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Securities Code: 6882

June 4, 2024

To Our Shareholders:

3-1-56 Nishiawaji, Higashiyodogawa-ku, Osaka  
Sansha Electric Manufacturing Co., Ltd.  
President Hajimu Yoshimura

## Notice of the 90th Annual Meeting of Shareholders

We would like to thank you for your continued support.

You are hereby notified that the 90th Annual Meeting of Shareholders of the Company will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) electronically and posted them on the Company's website on the Internet, so please access the Company's website below and check the contents.

URL for Sansha Electric Manufacturing Co., Ltd Website: <https://www.sansha.co.jp/ir/meeting.html>

The information subject to electronic provision is published not only via the Company's Website mentioned above, but also via the Website of Tokyo Stock Exchange, Japan Exchange Group (JPX). Therefore, if necessary, please access the JPX's website (<https://www.jpx.co.jp/english/>), and search for the information concerning Sansha Electric Manufacturing Co., Ltd by inputting the Company's securities code 6882 into the window of the search engine titled "Listed Company Search," then click "Basic information," "Documents for public inspection/PR information," and "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting."

URL for information about Sansha Electric Manufacturing Co., Ltd on the JPX's Website:

<https://www2.jpx.co.jp/tseHpFront/StockSearch.do?callJorEFlg=1&method=&topSearchStr=6882>

If you do not attend the meeting, please exercise your voting rights in advance via the Internet or in writing. Please review the "Reference Document for the Annual Meeting of Shareholders" and exercise your voting rights no later than 5:10 p.m., on June 24 (Monday), 2024.

Sincerely yours,

### Details

1. Date and Time: Tuesday, June 25, 2024 at 10:00 a.m. (sign-in starts at 9:00 a.m.)
2. Place: 5-14-10 Nishinakajima Yodogawa-ku, Osaka  
New Osaka Hotel, 3th Floor, room "Yodo"
3. Agenda:  
Matters to be reported:
  1. The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Corporate Auditors for the 90th business period (April 1, 2023 to March 31, 2024)
  2. The non-consolidated financial statements for the 90th business period (April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Proposal 1: Partial Amendment to the Articles of Incorporation
- Proposal 2: Election of Seven (7) Directors
- Proposal 3: Election of Three (3) Audit & Supervisory Board Members
- Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

- 4 Other Matters to be Determined by the Board of Directors at the Convocation
- 1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of any of the proposals on the Voting Rights Exercise Form, we will assume that you have voted in favor of the proposals.
  - 2) If you exercise your voting rights twice, once via the Internet and once in writing (by mail), we will treat the Internet vote as the valid exercise of your voting rights. If you exercise your voting rights more than once via the Internet, we will treat the last vote as the valid exercise of your voting rights.
  - 3) If you wish to exercise your voting rights by proxy, one other shareholder with voting rights may attend the meeting as your proxy. Please note, however, that a document evidencing the proxy's power of representation must be submitted.
- ⊙ Shareholders who have made a request for delivery of the document will also receive a document stating the matters to be provided electronically, but such document will exclude the following matters in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company.
1. "Structure and Policy of Company" in the Business Report
  2. "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  3. "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in this document are a part of the subject documents on which the accounting auditor has prepared the accounting audit report and the statutory auditor has prepared the audit report.
- ⊙ In the event of any modification to the electronic provision measures, a notice will be posted on the aforementioned Company's Website (<https://www.sansha.co.jp/>) and on the JPX's Website (<https://www2.jpx.co.jp/>), both before and after the modification.

## Reference Document for the Annual Meeting of Shareholders

### Proposal 1: Partial Amendment to the Articles of Incorporation

#### 1. Reason for the proposal

In preparation for a shortage in the number of Audit & Supervisory Board Members stipulated in laws and ordinances, the Company will establish a new provision regarding Substitute Audit & Supervisory Board Members, stipulate the effective period of the resolution to elect a Substitute Audit & Supervisory Board Member, and clarify the term of office of a Substitute Audit & Supervisory Board Member when he/she assumes office as an Audit & Supervisory Board Member.

#### 2. Proposed revision

The proposed revision are as follows.

(The part underlined denotes the revision.)

The existing Articles of Incorporation	Proposed revision
<p>Election Article 27 (omission of the text)           (ii) (omission of the text)                   (New stipulation)</p> <p style="text-align: center;">(New stipulation)</p> <p>term of office Article 28 (omission of the text)           (ii) The term of office of an Audit &amp; Supervisory Board Member elected to fill a vacancy left by an Audit &amp; Supervisory Board Member who retires before the expiration of his/her term of office shall expire when the term of office of the retiring Audit &amp; Supervisory Board Member expires.</p>	<p>Election Article 27 (as it is now)           (ii) (as it is now)           (iii) <u>Pursuant to Article 329, Paragraph 3 of the Companies Act, the Company may elect a Substitute Audit &amp; Supervisory Board Member at a general meeting of shareholders in preparation for a shortage in the number of Audit &amp; Supervisory Board Members stipulated by law or these Articles of Incorporation.</u></p> <p>(iv) <u>The period during which the resolution for the election of a Substitute Audit &amp; Supervisory Board Member set forth in the preceding paragraph shall remain in effect shall be until the beginning of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within four (4) years after such resolution is adopted.</u></p> <p>term of office Article 28 (as it is now)           (ii) The term of office of an Audit &amp; Supervisory Board Member elected to fill a vacancy left by an Audit &amp; Supervisory Board Member who retires before the expiration of his/her term of office shall expire when the term of office of the retiring Audit &amp; Supervisory Board Member expires. <u>However, in the event that a Substitute Audit &amp; Supervisory Board Member elected pursuant to Paragraph 3 of the preceding Article assumes office as an Audit &amp; Supervisory Board Member, his/her term of office shall not exceed the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within 4 years after his/her election as a Substitute Audit &amp; Supervisory Board Member.</u></p>

Proposal 2: Election of Seven (7) Directors

The term of office of all six (6) Directors will expire at the conclusion of the Annual Meeting of Shareholders. The Company requests the election of Seven (7) Directors.

The candidates for Directors are determined at board meetings after receiving the report from the Nomination and Compensation Committee based on the criteria for appointment of Directors. Also, candidates for Outside Directors satisfy the “criteria for appointment of Outside Officers and for judgment of independence.”

The candidates for Directors are as follows.

Candidate No.	Name (gender)		Position and responsibility at the Company	Attendance at board meetings
1	Hajimu Yoshimura (male)	Reappointment	Representative Director, President Chairman of Board of Directors Member of the Nominating and Compensation Advisory Committee	100% (14/14 meetings)
2	Masaki Fujiwara (male)	Reappointment	Director and Executive Vice President General Manager of Corporate Strategy Member of the Nominating and Compensation Advisory Committee	100% (14/14 meetings)
3	Hiroshi Zumoto (male)	Reappointment	Director and Senior Managing Operating Officer Chief Operating Officer of Power Supply System Manufacturing business Executive General Manager, Power Supply System Manufacturing Division	100% (14/14 meetings)
4	Hajime Katsushima (male)	Reappointment	Director and Managing Operating Officer Chief Operating Officer of Semiconductor business Executive General Manager, Technology	100% (14/14 meetings)
5	Akira Uno (male)	Reappointment Independent Outside Director	Outside Director Chairman of the Nominating and Compensation Advisory Committee	86% (12/14 meetings)
6	Koichi Ina (male)	Reappointment Independent Outside Director	Outside Director Member of the Nominating and Compensation Advisory Committee	100% (14/14 meetings)
7	Eriko Nashioka (female)	New appointment Independent Outside Director	Outside Audit & Supervisory Board Members	100% (14/14 meetings)

- Notes: 1. There is no special conflict of interest between any of the candidates for Director and the Company.
2. Eriko Nashioka is currently an Outside Audit & Supervisory Board Members of the Company, and her term of office will expire at the conclusion of this General Meeting of Shareholders. She will have been in office as an Audit & Supervisory Board Members for four (4) years at the conclusion of this General Meeting of Shareholders.
3. The Company entered into the Directors liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act, in which all the Directors are the insured. If this proposal is approved as proposed and each candidate assumes the post of Director, each candidate will become the insured of the said contract. The said contract is to cover the insured Directors, etc. against damages that could arise from taking responsibilities regarding the performance of their duties or being asked for compensation regarding the pursuit of the said responsibilities. However, there are certain exemptions; for example, damages arising from an act that the insured conducts knowing it is in violation of laws and regulations are not covered. Premiums is borne by the Company. If the candidate assumes office as a director, he/she will be insured under such insurance policy and the policy will be renewed with the same terms during his/her term of office.

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
1	<div data-bbox="479 587 639 625" style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Reappointment</div> <p data-bbox="465 653 658 771">Hajimu Yoshimura (January 10, 1954; 70 years of age, male)</p>	<p data-bbox="703 400 1425 455">Apr. 1976    Joined Matsushita Electric Works, Ltd. (currently Panasonic Holdings Corporation)</p> <p data-bbox="703 463 1450 518">Jan. 2001    Vice President, U.S. Research Lab, Matsushita Electric Works, Ltd.</p> <p data-bbox="703 526 1418 581">Apr. 2007    Operating Officer and General Manager of Lighting Device Development Division, Matsushita Electric Works, Ltd.</p> <p data-bbox="703 589 1406 644">June 2007    President, SUNX Co., Ltd. (currently Panasonic Industrial Devices SUNX Co., Ltd.)</p> <p data-bbox="703 653 1306 688">June 2012    President, Panasonic Ecology Systems Co., Ltd.</p> <p data-bbox="703 696 1064 732">Aug. 2014    Advisor, the Company</p> <p data-bbox="703 740 1398 795">Jan. 2015    Vice President and Operating Officer in charge of overall management, the Company</p> <p data-bbox="703 803 1392 858">June 2015    Director, Vice President and Operating Officer, Planning Division, the Company</p> <p data-bbox="703 867 1450 921">June 2017    Representative Director, Vice President and Operating Officer, the Company</p> <p data-bbox="703 930 1437 965">Apr. 2018    Representative Director, President, the Company (incumbent)</p>	27,200 shares
<p data-bbox="452 971 958 998">[Reason for nomination as a candidate for Director ]</p> <p data-bbox="452 998 1605 1190">Hajimu Yoshimura has abundant experience and extensive knowledge he has gained as a management executive in the major Japanese electronics manufacturer. In addition, he has served as Vice President of an overseas affiliate of the Group and thus has broad-based knowledge of global corporate management. Furthermore, after he assumed the presidency of the Company , he adopted the vision, "Global Power Solution Partner," and has promoted a growth strategy and managerial reform to improve the corporate value. As we believe it appropriate to manage the Group under his leadership to ensure sustainable growth and further development of the Company, we nominate him as a candidate for Director.</p> <p data-bbox="452 1218 904 1245">Attendance at board meetings: 14/14 meetings</p> <p data-bbox="452 1245 1460 1273">Number of years in office of Director (at the conclusion of the Annual Meeting of Shareholders): 9 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
2	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Masaki Fujiwara (December 23, 1953; 70 years of age, male)	Apr. 1977    Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corporation) Jan. 2000    Director, Administration, Malaysia Matsushita Television Co., Ltd. Nov. 2004    Director, Technology and Accounting Center, Matsushita Electric Industrial Co., Ltd. Dec. 2006    Director, Accounting Center, Panasonic AVC Networks, Matsushita Electric Industrial Co., Ltd. May 2010    President, Panasonic Insurance Service Co., Ltd. Mar. 2014    Advisor, the Company June 2014    Director, Senior Managing Operating Officer, the Company General Manager of Administration, the Company Mar. 2018    Outside Audit & Supervisory Board Member, KUBOTA Corporation Apr. 2018    Director, Senior Managing Operating Officer, the Company General Manager of Corporate Strategy, the Company Apr. 2023    Director, Executive Vice President, the Company (incumbent) General Manager of Corporate Strategy, the Company (incumbent)	17,700 shares
<p>[Reason for nomination as a candidate for Director]  Masaki Fujiwara has abundant corporate management experience and extensive knowledge of administration he has gained as a management executive in the major Japanese electronics manufacturer. In addition, he has served as Director of an overseas affiliate of the Group and thus is equipped with global perspectives. Since assuming office as Director of the Company in June 2014, he has overseen the administrative and corporate strategy divisions of the Company and has served as Director, Executive Vice President since April 2023. As we believe he is capable of fully leveraging his abundant experience in the Group's future business development, we nominate him as a candidate for a Director.</p> <p>Attendance at board meetings: 14/14 meetings  Number of years in office of Director (at the conclusion of the Annual Meeting of Shareholders): 10 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
3	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Hiroshi Zumoto (April 18, 1959; 65 years of age, male)	Apr. 1982    Joined the Company May 2005    General Manager, Manufacturing Engineering Department , the Company Sep. 2011    Manager, Okayama Plant, the Company Apr. 2012    Operating Officer, the Company Executive General Manager, Semiconductor Manufacturing Division, the Company General Manager, Okayama Plant, the Company Apr. 2018    Managing Operating Officer, the Company Executive General Manager, Semiconductor Manufacturing Division, the Company Apr. 2020    Managing Operating Officer, the Company Chief Operating Officer of Semiconductor business, the Company Executive General Manager, Semiconductor Manufacturing Division, the Company June. 2021    Director, Managing Operating Officer, the Company Chief Operating Officer of Semiconductor business, the Company Executive General Manager, Semiconductor Manufacturing Division, the Company Apr. 2023    Director, Senior Managing Operating Officer, the Company (incumbent) Chief Operating Officer of Power Supply System Manufacturing business, the Company (incumbent) Executive General Manager, Power Supply System Manufacturing Division, the Company(incumbent)  (Significant concurrent positions) Chairman, SANREX LIMITED(HONG KONG) Chairman, SANSHA ELECTRIC MFG. (GUANGDONG) CO., LTD. (CHINA)	9,500 shares
<p>[Reason for nomination as a candidate for Director]</p> <p>Since joining the Company, Hiroshi Zumoto has been involved in improving productivity and strengthening the production system as a person in charge of production technology. After holding key positions in the semiconductor business from April 2012, he assumed the position of Director of the Company in June 2021. Since then, he has played an appropriate role in overseeing the semiconductor business with his high level of competence and expertise in the field, as well as supervising the Company's management. Since April 2023, he has been responsible for overseeing the Power Supply System Manufacturing business, and we have determined that he can fully demonstrate his wealth of experience in the future development of our business, and therefore we continue to nominate him as a candidate for Director.</p> <p>Attendance at board meetings: 14/14 meetings  Number of years in office of Director (at the conclusion of the Annual Meeting of Shareholders): 3 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
4	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Hajime Katsushima (January 29, 1959; 65 years of age, male)	Apr. 1981    Joined the Company Apr. 2009    General Manager, Research Department , the Company Apr. 2011    Operating Officer, the Company Executive General Manager, Engineering and Development Division, the Company Nov. 2016    Representative Director, President, Sansha Electric Eastern CO., LTD(currently Suwa Sansha Electric Co., Ltd) Apr. 2021    Managing Operating Officer, the Company Assistant Chief Operating Officer of Power Supply System Manufacturing business, the Company Executive General Manager, Power Supply System Manufacturing Division, the Company Apr. 2022    Managing Operating Officer, the Company Chief Operating Officer of Power Supply System Manufacturing business, the Company Executive General Manager, Power Supply System Manufacturing Division, the Company June 2022    Director, Managing Operating Officer, the Company Chief Operating Officer of Power Supply System Manufacturing business, the Company Executive General Manager, Power Supply System Manufacturing Division, the Company Apr. 2023    Director, Managing Operating Officer, the Company (incumbent) Chief Operating Officer of Semiconductor business, the Company (incumbent) Executive General Manager, Technology, the Company(incumbent)  (Significant concurrent positions) Chairman, SANSHA ELECTRIC MFG. (SHANGHAI ) CO., LTD. (CHINA)	13,000 shares
<p>[Reason for nomination as a candidate for Director]</p> <p>Since joining the Company, Hajime Katsushima has been involved in product development in the new energy field as a person in charge of R&amp;D. Since November 2016, he has been involved in the management of Group companies as the Representative Director and President. After serving as General Manager of the Power Supply System Manufacturing business, he was appointed Head of Semiconductor Business and General Manager of the Technology Division in April 2023. We have determined that it is necessary to utilize his wealth of experience and expertise in order to implement our growth strategy and to continuously improve the corporate value of our group in the future, and have therefore nominated him as a candidate for Director.</p> <p>Attendance at board meetings: 14/14 meetings  Number of years in office of Director (at the conclusion of the Annual Meeting of Shareholders): 2 years</p>			



Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
5	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Independent</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Outside Director</div> <p style="text-align: center;">Akira Uno (August 15, 1942; 81 years of age, male)</p>	<p>Apr. 1966    Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 1993    Director and Manager of Ningyocho Branch, The Sumitomo Bank, Limited</p> <p>Feb. 1996    Representative Executive Director, Sumitomo Credit Service Co., Ltd.</p> <p>June 2000    Representative Director and Vice President, Sumitomo Credit Service Co., Ltd.</p> <p>Apr. 2001    Representative Director and Vice President, Sumitomo Mitsui Card Company, Limited due to merger</p> <p>June 2003    Chairman and Operating Officer, SMBC Consulting Co., Ltd.</p> <p>Feb. 2006    Operating Officer, Japan Post Holdings Co., Ltd.</p> <p>Oct. 2007    Managing Officer, Japan Post Bank Co., Ltd.</p> <p>June 2009    Outside Director, HASHIMOTO SOGYO Ltd. (currently HASHIMOTO SOGYO HOLDINGS Ltd.) (incumbent)</p> <p>Aug. 2009    Special Advisor, the Company</p> <p>June 2014    Outside Director, the Company (incumbent)</p> <p>(Significant concurrent positions)</p> <p>Outside Director, HASHIMOTO SOGYO HOLDINGS Ltd</p> <p>Fellow ,School of Business at Graduate School of Economics, Kyoto University (Doctor of Economics)</p> <p>Senior Executive Fellow, DMG MORI Co., LTD.</p> <p>Special Assistant to the President, Kyoto University</p>	12,000 shares
<p>[Reason for appointment as a candidate for Outside Director] Akira Uno is the candidate for Outside Director. He has abundant experience and knowledge he has gained as a management executive of many companies. He provides recommendations and advice on the Group's growth strategy and managerial reform at its board meetings as Outside Director and the Chairman of the Nomination and Compensation Committee, and performs a decision-making function and supervisory function. As we believe he is qualified to supervise the management of the Company, we nominate him as a candidate for Outside Director.</p> <p>[Special conflict of interest, etc. between the Company and entities at which the candidate holds concurrent positions] There is no special relationship between the Company and HASHIMOTO SOGYO HOLDINGS Ltd., Kyoto University, and DMG MORI Co., LTD. at which Akira Uno holds concurrent positions.</p> <p>[Liability limitation agreement] In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with Akira Uno. The limit of liability for damages under the agreement is the amount specified in Article 425, Paragraph 1 of the Companies Act. The Company will continue said agreement if his reappointment is approved.</p> <p>[Notification as Independent Officer] Akira Uno had performed duties at Sumitomo Mitsui Banking Corporation (the Sumitomo Bank, Limited at the time he joined the bank), which is one of the correspondent banks of the Company, as well as affiliated companies of the bank, until February 2006. However, his transactions with the bank are based on general agreements, and it has been 18 years since he retired from the bank. Accordingly, the Company has determined that he has no potential conflict of interest with general shareholders and notified him as an Independent Officer to the Tokyo Stock Exchange. The Company will continue to appoint him as an Independent Officer if his reappointment is approved.</p> <p>Attendance at board meetings: 12/14 meetings Number of years in office of Outside Director (at the conclusion of the Annual Meeting of Shareholders): 10 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
6	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Independent</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Outside Director</div> <p>Koichi Ina (May 6, 1948; 76 years of age, male)</p>	<p>Apr. 1973    Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 2002    Director, Toyota Motor Co., Ltd.</p> <p>June 2007    Senior Managing Director, Toyota Motor Co., Ltd.</p> <p>June 2009    Advisor, Toyota Motor Co., Ltd. Director and Vice President, DAIHATSU MOTOR CO., LTD.</p> <p>June 2010    President, DAIHATSU MOTOR CO., LTD.</p> <p>June 2013    Chairman, DAIHATSU MOTOR CO., LTD.</p> <p>June 2015    Outside Director, KUBOTA Corporation</p> <p>June 2016    Senior Adviser, DAIHATSU MOTOR CO., LTD.</p> <p>June 2019    Outside Director, the Company (incumbent)</p> <p>(Significant concurrent positions) Chairman, Central Japan Industries Association</p>	30,100 shares
<p>[Reason for appointment as a candidate for Outside Director] Koichi Ina is the candidate for Outside Director. In the past, he served as President and Representative Director of DAIHATSU MOTOR CO., LTD. In April 2023, at that company, the Company discovered that there had been misconduct in the application for certification of side impact tests for vehicles developed by the company for overseas markets. Through this experience, he has deep insight and knowledge regarding risk management, strengthening compliance, and improving governance, and we expect him to provide advice to the Company. He has abundant experience and broad knowledge he has gained as an engineer. He provides recommendations and advice on the Group's growth strategy and managerial reform at its board meetings as Outside Director and Member of the Nomination and Compensation Committee, and performs the decision-making function and supervisory function. As we believe he is qualified to supervise the management of the Company, we nominate him as a candidate for Outside Director.</p> <p>[Special conflict of interest, etc. between the Company and entities at which the candidate holds concurrent positions] There is no special relationship between the Company and Central Japan Industries Association at which Koichi Ina has concurrent positions.</p> <p>[Liability limitation agreement] In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with Koichi Ina. The limit of liability for damages under the agreement is the amount specified in Article 425, Paragraph 1 of the Companies Act. The Company will continue said agreement if his reelection is approved.</p> <p>[Notification as Independent Officer] The Company has notified Koichi Ina as an Independent Executive Officer to the Tokyo Stock Exchange. The Company will continue to appoint him as an Independent Officer if his reappointment is approved.</p> <p>Attendance at board meetings: 14/14 meetings Number of years in office of Outside Director (at the conclusion of the Annual Meeting of Shareholders): 5 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
7	<div data-bbox="479 606 664 647" style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">New appointment</div> <div data-bbox="479 661 664 702" style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> <div data-bbox="479 716 664 757" style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside Director</div> <p data-bbox="479 771 664 894">Eriko Nashioka (February 13, 1967; 57 years of age, female)</p>	<p data-bbox="705 400 1460 455">Oct. 1991    Joined Ota Showa Audit Corporation (currently Ernst &amp; Young ShinNihon LLC)</p> <p data-bbox="705 469 1460 496">Apr. 1995    Registered as a Certified Public Accountant</p> <p data-bbox="705 510 1460 537">Apr. 2004    Director, Institute for Environmental Management Accounting</p> <p data-bbox="705 551 1460 578">July 2004    Director, Nashioka Accounting Office (incumbent)</p> <p data-bbox="705 592 1460 647">Apr. 2013    Representative Director, Institute for Environmental Management Accounting (incumbent)</p> <p data-bbox="705 661 1460 716">June 2020    Outside Audit &amp; Supervisory Board Members, the Company (incumbent)</p> <p data-bbox="705 729 1460 784">June 2022    Outside Director (Audit and Supervisory Committee Member), FUKUSHIMA GALILEI CO. LTD. (incumbent)</p> <p data-bbox="705 798 1460 853">June. 2022    Outside Audit &amp; Supervisory Board Members, OSAKA GAS CO.,LTD. (incumbent)</p> <p data-bbox="705 867 1460 921">(Significant concurrent positions)</p> <p data-bbox="705 921 1460 976">Outside Director (Audit and Supervisory Committee Members), FUKUSHIMA GALILEI CO. LTD.</p> <p data-bbox="705 976 1460 1031">Outside Audit &amp; Supervisory Board Members, OSAKA GAS CO.,LTD.</p> <p data-bbox="705 1031 1460 1086">Representative Director, Institute for Environmental Management Accounting</p> <p data-bbox="705 1086 1460 1114">Director, Nashioka Accounting Office</p> <p data-bbox="705 1114 1460 1141">Lecturer (Part-time), Faculty of Commerce, Doshisha University</p>	1,300 shares
<p data-bbox="479 1127 1615 1319">[Reason for nomination as a candidate for Outside Director] Eriko Nashioka is the candidate for Outside Director. She has extensive experience as a certified public accountant and a high level of expertise in finance and accounting. Furthermore, he has deep insight into sustainability, including environmental accounting, and can be expected to provide advice and recommendations on the Company's sustainability and environmental issues. In addition, She is nominated as a candidate for outside director because he is expected to contribute to strengthening the functions of the Board of Directors and participate in important decision-making based on his experience as an Outside Audit &amp; Supervisory Board Members of the Company for four years.</p> <p data-bbox="479 1361 1615 1484">[Special conflict of interest, etc. between the Company and entities at which the candidate holds concurrent positions] There is no special relationship between the Company and FUKUSHIMA GALILEI CO. LTD., OSAKA GAS CO.,LTD., Institute for Environmental Management Accounting, Nashioka Accounting Office, and Doshisha University at which Eriko Nashioka holds concurrent positions.</p> <p data-bbox="479 1511 1615 1662">[Liability limitation agreement] The Company has entered into an agreement with Eriko Nashioka, as an Outside Audit &amp; Supervisory Board Members , pursuant to Article 427, Paragraph 1 of the Companies Act, that her liability stipulated in Article 423, Paragraph 1 of the said Act shall be limited to the total of the amounts stipulated in each item of Article 425, Paragraph 1 of the said Act. The Company will continue said agreement if her election is approved.</p> <p data-bbox="479 1690 1615 1786">[Notification as Independent Officer] The Company has notified Eriko Nashioka as an Independent Executive Officer to the Tokyo Stock Exchange. The Company will continue to appoint him as an Independent Officer if her appointment is approved.</p> <p data-bbox="479 1813 1615 1841">Attendance at board meetings: 14/14 meetings</p>			

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

The term of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of the Annual Meeting of Shareholders. The Company requests the election of three (3) Audit & Supervisory Board Members.

With regard to this agenda item, the consent of the Board of Audit & Supervisory Board Members has been obtained.

The candidates for Audit & Supervisory Board Members are as follows.

Candidate No.	Name (gender)	Position at the Company	Attendance at board meetings	Attendance at board of corporate auditors meetings
1	Ichiro Kitano (male) Reappointment	Audit & Supervisory Board Member (full-time)	100% (14/14 meetings)	100% (13/13 meetings)
2	Kazuhiro Egawa (male) Reappointment Independent Outside Audit & Supervisory Board Members	Outside Audit & Supervisory Board Member	100% (14/14 meetings)	100% (13/13 meetings)
3	Maiko Ueda (female) New appointment Independent Outside Audit & Supervisory Board Members	—	—	—

- Note: 1. There is no special conflict of interest between any of the candidates for Audit & Supervisory Board Members and the Company.  
 2. The Company entered into the Audit & Supervisory Board Members liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act, in which all the Audit & Supervisory Board Members are the insured. If this proposal is approved as proposed and each candidate assumes the post of Audit & Supervisory Board Member, each candidate will become the insured of the said contract. The said contract is to cover the insured Audit & Supervisory Board Members, etc. against damages that could arise from taking responsibilities regarding the performance of their duties or being asked for compensation regarding the pursuit of the said responsibilities. However, there are certain exemptions; for example, damages arising from an act that the insured conducts knowing it is in violation of laws and regulations are not covered. Premiums is borne by the Company. If the candidate assumes office as an Audit & Supervisory Board Member, he/she will be insured under such insurance policy and the policy will be renewed with the same coverage during his/her term of office.

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
1	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Ichiro Kitano (July 21, 1959; 64 years of age, male)</p>	<p>Apr. 1982    Joined the Company</p> <p>Apr. 2009    General Manager, Design Department, the Company</p> <p>Apr. 2011    Manager, Shiga Plant, the Company</p> <p>Apr. 2014    Operating Officer, the Company Assistant Executive General Manager, Power Supply System Manufacturing, the Company</p> <p>June 2016    Audit &amp; Supervisory Board Members , the Company(full-time) (incumbent)</p> <p>(Significant concurrent positions)</p> <p>Audit &amp; Supervisory Board Members , Sansha Solution Service Co., Ltd. Audit &amp; Supervisory Board Members , Suwa Sansha Electric Co., Ltd</p>	5,400 shares
<p>[Reason for nomination as a candidate for Audit &amp; Supervisory Board Members]</p> <p>Ichiro Kitano has been engaged in power supply product designing and manufacturing operations at the Company over many years and has abundant business experience. since his appointment as a corporate Audit &amp; Supervisory Board Members of the Company in 2016, he has participated in important meetings as a full-time Audit &amp; Supervisory Board Members and has carried out management monitoring from an objective and independent perspective. Based on these accomplishments, we have determined that he is qualified and continue to nominate him as a candidate for the position of Audit &amp; Supervisory Board Members.</p> <p>Attendance at board meetings: 14/14 meetings Attendance at board of corporate auditors meetings: 13/13 meetings Number of years in office of Audit &amp; Supervisory Board Members (at the conclusion of the Annual Meeting of Shareholders):8 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
2	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Independent</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px; text-align: center;">Outside Audit &amp; Supervisory Board Member</div> <p>Kazuhiro Egawa (November 1, 1955; 68 years of age, male)</p>	<p>Apr. 1997 Registered as a practicing attorney with the Osaka Bar Association</p> <p>Apr. 1997 Joined Yoshiaki Takasawa Law Office</p> <p>Feb. 2000 Outside Corporate Auditor, Zojirushi Corporation</p> <p>Oct. 2000 Established Nakatsuka and Egawa Law Office</p> <p>Aug. 2003 Director, Eiwa Law Office (incumbent)</p> <p>Dec. 2006 Outside Corporate Auditor, SK-Electronics Co., LTD.</p> <p>Dec. 2019 Outside Director (Audit and Supervisory Committee Member), SK-Electronics Co., LTD.</p> <p>June 2020 Outside Audit &amp; Supervisory Board Members, the Company (incumbent)</p> <p>(Significant concurrent positions) Director, Eiwa Law Office</p>	400 shares
<p>[Reason for nomination as a candidate for Outside Audit &amp; Supervisory Board Members] Kazuhiro Egawa is the candidate for Outside Audit &amp; Supervisory Board Member. He has many years of experience as an attorney and deep insights as an expert in law. In addition, he was involved in corporate management as Outside Director at another company. Currently, as an Outside Audit &amp; Supervisory Board Member of the Company, he attends and advises the Nomination and Compensation Advisory Committee's deliberations on executive compensation as an observer. For these reasons, we have determined that he will be able to appropriately perform his duties as an outside corporate auditor and have nominated him as a candidate for the position of Outside Audit &amp; Supervisory Board Member.</p> <p>[Special conflict of interest, etc. between the Company and entities at which the candidate holds concurrent positions] There is no special relationship between the Company and Eiwa Law Office at which Kazuhiro Egawa holds concurrent positions.</p> <p>[Liability limitation agreement] In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with Kazuhiro Egawa. The limit of liability for damages under the agreement is the amount specified in Article 425, Paragraph 1 of the Companies Act. The Company will continue said agreement if his reelection is approved.</p> <p>[Notification as Independent Officer] The Company has notified Kazuhiro Egawa as an Independent Executive Officer to the Tokyo Stock Exchange. The Company will continue to appoint him as an Independent Officer if his reappointment is approved.</p> <p>Attendance at board meetings: 14/14 meetings Attendance at board of corporate auditors meetings: 13/13 meetings Number of years in office of Audit &amp; Supervisory Board Members (at the conclusion of the Annual Meeting of Shareholders): 4 years</p>			

Candidate No.	Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
3	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside Audit &amp; Supervisory Board Member</div> <p>Maiko Ueda (August 2, 1969; 54 years of age, female)</p>	<p>Apr. 1992    Joined Sharp Corporation</p> <p>Oct 1997    Joined Asahi Audit Corporation(currently KPMG AZSA LLC)</p> <p>July 2004    Director, Ueda Certified Public Accountant Office (incumbent)</p> <p>July 2007    Joined Seiyu Audit Corporation(Part-time) (incumbent)</p> <p>Mar 2010    Joined Daichi Audit Corporation(Part-time) (incumbent)</p> <p>June. 2023    Auditor, Kansai Industry Activation Council (incumbent)</p> <p>(Significant concurrent positions)</p> <p>Director, Ueda Certified Public Accountant Office</p> <p>Auditor, Kansai Industry Activation Council</p>	— shares
	<p>[Reason for nomination as a candidate for Outside Audit &amp; Supervisory Board Members]</p> <p>Maiko Ueda is the candidate for Outside Audit &amp; Supervisory Board Member. She has abundant experience and a high level of expertise in finance and accounting as a certified public accountant and is also a licensed tax accountant. Based on these reasons, we believe she is qualified to properly perform her duties of Outside Audit &amp; Supervisory Board Member and nominate her as a candidate for Outside Audit &amp; Supervisory Board Member.</p> <p>[Special conflict of interest, etc. between the Company and entities at which the candidate holds concurrent positions]</p> <p>There is no special relationship between the Company and Ueda Certified Public Accountant Office, Seiyu Audit Corporation, Daichi Audit Corporation, and Kansai Industry Activation Council at which Maiko Ueda holds concurrent positions.</p> <p>[Liability limitation agreement]</p> <p>If Maiko Ueda's election is approved, the Company will enter into an agreement with her to limit her liability as provided for by Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the said Law. The limit of liability for damages under the agreement is the amount specified in Article 425, Paragraph 1 of the Companies Act.</p> <p>[Notification as Independent Officer]</p> <p>If the election of Maiko Ueda as Outside Audit &amp; Supervisory Board Member is approved, the Company will register her with the Tokyo Stock Exchange as Independent Officer as set forth by the Tokyo Stock Exchange.</p>		

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

Substitute Audit & Supervisory Board Member in preparation for a shortage in the number of Audit & Supervisory Board Member stipulated in laws and regulations. The election of a Substitute Audit & Supervisory Board Member will be effective until the beginning of the ordinary general meeting of shareholders relating to the last fiscal year ending within four years after his/her election, provided that Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved.

With regard to this agenda item, the consent of the Board of Audit & Supervisory Board Members has been obtained.

The candidate for the Substitute Audit & Supervisory Board Member is as follows

Name (Date of birth & gender)	Brief profile, position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
New appointment	Apr. 1988 Practicing Lawyer Joined Tawara Law Office (incumbent)	
Independent	Sep. 1999 Committee member, Osaka Prefectural City Part-Time Employees Public Service Injury Compensation Recognition Committee (incumbent)	
Substitute Outside Audit & Supervisory Board Member	Sep. 2000 Supervisor, Incorporated educational institution Kobe Gakuin (incumbent)	4,600 shares
Yoichi Ogawa (June 13, 1960; 64 years of age, male)	Apr. 2004 Mediator, Osaka Summary Court (incumbent)	
	June 2009 Outside Audit & Supervisory Board Member, the Company	
[Reason for nomination as a candidate for Substitute Audit & Supervisory Board Members]		
Yoichi Ogaewa is the candidate for Substitute Outside Audit & Supervisory Board Member. He has a high degree of expertise and broad insight in corporate legal affairs, we hope that he will apply his experience to the overall management of the Company. we have selected him as a candidate for Substitute Outside Audit & Supervisory Board Members.		
Notes:		
<ol style="list-style-type: none"> <li>There is no special conflict of interest between candidates and the Company.</li> <li>Yoichi Ogawa is proposed for election as a substitute for Outside Audit &amp; Supervisory Board Member. Upon his appointment as an Outside Audit &amp; Supervisory Board Member, the Company will register her with the Tokyo Stock Exchange as Independent Officer as set forth by the Tokyo Stock Exchange.</li> <li>If Yoichi Ogawa's upon his appointment Substitute Audit &amp; Supervisory Board Member, the Company will enter into an agreement with her to limit her liability as provided for by Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the said Law. The limit of liability for damages under the agreement is the amount specified in Article 425, Paragraph 1 of the Companies Act.</li> <li>The Company entered into the Audit &amp; Supervisory Board Members liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act, in which all the Audit &amp; Supervisory Board Members are the insured. If this proposal is approved as proposed and each candidate assumes the post of Audit &amp; Supervisory Board Member, each candidate will become the insured of the said contract. The said contract is to cover the insured Audit &amp; Supervisory Board Members, etc. against damages that could arise from taking responsibilities regarding the performance of their duties or being asked for compensation regarding the pursuit of the said responsibilities. However, there are certain exemptions; for example, damages arising from an act that the insured conducts knowing it is in violation of laws and regulations are not covered. Premiums is borne by the Company. If the candidate assumes office as an Audit &amp; Supervisory Board Member, he will be insured under the relevant insurance policy and the policy will be renewed during his term of office.</li> </ol>		



<Reference>

## **I. Criteria for Appointment/Dismissal of Directors and Corporate Auditors**

[Appointment Criteria]

1. Such person has an excellent personality, knowledge and management sense, and is familiar with managerial issues.
2. Such person has a superior ability to make analysis and judgment objectively from a company-wide perspective.
3. Such person can state his/her opinion positively from a company-wide perspective.
4. Such person can secure time and effort required to properly perform his/her duties and responsibilities as Director/Corporate Auditor.
5. Such person satisfies statutory eligibility requirements for Director/Corporate Auditor.
6. As for a candidate for Outside Director/Outside Corporate Auditor, such person satisfies the Company's criteria for judgment of independence.
7. The appointment of such candidate for Director maintains the diversity of experience and expertise, has the Board of Directors exercise its function most efficiently and effectively, and brings a balance so that management is supervised throughout the Company.
8. The appointment of such candidate for Corporate Auditor brings a balance among knowledge, experience and expertise.  
At least one Corporate Auditor has considerable knowledge in finance and accounting.

[Dismissal Criteria]

1. Cases where a material fact in violation of laws, regulations or the Articles of Incorporation is found.
2. Cases where a significant deviation from the appointment criteria is found.
3. Cases where the corporate value is significantly damaged by a failure to perform duties.
4. Cases where an event occurs that makes appropriate execution of duties difficult.

## **II. Criteria for Appointment of Outside Officers and for Judgment of Independence of the Company**

[Criteria for Appointment of Outside Officers]

1. Such person has an excellent personality, high ethical standards and is physically and mentally fit.
2. Such person has a high level of expertise and abundant experience in areas such as business management, corporate management, legal affairs and accounting.
3. Such person can secure sufficient time to attend board meetings, etc. and is qualified to perform his/her duties.
4. Such person satisfies statutory eligibility requirements for Outside Officer.

[Criteria for Judgment of Independence]

Outside Officers to whom none of the following conditions applies can be "Independent Officers."

1. Person who performs or has performed duties of the Group
2. Person who performs duties of a major business partner of the Group (customer or supplier whose transaction amount exceeds 1% of the annual consolidated sales in the latest business period) or its parent company or important subsidiary
3. Person who performs duties of a financial institution which is essential to the Group's funding and cannot be replaced and on which the Group relies, or other major creditor or its parent company or important subsidiary
4. Consultant, accountant, tax accountant or lawyer who earns money or other assets over 10 million yen (average of the past three years) in a year from the Group other than director's remuneration
5. Member of the audit firm which performs an accounting audit of the Group or staff who has been directly engaged in audit of the Group
6. Person who performs duties of a major shareholder, a major shareholder organization or its group whose shareholding ratio is more than 10% in the Company's latest shareholder registry
7. Person who satisfied conditions 2 through 5 above in the past three years or a partner/relative within the second degree of kinship of a person listed in 1 through 6 above

### III. Composition of Officers [Management System (Planned) after the Approval of Agenda]

Name	Independence	Knowledge and experience particularly expected by the Company					
		Corporate management and Management strategy	Overseas business experience	Business strategy	R&D and Production	Finance, accounting	Legal affairs and Compliance
Director	Hajimu Yoshimura	●	●	●	●		
	Masaki Fujiwara	●	●	●		●	
	Hiroshi Zumoto	●		●	●		
	Hajime Katsushima	●		●	●		
	Akira Uno	●	●			●	
	Koichi Ina	●	●		●		
	Eriko Nashioka	●	●			●	
Audit & Supervisory Board Members	Ichiro Kitano		●	●	●		
	Kazuhiro Egawa	●	●				●
	Maiko Ueda	●				●	

		Reasons for selecting skills	Skill requirements
Overall management skills	Corporate management and Management strategy	Requires management experience and achievements in corporate management and the formulation and promotion of management strategies to realize the Group's growth strategy	Management experience as a representative director or officer in a company
	Overseas business experience	Requires overseas business management experience, and knowledge and experience of an overseas business environment to respond to global business development	Experience as a representative of overseas subsidiary, head of overseas business division, or executive officer
Business core skills	Business strategy	As the Company's business area is a niche and highly specialized market based on power electronics technology, this position requires a high level of knowledge in such area as well as experience in executing business strategies	Executive in charge of business division, head of division and person with equivalent experience as senior management
	R&D and Production	Requires knowledge and experience to develop safe, secure, and high-quality products and realize integrated production from design to production	Executive in charge of R&D and production division, head of division and person with equivalent experience as senior management
Functional core skills	Finance, accounting	Requires accurate financial reporting, efficient management of invested capital, and knowledge and experience to enhance shareholder returns	- Executive in charge of accounting and finance division, head of division, person with equivalent experience and person with experience in auditing firm, etc.
	Legal affairs and compliance	Requires knowledge and experience in legal affairs and compliance fields to ensure effective corporate governance and improve the effectiveness of the Board of Directors.	- Experience as executive in charge of legal affairs and compliance, head of division, and person with experience in a law firm, etc.