director) Article 23 The Board of Directors shall select a few Representative Directors from among the Directors.</p> <p>2 The Board of Directors may, by its resolution, appoint one Chairman of the Board, one President, up to two Vice Presidents, and a few Senior Managing Directors and Managing Directors.</p> <p>(Persons authorized to convene meetings of the Board of Directors and Chairman) Article 24 Except as otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board of Directors or the President and Director, as previously determined by the Board of Directors. In the absence or disability of the Chairman of the Board of Directors or the President and Director, another Director shall take his/her place in the order previously determined by a resolution of the Board of Directors.</p> <p>(Notice of Board of Directors Meeting) Article 25 Notice of a meeting of the Board of Directors shall be given to each Director <u>and Audit &amp; Supervisory Board member</u> at least three days prior to the date of the meeting. In case of emergency, however, such notice may be shortened.</p> <p>(Newly established)</p> <p>(Method of resolution of the Board of Directors) Article 26 Resolutions of the Board of Directors shall be adopted by a majority of the votes of the Directors present at a meeting where a majority of the Directors are present.</p>	<p>(Deleted)</p> <p><u>3 The term of office of a director who is an Audit and Supervisory Committee Member elected to fill a vacancy of a director who is an Audit and Supervisory Committee Member who retires before the expiration of his/her term of office shall expire when the term of office of the retiring director who is an Audit and Supervisory Committee Member expires.</u></p> <p>(Representative Director and Executive Director) Article 23 The Board of Directors shall select a few Representative Directors from among the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p>2. (As present)</p> <p>(Persons authorized to convene meetings of the Board of Directors and Chairman) Article 24 Except as otherwise provided by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board of Directors or the President and Director, as previously determined by the Board of Directors. In the absence or disability of the Chairman of the Board of Directors or the President and Director, another Director shall take his/her place in the order previously determined by a resolution of the Board of Directors.</p> <p>(Notice of Board of Directors Meeting) Article 25 Notice of a meeting of the Board of Directors shall be given to each Director at least three days prior to the date of the meeting. However, in case of emergency, such notice may be shortened.</p> <p><u>(Delegation of Important Business Execution Decisions)</u> <u>Article 26 The Company may, pursuant to Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of the decisions on the execution of important business affairs (excluding the matters listed in each item of Paragraph 5 of the said Article) to the Directors by resolution of the Board of Directors.</u></p> <p>(Method of resolution by the Board of Directors) Article 27 Resolutions of the Board of Directors shall be adopted by a majority of the votes of the Directors present at a meeting where a majority of the Directors <u>who are entitled to participate in the voting</u> are present.</p>

Existing Articles of Incorporation	Proposed Change
<p>2 In cases where a director proposes a matter for resolution at a meeting of the Board of Directors, if all Directors who are entitled to vote on the matter express their consent to the proposal in writing or by electromagnetic record <u>and Audit &amp; Supervisory Board members do not state their objections</u>, the proposal shall be deemed to have been approved by the Board of Directors.</p> <p>(Minutes of Board of Directors meetings) Article <u>27</u> The substance of proceedings and results of the Board of Directors meetings and other matters required by law shall be recorded in the minutes, and the Directors <u>and Audit &amp; Supervisory Board members</u> present at the meetings shall write their names and affix their seals thereto or electronically sign the minutes.</p> <p>(Compensation, etc.) Article <u>28</u> Remuneration, bonuses and other property benefits to be received by the Company from Directors in consideration for the performance of their duties <u>(hereinafter referred to as “Compensation, etc.”)</u> shall be determined by a resolution of the General Meeting of Shareholders.</p> <p>(Exemption of Directors from liability) Article <u>29</u> The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt any director (including former Directors) from liability for damages by a resolution of the Board of Directors to the extent permitted by law. 2. The Company may enter into an agreement with <u>outside Directors</u> to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</p> <p>Article <u>30</u> (Articles omitted)</p> <p><u>Chapter 5 Audit &amp; Supervisory Board members and Audit &amp; Supervisory Board</u></p> <p>(Capacity) Article <u>31</u> <u>The Company shall have no more than five Audit &amp; Supervisory Board members.</u></p> <p>(Appointment) Article <u>32</u> <u>Audit &amp; Supervisory Board members shall be elected at the General Meeting of Shareholders.</u> <u>2 The resolution for the election of Audit &amp; Supervisory Board members shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of the shareholders entitled to exercise their voting rights are present.</u></p>	<p>2. In cases where a director proposes a matter for resolution at a meeting of the Board of Directors, if all Directors who are entitled to vote on the matter express their consent to the proposal in writing or by electromagnetic record, the proposal shall be deemed to have been approved by the Board of Directors.</p> <p>(Minutes of Board of Directors meetings) Article <u>28</u> The substance of proceedings and results of the Board of Directors meetings and other matters required by law shall be recorded in the minutes, and the Directors present at the meetings shall write their names and affix their seals thereto or electronically sign the minutes.</p> <p>(Compensation, etc.) Article <u>29</u> Remuneration, bonuses and other property benefits to be received by the Company from Directors in consideration of the performance of their duties shall be determined by a resolution of the General Meeting of Shareholders, <u>distinguishing between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>(Exemption of Directors from liability) Article <u>30</u> (As present)</p> <p>2. The Company may enter into an agreement with <u>Directors (excluding executive directors, etc.)</u> to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</p> <p>Article <u>31</u> (As present) (Deleted)  (Deleted)  (Deleted)</p>



Existing Articles of Incorporation	Proposed Change
<p><u>(Term of office)</u>  Article 33 The term of office of Audit &amp; Supervisory Board members shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within four years after their election.</p> <p>2 The term of office of an Audit &amp; Supervisory Board member elected to fill a vacancy shall be the remaining term of office of the retiring Audit &amp; Supervisory Board member.</p>	(Deleted)
<p><u>(Full-time Audit &amp; Supervisory Board member)</u>  Article 34 The Audit &amp; Supervisory Board shall, by its resolution, select a full-time Audit &amp; Supervisory Board member.</p>	(Deleted)
<p><u>(Notice of convocation of a meeting of the Audit &amp; Supervisory Board)</u>  Article 35 Notice of a meeting of the Audit &amp; Supervisory Board shall be given to each Audit &amp; Supervisory Board member at least three days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</p>	(Deleted)
<p><u>(Method of resolution of Audit &amp; Supervisory Board)</u>  Article 36 Except as otherwise provided by law, a majority of the Audit &amp; Supervisory Board members shall adopt resolutions of the Audit &amp; Supervisory Board.</p>	(Deleted)
<p><u>(Minutes of corporate auditors' meetings)</u>  Article 37 The proceedings and results of the Audit &amp; Supervisory Board meetings and other matters required by law shall be recorded in the minutes, and the Audit &amp; Supervisory Board members present at the meeting shall write their names and affix their seals thereto or electronically sign the minutes.</p>	(Deleted)
<p><u>(Compensation, etc.)</u>  Article 38 Compensation, etc. of Audit &amp; Supervisory Board members shall be determined by a resolution of the General Meeting of Shareholders.</p>	(Deleted)

Existing Articles of Incorporation	Proposed Change
<p><u>(Exemption of Audit &amp; Supervisory Board Members from liability)</u>  <u>Article 39 The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt Audit &amp; Supervisory Board Members (including former Audit &amp; Supervisory Board Members) from liability for damages to the extent permitted by law by a resolution of the Board of Directors.</u>  <u>2 The Company may enter into an agreement with an outside Audit &amp; Supervisory Board Member to limit his/her liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of liability based on such contract shall be the amount stipulated by laws and regulations.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>Chapter 5 Audit and Supervisory Committee</u></p>
<p>(Newly established)</p>	<p><u>(Full-time Audit and Supervisory Committee Member)</u>  <u>Article 32 The Audit and Supervisory Committee may, by its resolution, select a full-time Audit and Supervisory Committee Member.</u></p>
<p>(Newly established)</p>	<p><u>(Notice of Convocation of the Audit and Supervisory Committee)</u>  <u>Article 33 Notice of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member at least three days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u></p>
<p>(Newly established)</p>	<p><u>(Method of resolution of the Audit and Supervisory Committee)</u>  <u>Article 34 Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of the Audit and Supervisory Committee Members present at a meeting at which a majority of the Audit and Supervisory Committee Members who are entitled to participate in the voting are present.</u></p>
<p>(Newly established)</p>	<p><u>(Minutes of the Audit and Supervisory Committee)</u>  <u>Article 35 The substance of proceedings and results of the Audit and Supervisory Committee and other matters required by law shall be recorded in the minutes, and the attending Audit and Supervisory Committee Members shall write their names and affix their seals thereto or electronically sign the minutes.</u></p>
<p>Chapter 6 Accounting Auditors</p>	<p>Chapter 6 Accounting Auditors</p>
<p>Article <u>40</u> (Articles omitted)</p>	<p>Article <u>36</u> (As present)</p>
<p>(Term of office)  <u>Article 41 The term of office of the Accounting Auditor shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within one year after his/her election.</u></p>	<p>(Term of office)  <u>Article 37 The term of office of the Accounting Auditor shall expire at the close of the General Meeting of Shareholders relating to the last fiscal year ending within one year after his/her election.</u></p>

Existing Articles of Incorporation	Proposed Change
<p>2 Unless otherwise resolved at the General Meeting of Shareholders as set forth in the preceding paragraph, the Accounting Auditor shall be deemed to be reappointed at such General Meeting of Shareholders.</p> <p>Chapter 7 Calculation</p> <p>Articles <u>42</u> to <u>44</u> (Articles omitted)</p> <p>(Newly established) (Newly established)</p>	<p>2 (As present)</p> <p>Chapter 7 Calculation</p> <p>Articles <u>38</u> to <u>40</u> (As present)</p> <p><u>Supplementary Provisions</u>  <u>(Transitional measures concerning exemption of Audit &amp; Supervisory Board members from liability)</u>  <u>Article 1 The Company may, by a resolution of the Board of Directors, exempt Audit &amp; Supervisory Board Members (including former Audit &amp; Supervisory Board Members) from liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act with respect to acts committed prior to the conclusion of the 113th General Meeting of Shareholders, to the extent permitted by law.</u></p>

**Proposal 3: Election of Nine (9) Members of the Board (excluding Directors who are Audit & Supervisory Committee Members)**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee, and all nine (9) Directors will retire upon expiration of their terms of office when the amendment to the Articles of Incorporation takes effect. Therefore, the Company proposes electing nine (9) Members of the Board (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the transition to a company with an audit and supervisory committee.

This Proposal shall become effective subject to the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation coming into effect.

The candidates for Members of the Board are as follows:

No.	Name	Current Position
1	Hisae Sasaki <span>Reappointment</span>	Chief Executive Officer
2	Daisuke Nakayama <span>Reappointment</span>	President
3	Toshiyasu Kometani <span>Reappointment</span>	Executive Director ( Member of the Board)
4	Naoto Ogawa <span>Reappointment</span>	Executive Director ( Member of the Board)
5	Shigeyuki Nakamura <span>New candidate</span>	Senior Executive Officer
6	Hiroshi Onishi <span>Reappointment</span> <span>Outside</span> <span>Independent</span>	Member of the Board
7	Shuji Yamashita <span>Reappointment</span> <span>Outside</span> <span>Independent</span>	Member of the Board
8	Setsuro Horiuchi <span>Reappointment</span> <span>Outside</span> <span>Independent</span>	Member of the Board
9	Tomonobu Nishimura <span>Reappointment</span> <span>Outside</span>	Member of the Board

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p>Hisae Sasaki (February 26, 1953)</p> <p><u>Reappointment</u></p> <p>Board of Directors meetings attended: 7/7 (100%)</p>	<p>Apr. 1977      Joined Toray Industries, Inc.</p> <p>Apr. 2001      General Manager, Textile Development Center of Toray Industries, Inc.</p> <p>Jun. 2004      President and Plant Manager, P.T. Indonesia Synthetic Textile Mills/P.T. Acryl Textile Mills</p> <p>Oct. 2007      Deputy President in charge of production, Penfabric Sdn. Berhad</p> <p>Jun. 2009      General Manager of Fiber Processing Technology Department, Toray Industries, Inc.</p> <p>Jun. 2010      Director in charge of high-order processing technology and production, Production Division, Toray Industries, Inc.</p> <p>Jun. 2014      Full-time Commissioner in charge of high-order processing technology and production, Production Division of Toray Industries, Inc.</p> <p>Jun. 2018      Part-time, Production Division of Toray Industries, Inc.</p> <p>Jan. 2020      Retired from Toray Industries, Inc.</p> <p>Feb. 2020      General Manager, Corporate Strategic Planning Office of the Company</p> <p>Jun. 2020      President</p> <p>Jun. 2024      Chief Executive Officer (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Board] Mr. Hisae Sasaki has abundant business experience in the fiber processing technology division and management experience as a Member of the Board of the Company. The Company nominates him as a candidate for Member of the Board as we believe that he is capable of quickly responding to changes in the future economy and business environment and promoting management efficiency from a global perspective.</p>	76,455

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	Daisuke Nakayama (October 6, 1969) <u>Reappointment</u> Board of Directors meetings attended: 7/7 (100%)	<p>Apr. 1992      Joined the Company.</p> <p>Oct. 2006      General Manager of International Sales Department and General Manager of Market Exploration Office</p> <p>Jun. 2009      Director, General Manager of International Sales Department, Assistant General Manager of Marketing Division and General Manager of Fashion Planning Office</p> <p>Jun. 2011      Member of the Board, Assistant General Manager of Sales Division and General Manager of Sales Division No. 1</p> <p>Feb. 2013      Member of the Board and General Manager of Business Division No. 1</p> <p>Jun. 2014      Executive Director (Member of the Board) and General Manager of Business Division No. 1</p> <p>Jan. 2017      Executive Director (Member of the Board), General Manager of Sales Division and General Manager of Sales Planning Office</p> <p>Sep. 2017      Executive Director (Member of the Board), General Manager of Sales Division and General Manager of International Sales Department</p> <p>Jun. 2019      Senior Executive Director (Member of the Board), General Manager of Sales Division and General Manager of International Sales Department</p> <p>Apr. 2020      Senior Executive Director (Member of the Board), General Manager of Sales Division</p> <p>Jun. 2023      Senior Executive Director (Representative Board Member) General Manager of Sales Division</p> <p>Jun. 2024      President, General Manager of Sales Division</p> <p>Apr. 2025      President (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Board] Mr. Daisuke Nakayama has abundant business experience at sales-related departments of the Company and management experience as a Member of the Board of the Company, and he is currently demonstrating his leadership as a member of the management team. The Company nominates him as a candidate for Member of the Board to leverage his ability and experience for management of the Company and its group companies.</p>	78,357

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	<p>Toshiyasu Kometani (October 17, 1968)</p> <p><u>Reappointment</u></p> <p>Board of Directors meetings attended: 7/7 (100%)</p>	<p>Apr. 1991      Joined the Company</p> <p>Jun. 2009      Executive Officer, Assistant General Manager of Relevant Business Division and Deputy General Manager, KOMATSU SEIREN (SUZHOU) TEXTILE &amp; DYEING Co., Ltd.</p> <p>Jan. 2012      Executive Officer, Assistant General Manager of Fabric Manufacturing Division and General Manager of Factory No. 5</p> <p>Dec. 2013      Executive Officer, Assistant General Manager of Fabric Manufacturing Technology Division and General Manager, KOMATSU SEIREN (SUZHOU) TEXTILE &amp; DYEING Co., Ltd.</p> <p>Sep. 2017      Director of the Company and President of KOMATSU SEIREN (SUZHOU) TEXTILE &amp; DYEING Co., Ltd.</p> <p>Feb. 2021      Director of the Company and President of KOMATSU MATERE (SUZHOU) TRADING CO., LTD.</p> <p>Jan. 2022      Executive Officer of the Company and President of KOMATSU MATERE (SUZHOU) TRADING CO., LTD.</p> <p>Oct. 2022      Executive Officer, Deputy General Manager of Fabric Manufacturing Division, General Manager of Manufacturing Department No. 3, and President of KOMATSU MATERE (SUZHOU) TRADING CO., LTD.</p> <p>Apr. 2023      Executive Officer, General Manager of Fabric Manufacturing Division, and President of KOMATSU MATERE (SUZHOU) TRADING CO., LTD.</p> <p>Jun. 2023      Member of the Board, General Manager of Fabric Manufacturing Division, and President of KOMATSUMATERE (SUZHOU) TRADING CO., LTD.</p> <p>Jun. 2024      Executive Director (Member of the Board), General Manager of Fabric Manufacturing Division, and President of KOMATSUMATERE (SUZHOU) TRADING CO., LTD. (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Board] Mr. Toshiyasu Kometani has abundant business experience at fabric manufacturing related departments of the Company, global experience, and management experience as a Member of the Board of the Company, and he is currently demonstrating his leadership as a member of the management team. The Company nominates him as a candidate for Member of the Board to leverage his ability and experience for management of the Company and its group companies.</p>	40,988

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Naoto Ogawa (April 6, 1957) <u>Reappointment</u> Board of Directors meetings attended: 7/7 (100%)	<p>Apr.1982      Joined Sokoseiren Co., Ltd.</p> <p>Jun. 2004      Director of Sokoseiren Co., Ltd.</p> <p>Jun. 2009      Managing Director of Sokoseiren Co., Ltd.</p> <p>Jun. 2010      Representative Director and President of Sokoseiren Co., Ltd.</p> <p>Jun. 2016      Retired from Sokoseiren Co., Ltd.</p> <p>Sep. 2016      Advisor of the Company</p> <p>Jan. 2017      President of KOMAXON Co., Ltd. (retired in January 2020)</p> <p>Sep. 2019      Advisor to Fabric Manufacturing and R&amp;D Division of the Company</p> <p>Oct. 2019      General Manager of R&amp;D Division</p> <p>Jun. 2020      Executive Director (Member of the Board), General Manager of R&amp;D Division</p> <p>Jun. 2024      Executive Director (Member of the Board), General Manager of R&amp;D Division, General Manager of Administrative Division</p> <p>Apr. 2025      Executive Director (Member of the Board), General Manager of R&amp;D Division (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Board] Mr. Naoto Ogawa has abundant knowledge and experience at the R&amp;D division and management experience as a Member of the Board of the Company and is currently demonstrating his leadership as a member of the management team. The Company nominates him as a candidate for Member of the Board to leverage his ability and experience for the management of the Company and its group companies.</p>	25,303



No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
5	<p>Shigeyuki Nakamura (June 19, 1971)</p> <p><span style="border: 1px solid black;">New candidate</span></p> <p>Board of Directors meetings attended: -</p>	<p>Apr.1994      Joined the Company</p> <p>Feb. 2013      General Manager of Accounting Department</p> <p>Oct. 2018      General Manager of Internal Audit Office and General Manager of Examination Office</p> <p>Oct. 2019      General Manager of Legal Affairs Department and General Manager of Internal Audit Office</p> <p>Feb. 2020      Deputy General Manager of Administrative Division, General Manager of Legal Department and General Manager of Internal Audit Office</p> <p>Apr. 2020      Deputy General Manager of Administrative Division, General Manager of General Affairs Department, General Manager of Legal Department, General Manager of Internal Audit Office and General Manager of Group Business Administration Office</p> <p>Jul. 2020      Member of the Board, Deputy General Manager of Administrative Division, General Manager of Accounting &amp; Finance Department and General Manager of Group Business Administration Office</p> <p>Apr. 2021      Member of the Board, Deputy General Manager of Administrative Division, General Manager of Internal Audit Office, General Manager of Accounting &amp; Finance Department and General Manager of Group Business Administration Office</p> <p>Apr. 2023      Member of the Board, General Manager, Corporate Strategic Planning Office (Corporate Planning, Related Business Management Office), and General Manager of Internal Audit Office</p> <p>Jun. 2023      Senior Executive Officer, General Manager, Corporate Strategic Planning Office (Corporate Planning, Related Business Management Office), and General Manager of Internal Audit Office (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Board] Mr. Shigeyuki Nakamura has abundant knowledge and experience in the administration division and management experience as a Member of the Board of the Company, and is currently demonstrating his leadership as Senior Executive Officer. The Company nominates him as a candidate for Member of the Board to leverage his ability and experience for the management of the Company and its group companies.</p>	21,940

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	Hiroshi Onishi (June 13,1955) <div>Reappointment</div> <div>Outside Director</div> <div>Independent</div> Board of Directors meetings attended: 6/7 (86%)	Apr.1979      Joined Isetan Co., Ltd. Jun. 2005      Executive Officer, Head of General Planning, Corporate Planning Division of Isetan Co., Ltd. Mar. 2008      Managing Executive Officer, General Manager of MD Administration Department, Department Store Business Headquarters of Mitsukoshi, Ltd. Managing Executive Officer, Isetan Co., Ltd. Jun. 2009      President and CEO, Isetan Co., Ltd. Apr. 2011      President and CEO, General Manager of Operation Headquarters of Isetan Mitsukoshi Ltd. Feb. 2012      President and CEO, Isetan Mitsukoshi Holdings Ltd. President and CEO, Isetan Mitsukoshi Ltd. Jun. 2018      Executive Vice President, Japan Airport Terminal Co., Ltd. President, Haneda Future Research Institute Incorporated (to present) Jun. 2021      Member of the Board of the Company (to present) Jun. 2023      Representative Director and Executive Vice President, Japan Airport Terminal Co., Ltd. (to present)	0
[Reasons for nomination as a candidate for Outside Director and outline of expected roles as Outside Director] The Company nominates Mr. Hiroshi Onishi as a candidate for Outside Director to obtain advice and oversight from him on management of the Company, based on his abundant experience and broad insight in the retail industry, including department stores. In addition, the Company expects him to provide highly effective supervision of the management team from an independent and objective perspective, based on his experience as a B to C (Business-to-Consumer) business manager.			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
7	Shuji Yamashita (July 25,1955) <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside Director <input type="checkbox"/> Independent Board of Directors meetings attended: 6/7 (86%)	Apr.1979      Joined Komatsu Ltd. Oct. 1986      Komatsu America Manufacturing Corp. Oct. 2000      Director, General Manager of Administration Division, PT Komatsu Indonesia Apr. 2005      General Manager, Komatsu Shantui Construction Machinery Co., Ltd. Apr. 2009      Executive Officer, Oyama Plant Manager, Komatsu Ltd. Apr. 2012      Executive Officer, Awazu Plant Manager, Komatsu Ltd. Apr. 2014      Senior Executive Officer, Vice President of Production Division, Awazu Plant Manager, Komatsu Ltd. Apr. 2016      Senior Executive Officer, Vice President of Production Division and President of Parts Operation Division, Komatsu Ltd. Jul. 2018      Technical Advisor, Komatsu Ltd. (to present) Jun. 2022      Member of the Board of the Company (to present)	0
		[Reasons for nomination as a candidate for Outside Director and outline of expected roles as Outside Director] The Company nominates Mr. Shuji Yamashita as a candidate for Outside Director to obtain advice and oversight from him on management of the Company, based on his abundant experience and broad insight as a global corporate manager. In addition, the Company expects him to provide highly effective supervision of the management team from an independent and objective perspective, based on his experience as a manager of a manufacturer.	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	Setsuro Horiuchi (February 4, 1952) <u>Reappointment</u> <u>Outside Director</u> <u>Independent</u> Board of Directors meetings attended: 7/7 (100%)	Apr. 1981      Joined Sugawara & Yamada Law Office Apr. 1991      General Partner, Horiuchi Law Office (to present) Jun. 2022      Member of the Board of the Company (to present) [Reasons for nomination as a candidate for Outside Director and outline of expected roles as Outside Director] The Company nominates Mr. Setsuro Horiuchi as a candidate for Outside Director to obtain advice and oversight from him on management of the Company, based on legal knowledge and broad insight he has accumulated as a lawyer. Although he does not have experience of being directly involved in the management of a company in any way other than becoming an outside officer, the Company expects him to provide highly effective supervision of the management team from an independent and objective perspective, based on his knowledge and experience.	0
9	Tomonobu Nishimura (March 20, 1968) <u>Reappointment</u> <u>Outside Director</u> Board of Directors meetings attended: 5/6 (83%)	Apr. 1990      Joined Toray Industries, Inc. Apr. 2005      Manager of Fashion Woven Fabrics Section 1, Women's & Men's Wear Fabrics Department, Toray Industries, Inc. Mar. 2010      General Manager of Far East Department and General Manager of Asia Department, Penfabric Sdn. Berhad Jul. 2011      Director of Penfabric Sdn. Berhad Jul. 2014      Chairman and President of Toray Jifa (Qingdao) Textile Co., Ltd. Apr. 2018      Deputy General Manager of Textiles Division, Toray Industries, Inc. Jan. 2020      Deputy President of Penfabric Sdn. Berhad Apr. 2024      General Manager of Textiles Division, Toray Industries, Inc., and Chairman (part time) of Toray Textiles Europe Ltd. (to present) Jun. 2024      Member of the Board of the Company (to present) [Reasons for nomination as a candidate for Outside Director and outline of expected roles as Outside Director] Mr. Tomonobu Nishimura has engaged in the field of fibers & textiles at Toray Industries, Inc. and has a high level of expertise. The Company nominates him as a candidate for Outside Director to obtain comments and suggestions from him on management of the Company. In addition, the Company expects him to provide highly effective supervision of the management team from an independent and objective perspective, based on his professional work experience in the fibers & textiles business.	0

Notes:

- The special interest between each candidate and the Company is as described below.  
Mr. Tomonobu Nishimura is the General Manager of the Textiles Division of Toray Industries, Inc. The Company has a business relationship with Toray Industries, Inc., which includes sales and purchases of products. There are no special interests between the Company and other candidates.
- Mr. Hiroshi Onishi, Mr. Shuji Yamashita, Mr. Setsuro Horiuchi, and Mr. Tomonobu Nishimura are candidates for Outside Director.
- If the appointment of Mr. Hiroshi Onishi, Mr. Shuji Yamashita, Mr. Setsuro Horiuchi, and Mr. Tomonobu Nishimura is approved, the Company will conclude agreements with each of them to limit their liability in accordance with its Articles of Incorporation. The maximum amount of liability for damages under the limited liability agreement will be the amount stipulated by laws and regulations.
- The Company has concluded a Directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Members of the Board, and will continue and renew the contract. If the candidates are reappointed or appointed, they will be included as the

insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of Directors and officers liability insurance contracts.

5. Requirements for Independent Officers

Mr. Hiroshi Onishi, Mr. Shuji Yamashita, and Mr. Setsuro Horiuchi satisfy the requirements for independent officers stipulated by Tokyo Stock Exchange, Inc.

6. Number of years the candidates for Outside Director have served as Outside Director of the Company

- (1) At the conclusion of this General Meeting of Shareholders, Mr. Hiroshi Onishi will have been in office as Outside Director of the Company for four years.
- (2) At the conclusion of this General Meeting of Shareholders, Mr. Shuji Yamashita and Mr. Setsuro Horiuchi will have been in office as Outside Director of the Company for three years.
- (3) At the conclusion of this General Meeting of Shareholders, Mr. Tomonobu Nishimura will have been in office as Outside Director of the Company for one year.

**Proposal 4: Election of Three (3) Directors who are Audit & Supervisory Committee Members**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee. Therefore, the Company proposes electing three (3) Directors who are Audit and Supervisory Committee Members.

The Company has obtained the consent of Audit & Supervisory Board regarding this proposal.

This Proposal shall become effective subject to the effectuation of the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation.

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

No.	Name	Current Position
1	Kazuhiro Yonezawa	Audit and Supervisory Board Member
2	Seiji Sakashita <div>Outside Independent</div>	Audit and Supervisory Board Member
3	Aki Yokogoshi <div>Outside Independent</div>	Audit and Supervisory Board Member

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p>Kazuhiro Yonezawa (July 28, 1958)</p> <div>New appointment</div> <p>Board of Directors meetings attended: 7/7 (100%)</p>	<p>Apr. 1983      Joined the Company</p> <p>Mar. 2006      General Manager of Factory No. 3</p> <p>Feb. 2010      General Manager of Product Development Department, Sales Division No. 1</p> <p>Jun. 2011      Executive Officer and General Manager of Product Development Department, Sales Division No. 1</p> <p>Feb. 2013      Executive Officer, Deputy General Manager of Fabric Manufacturing Division (development-related), General Manager of R&amp;D Department, and General Manager of Product Development Department</p> <p>Jun. 2014      Director, Deputy General Manager of Fabric Manufacturing Division, and General Manager of Factory No. 7</p> <p>Mar. 2016      General Manager in charge of Development to Sales Division (Counselor)</p> <p>May 2018      Deputy General Manager of Sales Division (Counselor)</p> <p>Feb. 2020      Deputy General Manager of R&amp;D Department (Counselor)</p> <p>Apr. 2020      General Manager of Sales Promotion Department (Counselor)</p> <p>Dec. 2020      Deputy General Manager of R&amp;D Department (Counselor)</p> <p>Apr. 2021      Deputy General Manager of Product Development Promotion Department (Counselor)</p> <p>Jun. 2022      Full-time Audit &amp; Supervisory Board Member of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Director who is an Audit &amp; Supervisory Committee Member] Mr. Kazuhiro Yonezawa has abundant knowledge and experience in the fabric manufacturing-related departments and R&amp;D division and sufficient operational experience, and provides impartial opinions and fulfills a role as an auditor in overseeing the execution of business operations. Considering that based on these track records he will be able to perform the duties of Director who is an Audit &amp; Supervisory Board Member appropriately, the Company nominates him as a candidate for Director who is an Audit &amp; Supervisory Board Member.</p>	23,400

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	Seiji Sakashita (February 2, 1958)	Oct. 1984	Joined Inoue Tatsuo Accounting Office (currently KPMG Azsa & Co.)	0
		Mar. 1988	Registered as a Certified Public Accountant (registration No. 9400)	
		May 2003	Assumed Partner of Asahi & Co. (currently KPMG Azsa & Co.)	
	New appointment	May 2007	Assumed Representative Partner of KPMG Azsa & Co.	
		Jun. 2013	Left KPMG Azsa & Co.	
	Outside Director who is an Audit and Supervisory Committee Member	Feb. 2014	Assumed Representative Partner of Hokuriku Auditing Office (to present)	
		Jun. 2016	Audit & Supervisory Board Member of the Company (to present)	
	Independent Officer	Jun. 2020	Director serving the Audit and Supervisory Committee of Daido Kogyo Co., Ltd. (to present)	
	Board of Directors meetings attended: 7/7 (100%)	[Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member and outline of expected roles as Outside Director] Although Mr. Seiji Sakashita does not have experience of being directly involved in management, he has abundant knowledge and experience of finance and accounting as a Certified Public Accountant. Also, he provides impartial opinions and fulfills a role as an auditor, utilizing extensive track records and experience as Representative Partner of accounting offices and an outside member of the Audit and Supervisory Committee of another listed company. Considering that based on these track records he will be able to perform the duties of Director who is an Audit & Supervisory Board Member appropriately, the Company nominates him as a candidate for Director who is an Audit & Supervisory Board Member.		
3	Aki Yokogoshi (September 4, 1971)	Apr. 1994	Joined The Hokkoku Bank, Ltd.	0
		Apr. 2015	Assistant to Director of Administrative Management Section, Operations Department	
		Apr. 2017	Channel Management Manager of Marketing Department	
		Apr. 2020	Senior Facilitator of Marketing Department	
		Mar. 2021	General Manager of Digital Department	
		Mar. 2022	Executive Officer and General Manager of Human Resource Development Department, Hokkoku Financial Holdings, Inc.	
	New appointment		Executive Officer and General Manager of Human Resource Development Department, The Hokkoku Bank, Ltd.	
	Outside Director who is an Audit and Supervisory Committee Member	Mar. 2023	Managing Executive Officer and General Manager of Human Resource Development Department, Hokkoku Financial Holdings, Inc. Managing Executive Officer and General Manager of Human Resource Development Department, The Hokkoku Bank, Ltd.	
		Jun. 2024	Audit & Supervisory Board Member of the Company (to present)	
	Independent Officer	Mar. 2025	Managing Executive Officer, Hokkoku Financial Holdings, Inc. (to present)	
Board of Directors meetings attended: 6/6 (100%)	[Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member and outline of expected roles as Outside Director] As Ms. Aki Yokogoshi has abundant knowledge and experience of human capital management including human resource development strategies, she provides advice on the management of the Company and impartial opinions and fulfills a role as an auditor in			



	overseeing the execution of business operations. Considering that based on these track records she will be able to perform the duties of Director who is an Audit & Supervisory Board Member appropriately, the Company nominates her as a candidate for Director who is an Audit & Supervisory Board Member.
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Notes:

1. The special interest between each candidate and the Company is as described below.  
Ms. Aki Yokogoshi is the Managing Executive Officer of Hokkaido Financial Holdings, Inc., and the Company has regular bank transactions with that company's subsidiary, The Hokkoku Bank, Ltd. There are no special interests between the Company and other candidates.
2. Mr. Seiji Sakashita and Ms. Aki Yokogoshi are candidates for Outside Director who is an Audit & Supervisory Committee Member.
3. If the appointment of Mr. Seiji Sakashita and Ms. Aki Yokogoshi is approved, the Company will continue the agreement with Mr. Sakashita and Ms. Yokogoshi to limit their liability in accordance with its Articles of Incorporation. The maximum amount of liability for damages under the limited liability agreement will be the amount stipulated by laws and regulations.
4. The Company has concluded a Directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Directors who are Audit & Supervisory Committee Members, and will continue and renew the contract. If candidates are appointed, they will be included as the insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of Directors and officers liability insurance contracts.
5. Requirements for Independent Officers  
Mr. Seiji Sakashita and Ms. Aki Yokogoshi satisfy the requirements for independent officers stipulated by Tokyo Stock Exchange, Inc.
6. Number of years the candidates for Director who is an Audit & Supervisory Committee Member have served as Outside Audit & Supervisory Board Member of the Company
  - (1) At the conclusion of this General Meeting of Shareholders, Mr. Seiji Sakashita will have been in office as Outside Audit & Supervisory Board Member of the Company for nine years.
  - (2) At the conclusion of this General Meeting of Shareholders, Ms. Aki Yokogoshi will have been in office as Outside Audit & Supervisory Board Member of the Company for one year.

### Reference: Composition of Board of Directors and Skills Matrix After Appointment

While ensuring a well-balanced structure to cover the Company's various functions and business divisions, the Company's Board of Directors is composed of Board Members who have outstanding management judgment, with a streamlined structure comprising only the necessary personnel to ensure swift decision-making.

In addition, the balance of knowledge, experience, and capabilities of the Board of Directors as a whole and the approach to diversity and size are aligned with the Company's policy regarding the nomination and appointment of candidates for Member of the Board.

		Corporate Management	Global	Sales & Marketing	Production, R&D	Legal Risk Management	Finance Accounting	Labor Affairs HR Development	ESG Sustainability
Members of the Board	Hisae Sasaki	○				○	○		
	Daisuke Nakayama	○	○	○					
	Toshiyasu Kometani		○		○				
	Naoto Ogawa				○				○
	Shigeyuki Nakamura					○	○		
	Hiroshi Onishi	○		○					
	Shuji Yamashita		○		○				
	Setsuro Horiuchi					○			
	Tomonobu Nishimura		○	○					
Directors who are Audit & Supervisory Committee Members	Kazuhiro Yonezawa				○				
	Seiji Sakashita						○		
	Aki Yokogoshi							○	

**Proposal 5: Election of Two (2) Substitute Directors who are Audit & Supervisory Committee Members**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee. Therefore, the Company proposes electing Mr. Teruhiro Okuya as a substitute Director who is an Audit and Supervisory Committee Member for the Outside Directors who are not Audit and Supervisory Committee Members and Mr. Ryuichi Ikemizu as a substitute Director who is an Audit and Supervisory Committee Members for the Outside Directors who are Audit and Supervisory Committee Members, in case the number of Directors who are Audit & Supervisory Committee Members falls short of that stipulated by laws and regulations.

The Company has obtained the consent of Audit & Supervisory Board regarding this proposal.

This Proposal shall become effective subject to the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation coming into effect.

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

No.	Name	Current Position
1	Teruhiro Okuya	Director, Assistant General Manager of R&D Division
2	Ryuichi Ikemizu <div>Outside Independent</div>	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Teruhiro Okuya (May 23, 1963)	<p>Apr. 1989      Joined the Company</p> <p>Apr. 2003      General Manager of Factory No. 3</p> <p>Jun. 2003      Member of the Board and Assistant General Manager of R&amp;D Division</p> <p>Jun. 2006      Executive Officer and Assistant General Manager of R&amp;D Division</p> <p>Oct. 2009      Member of the Board, Executive Officer and General Manager of R&amp;D Division</p> <p>Jul. 2011      Member of the Board, Deputy General Manager of Fabric Manufacturing Division and General Manager of Factory No. 5</p> <p>Jan. 2012      Member of the Board and General Manager of R&amp;D Division</p> <p>May 2019      Member of the Board, Deputy General Manager of Fabric Manufacturing and R&amp;D Division (in charge of EMS)</p> <p>Apr. 2020      Director, Deputy General Manager of R&amp;D Division and General Manager of Environmental Promotion Office</p> <p>Jan. 2022      Director, Assistant General Manager of R&amp;D Division</p> <p>Oct. 2023      Director, Assistant General Manager of R&amp;D Division, General Manager of New Business Development Department, and Manager of Green Business Group (to present)</p>	55,075
		<p>[Reasons for nomination as a candidate for substitute Director who is an Audit and Supervisory Committee Member]</p> <p>Mr. Teruhiro Okuya has abundant knowledge and experience in the R&amp;D division and sufficient operational experience. The Company nominates him as a candidate for substitute Director who is an Audit and Supervisory Committee Member to have him conduct an objective audit of business execution, etc. of the Company.</p>	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	Ryuichi Ikemizu  (May 30, 1947)	Apr. 1970	Joined Sato Certified Public Accountant Office	0
	Outside Director who is an Audit and Supervisory Committee Member	Sep. 1972	Registered as an Accountant Assistant	
		Mar. 1978	Registered as a Certified Public Accountant	
	Independent Officer	Feb. 1980	Registered as a Certified Public Tax Accountant	
		Jan. 1991	President of Ikemizu and Galloping Staff, Ltd. (to present)	
		Dec. 2011	Representative of Sawayaka Tax Accounting Corporation (to present)	
		[Reasons for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles as Outside Director] Although Mr. Ryuichi Ikemizu does not have experience of direct involvement in management, he has been working as a certified public accountant and business consultant for many years. Considering that he will be able to leverage the extensive experience and knowledge he gained through his career to audit the business execution of the Company objectively, the Company nominates him as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.		

Notes:

1. Mr. Ryuichi Ikemizu is President of Ikemizu and Galloping Staff, Ltd., a firm that has a contract with the Company concerning business support. There are no special interests between Mr. Teruhiro Okuya and the Company.
2. Mr. Ryuichi Ikemizu is a candidate for substitute Director who is an Audit and Supervisory Committee Member.
3. If Mr. Ryuichi Ikemizu takes office as Director who is an Audit and Supervisory Committee Member, the Company will conclude an agreement with him to limit his liability in accordance with its Articles of Incorporation. The maximum amount of liability for damages under the liability limitation agreement will be the amount stipulated by laws and regulations.
4. The Company has concluded a Directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Directors who are Audit and Supervisory Committee Members. If Mr. Teruhiro Okuya and Mr. Ryuichi Ikemizu take office as Directors who are Audit and Supervisory Committee Members, they will be insured under the contract. The outline of the contract is as described in Business Report 3. Matters Related to Officers of the Company; (2) Outline of the contents of Directors and officers liability insurance contracts.
5. Requirements for Independent Officers  
Mr. Ryuichi Ikemizu satisfies the requirements for independent officers stipulated by Tokyo Stock Exchange, Inc.

**Proposal 6: Determination of Amount of Remuneration, etc. for Members of the Board (excluding Directors who are Audit & Supervisory Committee Members)**

The amount of remuneration, etc. for Members of the Board of the Company was approved at no more than 310 million yen per year (including 50 million yen for Outside Directors per year; however, this does not include the salary portion of Members of the Board who are concurrently employees) at the 111th General Meeting of Shareholders held on June 23, 2023. If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee. For this reason, taking into account the recent economic situation and other circumstances, the Company requests approval once again for the amount of remuneration, etc. for Members of the Board of the Company (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the Company has transitioned to a company with an audit and supervisory committee to be no more than 310 million yen per year (including 50 million yen for Outside Directors per year) and for determination of the specific amounts, timing of payment, and other details of remuneration to each Member of the Board to be made by resolution of the Board of Directors.

The outline of the Company's policy on determination related to the contents of remuneration, etc. to each Member of the Board is as stated in "3. Matters Related to Officers of the Company; (4) Policy on determination related to the contents of remuneration, etc. to each Member of the Board" of the Business Report. However, the Company plans to change the eligible persons under this policy from "Members of the Board" to "Members of the Board of the Company (excluding Directors who are Audit and Supervisory Committee Members)" at the Board of Directors meeting after the conclusion of this General Meeting of Shareholders. There will be no substantive change to the policy. Under this revised policy, the amount of remuneration, etc. will consist of fixed remuneration and performance-linked remuneration, and the Company has judged it to be appropriate. This remuneration, etc. will not include the salary portion of Members of the Board who are concurrently employees.

There are currently nine (9) Members of the Board, and if Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of Nine (9) Members of the Board are approved as proposed, the number of Members of the Board will be nine (9) (including four (4) Outside Directors).

This Proposal shall become effective subject to the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation coming into effect.

**Proposal 7: Determination of Amount of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee. For this reason, taking into account the recent economic situation and other circumstances, the Company requests approval for the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members after the Company has transitioned to a company with an audit and supervisory committee to be no more than 60 million yen per year and for determination of the specific amounts, timing of payment, and other details of remuneration to each Director who is an Audit and Supervisory Committee Member to be made by consultation among the Directors who are Audit and Supervisory Committee Members. The Company has judged the remuneration, etc. in this proposal to be appropriate in light of their duties and responsibilities.

If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 4: Election of Three (3) Directors who are Audit & Supervisory Committee Members are approved as proposed, the number of Directors who are Audit & Supervisory Committee Members will be three (3).

This Proposal shall become effective subject to the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation coming into effect.

**Proposal 8: Determination of Remuneration to Grant Restricted Stock to Members of the Board (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)**

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as proposed, the Company will become a company with an audit and supervisory committee.

The Company received approval at the 111th General Meeting of Shareholders held on June 23, 2023 for the payment to grant restricted stock to Members of the Board (excluding Outside Directors). With the transition to a company with an audit and supervisory committee, the Company once again requests approval for payment of remuneration to grant restricted stock to Members of the Board (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) (hereinafter, the “Eligible Members of the Board”) separately from the amount of remuneration for Members of the Board of the Company for which it requests approval in Proposal 6: Determination of Amount of Remuneration, etc. for Members of the Board (excluding Directors who are Audit & Supervisory Committee Members). This Proposal shall become effective subject to the amendment to the Articles of Incorporation in Proposal 2: Partial Amendments to the Articles of Incorporation coming into effect.

This proposal requests renewed approval accompanying the transition to a company with an audit and supervisory committee, and its substantive contents are the same as that for which approval was received at the 111th General Meeting of Shareholders held on June 23, 2023. As the need to provide Eligible Members of the Board with incentives to aim for sustainable growth of the Company’s corporate value and further promote sharing of value among shareholders and Eligible Members of the Board will remain unchanged even after the transition to a company with an audit and supervisory committee, the Company wishes to continue implementing this remuneration system for these purposes.

The total amount of monetary remuneration to be paid to Eligible Members of the Board to grant restricted stock in accordance with this proposal shall be not more than 50 million yen per year, which is considered to be an appropriate amount in light of the purpose described above.

In addition, pursuant to the resolution of the Company’s Board of Directors, Eligible Members of the Board shall deliver all the monetary remuneration receivables arising based on this proposal as property contributed in kind and receive issuance or disposal of common shares of the Company. The total number of common shares issued or disposed of through this process shall be not more than 100,000 shares per year, which is considered to be an appropriate number in light of the purpose described above (however, if a share split (including gratis allotment of common shares of the Company) or share consolidation is carried out for common shares of the Company on or after the date of resolution of this proposal, the number shall be adjusted in accordance with the ratio of split, consolidation, etc.). The amount to be paid per share shall be the closing price of common shares of the Company at the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or the closing price of the most recent trading day prior to that day, if no trading is executed on that day). The Board of Directors will determine the specific timing of payment and allocation to each Eligible Member of the Board.

The outline of the Company’s policy on determination related to the contents of remuneration, etc. to each Member of the Board is as stated in “3. Matters Related to Officers of the Company; (4) Policy on determination related to the contents of remuneration, etc. to each Member of the Board” of the Business Report. However, the Company plans



to change the eligible persons under this policy from “Members of the Board” to “Members of the Board of the Company (excluding Directors who are Audit and Supervisory Committee Members)” at the Board of Directors meeting after the conclusion of this General Meeting of Shareholders, and there are no substantive changes to the policy. Therefore, the Company has judged that the contents of this proposal are necessary and appropriate from the perspective of paying remuneration, etc. in accordance with the revised policy, and has judged it to be appropriate.

If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of Nine (9) Members of the Board are approved as proposed, there will be five (5) eligible Members of the Board.

In addition, if this proposal is approved as originally proposed, the Company plans to introduce a restricted stock-based remuneration system for Executive Officers and Directors of the Company as well, which is similar to that for Eligible Members of the Board.

In issuing or disposing of common shares of the Company under this proposal, the Company shall execute restricted stock allotment agreements with Eligible Members of the Board, which include the following contents (hereinafter, the “Allotment Agreements”).

#### (1) Transfer Restriction Period

Eligible Members of the Board may not transfer, create a security interest on, or otherwise dispose of (hereinafter, the “Transfer Restriction”) common shares of the Company which have been allotted under an Allotment Agreement (hereinafter, the “Allotted Shares”) during the period from the day on which the allotment is made based on the Allotment Agreement to the date of their retirement from the position as Member of the Board of the Company (however, if the Member of the Board is concurrently serving as a Director of the Company or assumes the position of Executive Officer or Director of the Company at the same time as the retirement from the position as Member of the Board, said Member of the Board shall be deemed to be retired upon ceasing to be any of Member of the Board, Executive Officer and Director) (hereinafter, the “Transfer Restriction Period”).

#### (2) Removal of Transfer Restriction

On the condition that retirement of an Eligible Member of the Board is due to a reason determined legitimate by the Board of Directors of the Company, the Company will remove the Transfer Restriction for all the Allotted Shares (however, if the Company acquires all or part of the Allotted Shares gratuitously pursuant to (3)(ii) below, the remaining after the acquisition gratuitously), upon the expiration of the Transfer Restriction Period.

#### (3) Acquisition of Allotted Shares gratuitously

(i) The Company will naturally acquire the Allotted Shares for which the Transfer Restriction has not been removed pursuant to above (2) as of the expiration of the Transfer Restriction Period gratuitously.

(ii) In addition, if an Eligible Member of the Board retires during the period of execution of duty subject to remuneration related to the Allotted Shares, the Company acquires the Allotted Shares gratuitously in the number commensurate with the remaining period. If the retirement is due to a reason that falls under the certain categories stipulated in the Allotment Agreement, such as misconduct, the Company will acquire all or part of the Allotted Shares gratuitously.

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

Notwithstanding (1) above, if a merger agreement based on which the Company becomes a disappearing company, a share exchange agreement based on which the Company becomes a wholly owned subsidiary, or any matter concerning organizational restructuring, etc., including a share transfer plan, is approved by the General Meeting of Shareholders of the Company (however, if approval of the General Meeting of Shareholders of the Company is not required for said organizational restructuring, etc., then, the Board of Directors of the Company) during the Transfer Restriction Period, the Company removes the Transfer Restriction for the reasonably determined number of the Allotted Shares in light of the period between the date of commencement of the Transfer Restriction Period and the effective date of said organizational restructuring, etc., by a resolution of the Board of Directors of the Company, prior to the effective date of said organizational restructuring, etc. In addition, in this case, the Company will naturally acquire the Allotted Shares for which the Transfer Restriction has not yet been removed as of the time immediately after the time when the Transfer Restriction is removed gratuitously.

(5) Other matters stipulated by the Board of Directors

In addition to the above, other matters stipulated by the Board of Directors, such as how to express manifestation of intention and provide notification under the Allotment Agreement, and how to amend the Allotment Agreement, shall be included in the Allotment Agreements.

During the Transfer Restriction Period, the shares allotted to Eligible Members of the Board under this system will be managed in dedicated accounts opened by Eligible Members of the Board with a securities company designated by the Company to prevent transfer, creation of a security interest on, or any other disposal of such shares during the Transfer Restriction Period.