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(Stock Code 6513)

June 10, 2024

(Date of commencement of electronic provision measures: June 3, 2024)

**To Shareholders with Voting Rights:**

Hideki Inaba  
President  
Origin Company, Limited  
3-3-27 Sakawa, Sakura-ku, Saitama-shi, Saitama

**NOTICE OF  
THE 123rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 123rd Annual General Meeting of Shareholders of Origin Company, Limited (the “Company”) will be held for the purposes as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following websites of the Internet under “Notice of the 123rd Annual General Meeting of Shareholders.”

The Company website:

<https://www.origin.co.jp/en/ir/shares/meeting/>

The information is also available on the following website.

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

To view the information, please access the TSE website above, input the Company’s name “Origin Company” or the securities code “6513” and click “Search,” and then click “Basic information” and “Documents for public inspection/PR information” in this order.

**If you are unable to attend the meeting, you can exercise your voting rights in advance in writing or by the Internet. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures, and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 26, 2024, Japan time.**

- 1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time
- 2. Place:** 4F, TOIRO, Saitama Super Arena located at 8 Shintoshin, Chuo-ku, Saitama-shi, Saitama, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 123rd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 123rd Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 5 Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of 3 Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

[Matters decided on the convocation of the General Meeting of Shareholders]

- Shareholders who are not physically present at the meeting can exercise their voting rights in writing or via electromagnetic methods (the Internet, etc.).
- If there is no indication of approval or disapproval on the Voting Rights Exercise Form, it shall be considered as an indication of approval.
- If voting rights are exercised multiple times both via the Internet and in writing with the Voting Rights Exercise Form, the voting via the Internet shall prevail. If voting rights are exercised more than once via the Internet, the voting rights last exercised shall be treated as effective.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - This Notice does not include the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements in accordance with provisions of laws and regulations as well as Article 16, Paragraph 2 of the Company's Articles of Incorporation. (Those Notes are posted on the abovementioned websites.)
  - Should the matters subject to the electronic provision measures require revisions, the revised versions will be posted on the abovementioned websites.

# Reference Documents for the General Meeting of Shareholders

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

The Company views returns to shareholders as an important managerial issue, with its basic policy of paying stable and continuous dividends in accordance with performance, while striving for the stable growth of internal reserves and funds for the allocation of profit per share.

Considering the above dividend policy as well as the Company's performance and so on, an ordinary dividend of 15 yen per share is proposed for the year-end dividend.

1. Type of dividend property

Cash

2. Matters regarding allotment of dividend property to shareholders and total amount thereof

Amount per common share of the Company: 15 yen

Total amount: 84,885,945 yen

3. Effective date of dividends of surplus

June 28, 2024

**Proposal 2:** Election of 5 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all 5 Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 5 Directors is proposed.

The candidates for Director have been determined at a meeting of the Board of Directors following a recommendation by the Nomination and Remuneration Committee. Based on the status of duty execution and performance of each candidate in the current fiscal year, the Audit and Supervisory Committee has expressed the opinion that all candidates are suitable for Directors of the Company.

The candidates are as follows:

No.	Name	Gender		Current positions at the Company
1	Kazuhiro Seo	Male	[Reappointment]	Chairman
2	Hideki Inaba	Male	[Reappointment]	President
3	Yoshio Sato	Male	[Reappointment]	Director and Senior Executive Officer
4	Yoshihiko Naito	Male	[Reappointment]	Director and Senior Executive Officer
5	Tatsuko Koike	Female	[Reappointment] [Outside] [Independent]	Director (Outside)

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
1	Kazuhiro Seo  March 28, 1955 (69 years old)  [Reappointment]	April 1978      Joined the Company May 2002      Head of Technology Department, Equipment Division June 2003      Supervisor, Electronics Division April 2006      Head of General Affairs Department, Administration Division July 2007      Deputy General Manager and Head of General Affairs Department, Administration Division June 2008      Director April 2009      General Manager, Electronics Division May 2010      General Manager, Electronics Division; Head of Eco-Eco Promotion Office June 2010      Executive Officer; General Manager, Electronics Division; Head of Eco-Eco Promotion Office June 2012      President June 2023      Chairman, CCO, CISO (to present) [Significant concurrent positions] None	29,400
		[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] Mr. Kazuhiro Seo had engaged in operations of the technology development department for power equipment of the Company. After assuming the post of Director, he has been serving as President of the Company since June 2012, and Chairman, CCO, and CISO since June 2023. As we deemed that he is qualified to be the leader of the vision for enhancing the Group's mid- and long-term corporate value with his extensive experience and knowledge as a corporate manager, we have nominated him as a candidate for Director.	
2	Hideki Inaba  August 4, 1964 (59 years old)  [Reappointment]	April 1987      Joined the Company June 2012      General Manager of Power Device Department, Electronics Division April 2016      General Manager of Control Department, Components Division April 2019      General Manager of Osaka Branch June 2019      Executive Officer; General Manager of Osaka Branch April 2021      Executive Officer; General Manager, Components Division June 2021      Director, Senior Executive Officer, General Manager, Components Division June 2022      Director, Managing Executive Officer, General Manager, Components Division June 2023      President, CEO (to present) [Significant concurrent positions] None	4,600
		[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] Mr. Hideki Inaba had accumulated experience centered in the semiconductor and precision mechanism departments since he joined the Company. After assuming the post of Director in June 2021, he has been serving as President and CEO since June 2023. As we deemed that he is qualified to strengthen the Group's mid- and long-term business foundation based on his track record of contributing to the development of the Company's business, we have nominated him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
3	Yoshio Sato February 19, 1966 (58 years old) [Reappointment]	<p>April 1989      Joined the Fuji Bank, Limited</p> <p>November 2013    General Manager, Ikebukuro-Nishiguchi Branch, Mizuho Bank, Ltd.</p> <p>April 2017      General Manager, Osaka Branch</p> <p>April 2020      General Manager for Global Talent Planning and Management Department</p> <p>June 2020      Joined the Company</p> <p>June 2020      Executive Officer; In charge of Accounting</p> <p>April 2021      Executive Officer; Head of Corporate Planning Headquarters</p> <p>June 2021      Director, Senior Executive Officer, CSO, Head of Corporate Planning Headquarters</p> <p>June 2023      Director, Senior Executive Officer; General Manager, Electronics Division (to present)</p> <p>[Significant concurrent positions] None</p>	3,000
<p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>Drawing on his extensive experience and knowledge in the financial institution, Mr. Yoshio Sato has led the management strategy department after serving in the accounting department, and has been serving as Director since June 2021. At present, he focuses on business development as General Manager of the Electronics Division, performing duties in both management control and business operations. As we deemed that he can continue contributing to the Company's sustainable growth and to enhancing corporate value, we have nominated him as a candidate for Director.</p>			
4	Yoshihiko Naito August 31, 1964 (59 years old) [Reappointment]	<p>April 1987      Joined the Company</p> <p>June 2012      Head of System Sales Department, Mechatronics Division</p> <p>August 2015      Head of System Production Management Department, Mechatronics Division</p> <p>June 2018      Executive Officer, General Manager, Mechatronics Division, Head of Sales Department</p> <p>June 2021      Senior Executive Officer, General Manager, Mechatronics Division, Quality Supervisor, Head of Management Department</p> <p>April 2022      Senior Executive Officer; General Manager, Mechatronics Division; Quality Supervisor, Mechatronics Division</p> <p>June 2022      Director and Senior Executive Officer; General Manager, Mechatronics Division; Quality Supervisor, Mechatronics Division; Head of Technical Head Office</p> <p>June 2023      Director and Senior Executive Officer, CTO; General Manager of R&amp;D Headquarters; Head of R&amp;D Planning Office; Head of Technical Head Office (to present)</p> <p>[Significant concurrent positions] None</p>	2,200
<p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>Mr. Yoshihiko Naito had been engaged in technological development for various products as an engineer for many years, and has contributed through the Mechatronics Division after gaining practical experience in sales and manufacturing management. He has been serving as Director since June 2022, and currently, as General Manager of R&amp;D Headquarters, he leads the Company's overall research &amp; development, and is also in charge of human resources and general affairs based on his multifaceted business experience. As we deemed that he can continue contributing to the Company's sustainable growth and to enhancing corporate value, we have nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
5	Tatsuko Koike November 21, 1957 (66 years old) [Reappointment] [Outside] [Independent]	<p>April 1980      Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)</p> <p>October 1981    Freelance announcer</p> <p>January 2011    Registered as an Attorney-at-law (Daini Tokyo Bar Association)</p> <p>January 2011    Joined Ginza Sogo Law Office (to present)</p> <p>July 2018        Substitute Outside Audit &amp; Supervisory Board Member, AZEARTH Corporation (to present)</p> <p>June 2019       Outside Director, the Company (to present)</p> <p>June 2021       Outside Director who is Audit and Supervisory Committee Member, MIURA CO., LTD. (to present)</p> <p>June 2022       Outside Audit &amp; Supervisory Board Member, Sumitomo Riko Company Limited (to present)</p> <p>[Significant concurrent positions] Attorney-at-law, Ginza Sogo Law Office Civil Arbitrator, Tokyo District Court Outside Director who is an Audit and Supervisory Committee Member, MIURA CO., LTD. Outside Audit &amp; Supervisory Board Member, Sumitomo Riko Company Limited</p>	1,200
<p>[Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member and expected role] Ms. Tatsuko Koike has considerable knowledge in legal affairs as an attorney-at-law, as well as experience and extensive insight cultivated as an announcer. As we deemed that she can utilize such expensive experience to provide supervision and advice on the execution of duties by the Company's Directors, we have renominated her as a candidate for Outside Director.</p>			

- (Notes)
1. There are no special interests between the candidates for Director and the Company.
  2. Ms. Tatsuko Koike is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
  3. At the conclusion of this Annual General Meeting, Ms. Tatsuko Koike will have served as Outside Director of the Company for five years.
  4. Ms. Tatsuko Koike is a candidate for Part-Time Director.
  5. The Company has entered into an agreement with Ms. Tatsuko Koike to limit her liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue the agreement with Ms. Tatsuko Koike regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations.
  6. The Company has registered Outside Director Ms. Tatsuko Koike as an Independent Director at the Tokyo Stock Exchange, Inc., which the Company is listed on. If this proposal is approved and resolved, the Company intends to continue to register her as an Independent Director.
  7. Outline of Directors and Officers Liability Insurance Agreement  
The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, that insures Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members. The Company plans to renew the agreement in November 2024.  
If the election of each candidate in this proposal is approved and resolved, they will be included in the insured.
    - (1) Outline of events subject to coverage  
The agreement will cover damages that may arise due to the insured officers assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.  
However, measures are taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who engaged in bribery or other criminal acts or intentionally committed illegal acts from the scope of compensation.
    - (2) Insurance premiums  
The insurance premiums are fully borne by the Company.

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

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 3 Directors who are Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has given its approval to the submission of this proposal.

The candidates are as follows:

No.	Name	Gender		Current positions at the Company
1	Kohei Miyauchi	Male	[Reappointment]	Director who is Full-Time Audit and Supervisory Committee Member
2	Ikuo Chiyonobe	Male	[Reappointment] [Outside] [Independent]	Director who is Audit and Supervisory Committee Member (Outside)
3	Hisashi Hirasawa	Male	[New appointment] [Outside] [Independent]	



No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions		Number of shares of the Company held
1	Kohei Miyauchi February 24, 1962 (62 years old) [Reappointment]	April 1985 April 2006 July 2009 July 2013 June 2014 June 2015 April 2019 June 2022 [Significant concurrent positions] None	Joined the Company Deputy General Manager, Nagoya Sales Office Head of Sales Department, Paint Division Deputy General Manager of Chemitronics Division, and General Manager of Nagoya Branch Executive Officer, Deputy General Manager of Chemitronics Division, and General Manager of Nagoya Branch Executive Officer, Deputy General Manager of Chemitronics Division, and President, Origin Eason Paint Co., Ltd. Executive Officer, General Manager of Nagoya Branch Director who is Full-Time Audit and Supervisory Committee Member (to present)	2,300
[Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member] Mr. Kohei Miyauchi has extensive experience in global corporate management and marketing from a wide range of business experience through his responsibilities as a manager of bases in Japan and overseas. As he has extensive experience and knowledge to conduct appropriate audits of decision-making in the Company's management and business operations, we have renominated him as a candidate for Director who is an Audit and Supervisory Committee Member.				
2	Ikuo Chiyonobe November 17, 1962 (61 years old) [Reappointment] [Outside] [Independent]	April 1985 August 2009 April 2013 April 2014 April 2015 March 2018 June 2021 June 2022 June 2022 [Significant concurrent positions] Outside Director, Chuo-Nittochi Group Co., Ltd. Outside Director, Chuo-Nittochi Co., Ltd. Outside Director, Joyo Total Service Co., Ltd.	Joined Nippon Fire & Marine Insurance Co., Ltd. Director, Executive Officer, General Manager, Office of Group CEO, Sompo 24 Insurance Company Limited Director, Executive Vice President, General Manager, Office of Group CEO, Sompo 24 Insurance Company Limited Director, Executive Vice President, General Manager, Office of Group CEO, General Manager, Human Capital/General Affairs Department, Sompo 24 Insurance Company Limited Executive Officer, General Manager, Mie Branch, Sompo Japan Nipponkoa Insurance Inc. President, Hilton Hotel Service Outside Director, Chuo-Nittochi Group Co., Ltd. (to present) Outside Director, Chuo-Nittochi Co., Ltd. (to present) Outside Director, Joyo Total Service Co., Ltd. (to present) Director who is Audit and Supervisory Committee Member, the Company (Outside) (to present)	800
[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member, and expected role] Mr. Ikuo Chiyonobe had made a lot of achievements at non-life insurance companies, and been active as a manager of corporate planning for many years. He also has a good record in the human resource and general affairs fields. Expecting him to be active at the Company while concurrently serving as an outside director at the other companies, we have renominated him as a candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
3	Hisashi Hirasawa November 10, 1958 (65 years old) [New appointment] [Outside] [Independent]	<p>April 1981      Joined Yasuda Life Insurance Company</p> <p>April 1991      General Manager, International Investment Division, Yasuda Life Insurance Company</p> <p>January 2004    Head of Corporate Sales Dept. No. 4, General Corporate Dept. No. 3, Meiji Yasuda General Insurance</p> <p>April 2007      Head of Fund Operations Department, Yasuda Enterprise Development Co., Ltd.</p> <p>June 2017      Representative Director and Senior Managing Executive Officer, Yasuda Enterprise Development Co., Ltd.</p> <p>September 2018 Deliberator, Securities Investment Department, Meiji Yasuda Life Insurance Company</p> <p>April 2019      Full-time Audit &amp; Supervisory Board Member, OKI Crosstech Co., Ltd.</p> <p>[Significant concurrent positions] None</p>	–
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member, and expected role] Mr. Hisashi Hirasawa has experienced operations of finance, funds, and securities investment, etc. at life insurance companies, and has extensive knowledge and reliable skills. As we deemed that he can utilize them in auditing and supervision of all aspects of the Company's management, we have newly nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).</p>			

(Notes) 1. There are no special interests between the candidates for Directors who are Audit and Supervisory Committee Members and the Company.

2. Mr. Ikuo Chiyonobe and Mr. Hisashi Hirasawa are candidates for Outside Director.

3. At the conclusion of this Annual General Meeting, Mr. Ikuo Chiyonobe will have served as Outside Director of the Company for two years.

4. The Company has entered into an agreement with Mr. Kohei Miyauchi and Mr. Ikuo Chiyonobe to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue the agreement with Mr. Kohei Miyauchi and Mr. Ikuo Chiyonobe regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations.

Furthermore, if the election of Mr. Hisashi Hirasawa is approved, the Company intends to enter into an agreement with the same contents as mentioned above, with him.

5. The Company has registered Outside Director Mr. Ikuo Chiyonobe as an Independent Director at the Tokyo Stock Exchange, which the Company is listed on. If this proposal is approved and resolved, the Company intends to continue to register him as an Independent Director.

Mr. Hisashi Hirasawa is a candidate for Independent Director as stipulated by the Tokyo Stock Exchange.

6. Outline of Directors and Officers Liability Insurance Agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, that insures Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members. The Company plans to renew the agreement in November 2024.

If the election of each candidate in this proposal is approved and resolved, they will be included in the insured.

(1) Outline of events subject to coverage

The agreement will cover damages that may arise due to the insured officers assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.

However, measures are taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who engaged in bribery or other criminal acts or intentionally committed illegal acts from the scope of compensation.

(2) Insurance premiums

The insurance premiums are fully borne by the Company.

(Reference)

Officers' structure and skill matrix in the case of approval of Proposal 2 and Proposal 3

If Proposal 2 and Proposal 3 are approved, composition of the Board of Directors and expertise of each officer will be stated below:

[Composition of the Board of Directors] Skill Matrix of Directors of the Company

Name	Position		Committee		General Management		Business skills and experience			Functional skills and experience		
			Audit	Nomination and Remuneration	General Management	Global	Sales/Marketing	R&D/Technology	Production/Quality management	Finance/Accounting/Tax affairs	Legal affairs/Compliance/Governance	Internal control/Audit
Kazuhiro Seo	Director			○	○			○	○	○	○	○
Hideki Inaba	Director			○	○		○		○	○	○	
Yoshio Sato	Director				○		○			○		○
Yoshihiko Naito	Director				○		○	○	○	○	○	
Tatsuko Koike	Director	Outside		○							○	○
Kohei Miyauchi	Audit & Supervisory Committee Member		○		○	○	○			○	○	○
Ikuo Chiyonobe	Audit & Supervisory Committee Member	Outside	○	○	○		○			○	○	○
Hisashi Hirasawa	Audit & Supervisory Committee Member	Outside	○	○	○	○	○			○	○	○

Note) The above table is not an exhaustive account of the knowledge and experience possessed by each candidate for Directors, but just indicates their primary skills.

**Proposal 4:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

In order to prepare for cases where the number of Audit and Supervisory Committee Members falls below that required by laws and regulations, the election of 1 substitute Director who is an Audit and Supervisory Committee Member is proposed.

The effect of this election may be rescinded by a resolution of the Board of Directors with the consent of the Audit and Supervisory Committee, only prior to the assumption of office.

The Audit and Supervisory Committee has given its approval to the submission of this proposal.

Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
Kengo Tsuji  February 4, 1979 (45 years old)  [Outside] [Independent]	December 2010 Registered as an Attorney-at-law (Daini Tokyo Bar Association) December 2010 Joined Ohe Tadashi & Yutaka Tanaka Legal Office March 2021 Attorney-at-law, Ohe/Tanaka/Oya Legal Office (to present) June 2023 Director, Community Bank Tokyokosei (to present) [Significant concurrent positions] Attorney-at-law, Ohe/Tanaka/Oya Legal Office; Director, Community Bank Tokyokosei	—
[Reason for nomination as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member, and expected role] Mr. Kengo Tsuji has expert knowledge and extensive practical experience as an attorney-at-law, in addition to serving as a director of a financial institution. As we deemed that he can be expected to conduct appropriate audits of the Company's management from an objective standpoint by utilizing his experience and legal knowledge accumulated through his achievements, we propose to elect him as a candidate for a substitute Outside Director who is an Audit and Supervisory Committee Member.		

(Notes) 1. There are no special interests between Mr. Kengo Tsuji and the Company.

2. Mr. Kengo Tsuji is a candidate for Substitute Outside Director. If his election is approved and resolved in the proposal and he takes office, the Company will register him as an Independent Director at the Tokyo Stock Exchange, Inc.

3. If Mr. Kengo Tsuji takes office as Outside Director, the Company will enter into an agreement limiting liability stipulated in Article 427, Paragraph 1 of the Companies Act with him.

Under this agreement, the maximum amount of liability is the amount stipulated by laws and regulations.

4. Outline of Directors and Officers Liability Insurance Agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, that insures Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members. The Company plans to renew the agreement in November 2024.

If the election of Mr. Kengo Tsuji in this proposal is approved and resolved, he will be included in the insured.

(1) Outline of events subject to coverage

The agreement will cover damages that may arise due to the insured officers assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.

However, measures are taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who engaged in bribery or other criminal acts or intentionally committed illegal acts from the scope of compensation.

(2) Insurance premiums

The insurance premiums are fully borne by the Company.