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Securities code: 6997

June 5, 2024

NOTICE OF THE 77th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are pleased to announce the 77th Ordinary General Meeting of Shareholders of Nippon Chemi-Con Corporation (the "Company"), which will be held as described hereunder.

The Company has adopted the electronic format in convening this General Meeting of Shareholders. The items subject to measures for electronic provision are available online at the "Notice of the 77th Ordinary General Meeting of Shareholders (June 27, 2024)" on the following website.

The Company's website:

https://www.chemi-con.co.jp/company/ir/event/meeting/(in Japanese)

In addition to this, the following website also provides the information online.

Website of the Tokyo Stock Exchange (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

Access the website above, search by entering the Company name or Code, choose "Basic Information" first and then "Documents for public inspection/PR information" to view the information.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or by writing. Please review the Reference Materials for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., June 26, 2024 (Wednesday).

Sincerely yours,

Norio Kamiyama, President
NIPPON CHEMI-CON CORPORATION
5-6-4, Osaki, Shinagawa-ku, Tokyo, Japan

MEETING AGENDA

1. Date and Time: 10:00 a.m., June 27 (Thursday), 2024 (Reception starts at 9:00 a.m.)

2. Venue: Training Room of the Company (5F), Miyako Gotanda Bldg.

5-6-4, Osaki, Shinagawa-ku, Tokyo, Japan

3. Agenda:

Items to be reported: 1. Business report, consolidated financial statements and non-

consolidated financial statements for the 77th fiscal term (April 1,

2023 to March 31, 2024)

2. Audit reports of consolidated financial statements by Accounting

Auditors and the Audit & Supervisory Board

Items to be proposed:

Proposal No. 1: Appropriation of surplus Proposal No. 2: Election of six (6) Directors

Proposal No. 3: Election of two (2) Audit & Supervisory Board Members

Proposal No. 4: Election of one (1) Substitute Audit & Supervisory Board Member

4. Instructions for Exercising Voting Rights:

- (1) To vote in writing, please indicate your approval or disapproval on the enclosed voting form and return the form to the Company by post to reach us by 5:30 p.m. on June 26, 2024 (Wednesday).
- (2) To vote via the Internet, please use the login ID and provisional password that are stated on the voting form on the website for exercising voting rights (https://evote.tr.mufg.jp/ (in Japanese)) and enter your approval or disapproval following the guidance on the screen, by 5:30 p.m. on June 26, 2024 (Wednesday).
- (3) If neither approval nor disapproval of each proposal is indicated on the voting form, we will consider you have indicated your approval of the proposal.
- (4) If you vote both by voting form and via the Internet, we will treat only the vote submitted via the Internet as valid.
- (5) If you vote more than once via the Internet, we will treat only the most recent vote as valid.

Notes:

- Attendees are requested to submit the voting form enclosed herewith to the reception desk when attending the meeting.
- 2. If there are any revisions to the matters subject to measures for electronic provision, the content of these revisions will be posted on the respective websites.

Introduction of the system for providing informational materials for the general meeting of shareholders in electronic format

Following the adoption of the electronic provision system under the amended Company Act, we decided to deliver information materials for the general meeting of shareholders in electronic format. As for this general meeting of shareholders, we are sending a paper copy of the materials to all the shareholders as we had done, regardless of whether they have made a request for delivery of such documents.

Reference Materials for General Meeting of Shareholders

Proposal and Reference Materials

Proposal No. 1: Appropriation of surplus

The Company would like to appropriate surplus as follows:

Matters regarding year-end dividend

Regarding the year-end dividend for the fiscal term ended March 31, 2024, the Company would like to pay a dividend on Class A shares according to the stipulations of the Articles of Incorporation as follows.

Other capital surplus is planned for use as the dividend source.

Regrettably, we would also like common shares to be without dividends.

- Type of dividend property
 Cash
- 2. Matters regarding allotment of dividend property to shareholders and the total amount thereof

¥14,426.20 per Class A share of the Company; ¥144,262,000 in total

3. Effective date of dividends of surplus

June 28, 2024

Proposal No. 2: Election of six (6) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. We propose to reduce the number of these Directors by two (2) in order to make the management structure more efficient and to elect six (6) Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Current Position and Responsibility in the Company	Rate of Attendance at Board of Directors Meetings
1	Norio Kamiyama (April 1, 1959)	Reappointment	President and Chief Executive Officer In charge of Internal Audit Dept.	21/21 (100%)
2	Osamu Ishii (July 3, 1959)	Reappointment	Director and Senior Managing Executive Officer, CFO and Officer in charge of Accounting Dept., Officer in charge of Corporate Strategy Dept. and Officer in charge of Digital Strategy Dept.	21/21 (100%)
3	Kenichi Konno (December 25, 1965)	Reappointment	Director and Senior Executive Officer, Division Manager of Business Management	16/16 (100%)
4	Suzuko Miyata (April 2, 1955)	Reappointment Outside Independent officer	Outside Director	21/21 (100%)
5	Hiroshi Yoshida (July 24, 1955)	Reappointment Outside Independent officer	Outside Director	16/16 (100%)
6	Takashi Komagata (May 6, 1976)	Reappointment Outside	Outside Director	5/5 (100%)

No.	Name (Date of Birth)	Brie	f Persor	nal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
1	Norio Kamiyama (April 1, 1959) Reappointment		2006 2009 2011 2012 2013 2014 2016 2018	Joined Nippon Chemi-Con Corp. Department Manager of Ceramic and Film Capacitor Engineering Dept. in Technical, R&D Headquarters Department Manager of Ceramic and Film Capacitor Engineering Dept. in Technical, R&D Headquarters and Department Manager of DLCAP Design Dept. in Supercapacitor Division Headquarters Deputy Division Manager of Quality Assurance Headquarters Division Manager of Quality Assurance Headquarters Division Manager in Quality Assurance, Quality Assurance Headquarters Director, CQO and Division Manager of Quality Assurance Headquarters Director, CTO and Division Manager of R&D Headquarters Senior Executive Officer, CTO and Division Manager of R&D Headquarters Senior Executive Officer, CTO and Division Manager of R&D Headquarters and Officer in charge of Solid Devices Business (Ceramic Capacitor, Varistor, Film Capacitor, Coil) in Product Business Management Director, Senior Executive Officer, CTO and Division Manager of R&D Headquarters and Officer in charge of Solid Devices Business (Ceramic Capacitor, Varistor, Film Capacitor, Coil) in Product Business Management President and Chief Executive Officer, in charge of Internal Audit Dept. (current)	Common shares: 3,500
				Chemi-Con (Deutschland) GmbH	

[Reasons for nomination as a candidate for Director]

Norio Kamiyama, who has been engaged in engineering, technical and quality assurance divisions for many years, is currently serving as the President. He has abundant experience and skill in business and corporate management of the Group as well as in research and development and quality management. Making use of such experience and skill, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.

[Rate of attendance at Board of Directors meetings in fiscal 2023]

21 out of 21 meetings (100%)

	Name	Brief	Number of						
No.	(Date of Birth)	Dilei	Company						
	(Date of Birtil)		Concurrent Positions						
		April	1984	Joined Nippon Chemi-Con Corp.					
		June	2009	Department Manager of Division Planning, Material Division Headquarters					
		April	2014	Department Manager of Accounting Dept., Planning Headquarters					
		June	2014	Executive Officer, Department Manager of Accounting Dept., Planning Headquarters					
		June	2016	Senior Executive Officer, Officer in charge of Target Costing Dept. and Accounting Dept. and Deputy Officer in charge of Corporate Strategy Dept.					
2	Osamu Ishii (July 3, 1959) Reappointment	June	2019	Senior Executive Officer, Officer in charge of Corporate IT Planning Dept. and Accounting Dept. and Deputy Officer in charge of Corporate Strategy Dept.	Common shares:				
		June	2020	Senior Executive Officer, Officer in charge of Accounting Dept. and Deputy Officer in charge of Corporate Strategy Dept.	0				
		June	2021	Director and Managing Executive Officer, CFO and Officer in charge of Accounting Dept. and Corporate Strategy Dept.					
		June	2023	Director and Senior Managing Executive Officer, CFO and Officer in charge of Accounting Dept. and Corporate Strategy Dept.					
		October	2023	Director and Senior Managing Executive Officer, CFO and Officer in charge of Accounting Dept., Corporate Strategy Dept. and Digital Strategy Dept. (current)					

[Reasons for nomination as a candidate for Director]

Osamu Ishii has worked at the accounting and material divisions, and is currently serving as a Director of the Company. He has abundant experience and skill and considerable knowledge concerning finance and accounting in the Group. Making use of such experience and skill, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters, supervision of execution of business, and financial strategies of the Group, and accordingly the Company requests his continued appointment as Director.

[Rate of attendance at Board of Directors meetings in fiscal 2023]

21 out of 21 meetings (100%)

No.	Name	Brief P	Number of Company		
110.	(Date of Birth)		Shares Owned		
		April 1	1984	Joined Nippon Chemi-Con Corp.	Shares 6 whea
		-	2011	Department Manager of Module Production Planning Department, Production Headquarters	
		June 2	2018	Executive Officer, Officer in charge of SMD Aluminum Electrolytic Capacitor Business in Product	
				Business Management	
		June 2019 June 2020		Senior Executive Officer, Division Manager of Product Business Management	
				Senior Executive Officer, Division Manager of Product Business Management, and President of	
	Kenichi Konno (December 25, 1965) Reappointment			Chemi-Con East Japan Corp.	Common
		June 2	2021	Senior Executive Officer of Nippon Chemi-Con	shares:
				Corp., Division Manager of Business Management, and President of Chemi-Con East Japan Corp.	400
		June 2	2023	Director and Senior Executive Officer of Nippon	
				Chemi-Con Corp., Division Manager of Business	
3				Management, and President of Chemi-Con East Japan	
				Corp. (current)	
		(Significant			
		President, C			
		Con Device Corporation			
		Director, Ta			
		Director, Cl			

[Reasons for nomination as a candidate for Director]

Kenichi Konno has been engaged in the production for a long time. He is currently serving as a Director of the Company and an Officer at subsidiaries of the Company. He has abundant experience and skill in the Group's business and product and production technology. Making use of such experience and skill, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters, supervision of business execution and strategy planning of the Group, and accordingly the Company requests his continued appointment as Director.

[Rate of attendance at Board of Directors meetings in fiscal 2023]

16 out of 16 meetings (100%)

No.	Name (Date of Birth)	Brie	f Persor	nal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company
4	Suzuko Miyata (April 2, 1955) Reappointment Outside Independent officer	April July June October June June June June June	1980 2007 2009 2010 2012 2014 2016 2017 2019	Joined TV TOKYO Corporation Deputy General Manager of News Department and General manager of Press Center General Manager of Compliance Management Department General Manager of Compliance Management Department, TV TOKYO Holdings Corporation Director in charge of Legal Affairs and Contracts Department, TV TOKYO Holdings Corporation and Director of TV TOKYO Holdings Corporation Managing Director in charge of Legal Affairs and Contracts, TV TOKYO Holdings Corporation Managing Director, Legal Affairs Strategy Manager, Chairperson of Risk Management Committee, Chief Information Security Officer, and Chief Personal Information Management Officer Senior Managing Director, Legal Affairs Strategy Manager, Chairperson of Risk Management Committee, Chief Information Security Officer, and Chief Personal Information Management Officer Special Expert Committee Member of Internal Audit Division, TV TOKYO Holdings Corporation, Auditor of TV TOKYO Production, Inc., and Auditor of TV TOKYO Music, Inc. Outside Director of Nippon Chemi-Con Corp. (current)	Common shares:

[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Suzuko Miyata has been engaged in the legal affairs and risk management division of TV TOKYO Holdings Corporation, and has abundant experience, skill and insight in such fields. With such experience, skill and insight, she is expected to be able to supervise the Company's management from an objective standpoint, and accordingly the Company requests her appointment as Outside Director. She is also expected to be able to use such experience, skill and insight to supervise corporate management and legal affairs and risk management in particular from an independent and objective standpoint. In addition, if she is elected, the Company plans for her to be involved from an objective and neutral standpoint as a member of the Nomination Advisory Committee and the Compensation Advisory Committee. She assumed office as Outside Director of the Company in June 2021. She will have been in this position for three years at the time when this General Meeting of Shareholders ends. [Rate of attendance at Board of Directors meetings in fiscal 2023]

21 out of 21 meetings (100%)

	Name	Brie	Number of					
No.		Dik	Company					
	(Date of Birth)		Concurrent Positions					
		April	1979	Joined Asahi Kasei Corp.				
		April	2012	Executive Officer of Asahi Kasei Chemicals Corp.				
		April	2014	Director and Senior Executive Officer				
		April	2016	Lead Executive Officer of Asahi Kasei Corp., and				
				President of Performance Polymers SBU				
		April	2017	Senior Executive Officer and President of Performance Polymers SBU				
	Hiroshi Yoshida (July 24, 1955) Reappointment Outside Independent officer	i Yoshida April 2018		Primary Executive Officer and President of Performance Polymers SBU				
		April	2019	Vice Presidential Executive Officer and Executive Officer of Materials, Oversight of ASAHI KASEI ADVANCE CORPORATION and Asahi Kasei	Common shares:			
		June	2019	Europe GmbH Director and Vice Presidential Executive Officer of Asahi Kasei Corp., and Executive Officer of Materials, Oversight of ASAHI KASEI ADVANCE CORPORATION and Asahi Kasei Europe GmbH				
		April	2022	Director of Asahi Kasei Corp.				
5		June	2022	Advisor (current)				
		June	2023	Outside Director of Nippon Chemi-Con Corp. (current)				

[Reasons for nomination as a candidate for Outside Director and overview of expected roles]
Hiroshi Yoshida has been involved in the management of materials at Asahi Kasei Corp., and has abundant experience, skill and insight in that field as well as in sales and marketing. With such experience, skill and insight, he is expected to be able to supervise the Company's management activities from an objective standpoint, and accordingly the Company requests his appointment as Outside Director. He is also expected to be able to use his experience, skill and insight gained from his career to supervise corporate management and sales and marketing in particular from an independent and objective standpoint. In addition, if he is elected, the Company plans for him to be involved from an objective and neutral standpoint as a member of the Nomination Advisory Committee and the Compensation Advisory Committee. He assumed office as Outside Director of the Company in June 2023. He will have been in this position for one year at the time when this General Meeting of Shareholders ends.

[Rate of attendance at Board of Directors meetings in fiscal 2023] 16 out of 16 meetings (100%)

No.	Name (Date of Birth)	Brief Person	Number of Company Shares Owned	
6	Takashi Komagata (May 6, 1976) Reappointment Outside	October 2006 February 2009 May 2011 January 2015 December 2019 September 2020 December 2023 (Significant concessions)	(currently Morgan Stanley MUFG Securities Co., Ltd.) Joined Marunouchi Capital Inc. Joined Japan Industrial Solutions Co., Ltd. Director Managing Director Member of the Board, Co-Head of Investment Division (current) External Director, MITSUBA Corporation (current) Outside Director of Nippon Chemi-Con Corp. (current)	Common shares:

[Reasons for nomination as a candidate for Outside Director and overview of expected roles]

Takashi Komagata has been involved in operations at major financial institutions and management of investment fund management companies, and has abundant experience, skill and insight in finance and corporate management. With such experience, skill and insight, he is expected to contribute to the Company's Board of Directors' appropriate decision-making and management supervision from a broad perspective, and accordingly the Company requests his appointment as Outside Director. He is also expected to be able to use his experience, skill and insight gained from his career to provide effective and appropriate management supervision, particularly with respect to corporate management. He assumed office as Outside Director of the Company in December 2023. He will have been in this position for six months at the time when this General Meeting of Shareholders ends.

[Rate of attendance at Board of Directors meetings in fiscal 2023] 5 out of 5 meetings (100%)

- Takashi Komagata concurrently serves as a Member of the Board of Japan Industrial Solutions Co., Ltd., and
 Japan Industrial Solutions III Investment Limited Partnership, of which Japan Industrial Solutions Co., Ltd. is an
 unlimited liability partner, has concluded an investment agreement with the Company regarding the issuance and
 underwriting etc. of Class A and Class B shares. There are no special interest relationships between any of the
 other candidates and the Company.
- On June 20, 2024, Takashi Komagata is scheduled to retire from his position as an External Director of MITSUBA Corporation. On June 26, 2024, he is scheduled to assume office as an Outside Director of Akebono Brake Industry Co., Ltd.
- 3. Suzuko Miyata, Hiroshi Yoshida, and Takashi Komagata are candidates for Outside Director.
- The Company has submitted a notice to Tokyo Stock Exchange, Inc. that Suzuko Miyata and Hiroshi Yoshida are independent officers.
- 5. The Company has made an agreement with Suzuko Miyata, Hiroshi Yoshida, and Takashi Komagata regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of their individual liability as Outside Director is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the elections of Suzuko Miyata, Hiroshi Yoshida, and Takashi Komagata are approved, the said agreement between them and the Company will continue to remain valid.
- 6. The Company plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy will cover the legal damages and

dispute costs incurred by the insured under the policy. The full amount of the insurance premiums for all the insureds is borne by the Company. If the election of each candidate is approved, the Company plans to include each of them as an insured under the policy and renew the said insurance policy with the above details when it is next renewed.

7. None of the candidates owns Class A shares or Class B shares in the Company.

Proposal No. 3: Election of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members, Shinichi Shibata and Fumio Morita, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect two (2) Audit & Supervisory Board Members.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

September 3, 1963 August 2020 Department Manager of Internal Audit Department (current) Shares	No.	Name (Date of Birth)		Number of Company Shares Owned			
Reasons for nomination as a candidate for Audit & Supervisory Board Member] Shunichi Horino has been engaged in the accounting and auditing divisions for a long time. He has abundant experience and considerable knowledge concerning finance and accounting in the Group. With that experience and insight with regard to finance and accounting, he is expected to be able to fulfill a proper audit, so the Company requests his appointment as an Audit & Supervisory Board Member. October 1981 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) March 1985 Registered as a Certified Public Accountant June 2013 Vice Chairman of The Japanese Institute of Certified Public Accountants Tokai Chapter July 2013 Director October 2014 Head of Ogawa CPA Office (current) New appointment Outside January 2018 Joined GYOSEI & CO. Independent officer June 2020 Outside Audit & Supervisory Board Member of AT-Group Co., Ltd. (current) June 2020 Outside Audit & Supervisory Board Member of AT-Group Co., Ltd. (current) (Significant concurrent positions)		(September 3, 1963)	_		Department Manager of Internal Audit Department	Common shares:	
Shunichi Horino has been engaged in the accounting and auditing divisions for a long time. He has abundant experience and considerable knowledge concerning finance and accounting in the Group. With that experience and insight with regard to finance and accounting, he is expected to be able to fulfill a proper audit, so the Company requests his appointment as an Audit & Supervisory Board Member. October 1981 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) March 1985 Registered as a Certified Public Accountant June 2013 Vice Chairman of The Japanese Institute of Certified Public Accountants Tokai Chapter July 2013 Director October 2014 Head of Ogawa CPA Office (current) New appointment Outside Independent officer Independent officer 2 New appointment June 2018 Joined GYOSEI & CO. October 2018 Partner June 2020 Outside Audit & Supervisory Board Member of AT-Group Co., Ltd. (current) (Significant concurrent positions)			on as a con	didata f	Car Audit & Supervisory Board Member	100	
Touche Tohmatsu LLC) March 1985 Registered as a Certified Public Accountant June 2013 Vice Chairman of The Japanese Institute of Certified Public Accountants Tokai Chapter July 2013 Director October 2014 Head of Ogawa CPA Office (current) June 2017 Outside Audit & Supervisory Board Member of Japan Tissue Engineering Co., Ltd. (current) January 2018 Joined GYOSEI & CO. October 2018 Partner June 2020 Outside Audit & Supervisory Board Member of AT- Group Co., Ltd. (current) (Significant concurrent positions)	1	Shunichi Horino has been engaged in the accounting and auditing divisions for a long time. experience and considerable knowledge concerning finance and accounting in the Group. W and insight with regard to finance and accounting, he is expected to be able to fulfill a prope					
Outside Audit & Supervisory Board Member of Japan Tissue	2	(April 3, 1958) New appointment Outside	March June July October June January October June (Signific	1985 2013 2014 2017 2018 2018 2020 ant conc	Touche Tohmatsu LLC) Registered as a Certified Public Accountant Vice Chairman of The Japanese Institute of Certified Public Accountants Tokai Chapter Director Head of Ogawa CPA Office (current) Outside Audit & Supervisory Board Member of Japan Tissue Engineering Co., Ltd. (current) Joined GYOSEI & CO. Partner Outside Audit & Supervisory Board Member of AT- Group Co., Ltd. (current) current positions) CPA Office	Common shares: 0	

[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member]

Although Kaoru Ogawa has no experience in company management, he has been active as a certified public accountant for many years and has served as Vice Chairman and Director of The Japanese Institute of Certified Public Accountants Tokai Chapter. We believe that he has considerable knowledge of finance and accounting, and has abundant experience and skills in auditing work, and that he will be able to audit the Company's management from an objective standpoint, and accordingly the Company requests his appointment as Outside Audit & Supervisory Board Member.

- 1. There are no special interest relationships between any of the candidates and the Company.
- On June 27, 2024, Kaoru Ogawa is scheduled to retire from his position as an Outside Audit & Supervisory Board Member of AT-Group Co., Ltd.
- 3. Kaoru Ogawa is a candidate for Outside Audit & Supervisory Board Member.

- 4. Kaoru Ogawa satisfies the requirements for an independent officer, and the Company will submit a notification to the Tokyo Stock Exchange, Inc. that he is an independent officer.
- 5. If the election of Kaoru Ogawa is approved, the Company will enter into an agreement with him regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of his individual liability as Outside Audit & Supervisory Board Member under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act.
- 6. The Company plans to enter into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy will cover the legal damages and dispute costs incurred by the insured under the policy. The full amount of the insurance premiums for all the insureds is borne by the Company. If the elections of Shunichi Horino and Kaoru Ogawa are approved, the Company plans to include them as insureds under the policy and renew the said insurance policy with the above details when it is next renewed.
- 7. NETZ TOYOTA AICHI CO., LTD., a subsidiary of AT-Group Co., Ltd. (pure holding company), where Kaoru Ogawa serves as an Outside Audit & Supervisory Board Member, was discovered to have violated the Road Transport Vehicle Act with regard to the continuous inspection of vehicles between December 22, 2018 and January 13, 2021, and on March 30, 2021, received an administrative disposition pursuant to this Act from the Chubu District Transport Bureau of the Ministry of Land, Infrastructure, Transport and Tourism. Kaoru Ogawa, as the Outside Audit & Supervisory Board Member of the pure holding company, has regularly interviewed full-time Audit & Supervisory Board Members regarding the status of audits of subsidiaries with respect to legal compliance, in addition to the status of implementation of internal audits by the person in charge of the internal audit division, and exchanged opinions on how to strengthen governance. After the occurrence of the violation, the President of the subsidiary explained the details of the misconduct, its cause, and measures to prevent recurrence, and the person in charge of the internal audit division explained the results of the investigation to determine whether similar incidents had occurred at other subsidiaries. Furthermore, thereafter, they inspected the training facility established in order to educate employees to prevent misconduct and explained the status of employee education. As a result of these hearings, he exchanged opinions with the Audit & Supervisory Board as to whether the Group as a whole had taken sufficient action.
- 8. None of the candidates owns Class A shares or Class B shares in the Company.

Proposal No. 4: Election of one (1) Substitute Audit & Supervisory Board Member To avoid a situation where the number of Audit & Supervisory Board Members falls below the minimum number provided by laws and regulations, we propose that one (1) Substitute Audit & Supervisory Board Member be elected in advance.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

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

Name	Number of							
(Date of Birth)	В	Brief Personal Profile and Significant Concurrent Positions						
(Date of Birth)				Shares Owned				
	April	1992	Joined Chuo Trust & Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)					
	October	1999	Joined Asahi & Co. (currently KPMG AZSA LLC)					
	March	2003	Registered as a Certified Public Accountant					
	February	2007	Joined Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)					
			Representative of Nakano Tomomi Certified Public Accountant and Tax Accountant Office (current)	Common shares:				
			Outside Audit & Supervisory Board Member of The Yachiyo Bank, Limited					
Tomomi Nakano	May	2018	Outside Audit & Supervisory Board Member of					
August 17, 1969			Kiraboshi Bank, Ltd.					
	November 2021 Outside Director (Audit and Supervisory Committee							
Outside			member) of UNIDEN HOLDINGS CORPORATION					
Independent officer			current position)					
			f Nakano Tomomi Certified Public Accountant and Tax					
	Accounta			· D 1				
	_	tor nom	nination as a candidate for Substitute Outside Audit & Super	visory Board				
	Member]							
	_		ni Nakano has no experience in company management, she h					
	as a certified public accountant for many years and also has experience as an Outside							
	Director. We believe that she has considerable knowledge of finance and accounting, and has							
	abundant	abundant experience and skills in auditing work, and that she will be able to audit the						
	Company	's mana	gement from an objective standpoint, and accordingly the C	ompany				
	requests h	er appo	intment as a substitute Outside Audit & Supervisory Board I	Member.				

- 1. There is no special interest relationship between the candidate and the Company.
- Tomomi Nakano is scheduled to assume office as Outside Director (Audit and Supervisory Committee member)
 of Nihon Chozai Co., Ltd. on June 25, 2024 and as Outside Director (Audit and Supervisory Committee Member)
 of Mebuki Financial Group, Inc. on June 26, 2024.
- 3. Tomomi Nakano is a candidate for Substitute Outside Audit & Supervisory Board Member.
- 4. Tomomi Nakano satisfies the requirements for an independent officer, and if she assumes the office of Audit & Supervisory Board Member, the Company will submit a notification to the Tokyo Stock Exchange, Inc. that she is an independent officer.
- 5. If Tomomi Nakano assumes the office of Audit & Supervisory Board Member, the Company will enter into an agreement with her regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of her individual liability as Audit & Supervisory Board Member under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act.
- 6. The Company plans to enter into a directors and officers liability insurance policy as provided for in Article 430-

- 3, Paragraph 1 of the Companies Act with an insurance company. The policy will cover the legal damages and dispute costs incurred by the insured under the policy. The full amount of the insurance premiums for all the insureds is borne by the Company. If Tomomi Nakano assumes office as an Outside Audit & Supervisory Board Member, the Company plans to include her as an insured under the policy and renew the said insurance policy with the above details when it is next renewed.
- 7. The candidate does not own Class A shares or Class B shares in the Company.

(Reference) If Proposal No. 2 and Proposal No. 3 are passed as originally proposed, the Company's officers will consist of the following members.

	of the fon	lowing mem	ocis.			Skills and Experience					
Name	Attributes	Position in the Company	Age	Gender	Years in office	Corporate Manage- ment	R&D/Prod uction/Qu ality		Legal Affairs/ Sustain- ability	Finance/ Account- ing	Inter- national Experience
Norio Kamiyama		President (Chief Executive Officer)	65	Male	8	0	0				
Osamu Ishii		Director (Senior Managing Executive Officer)	64	Male	3	0				0	0
Kenichi Konno		Director (Senior Executive Officer)	58	Male	1	0	0				
Suzuko Miyata	Outside Inde- pendent officer	Director	69	Female	3	0			0		
Hiroshi Yoshida	Outside Inde- pendent officer	Director	68	Male	1	0		0			
Takashi Komagata	Outside	Director	48	Male	0.5	0				0	
Kazuto Miura		Full-time Audit & Supervisory Board Member	65	Male	3	0	0				0
Shunichi Horino		Full-time Audit & Supervisory Board Member	60	Male	1					0	0
Masaaki Doi	Outside Inde- pendent officer	Audit & Supervisory Board Member	63	Male	2					0	
Kaoru Ogawa	Outside Inde- pendent officer	Audit & Supervisory Board Member	66	Male	-					0	

- The Board of Directors will determine the appointments for the Representative Director and the Executive Officers
 at the Board of Directors meeting to be held after this General Meeting of Shareholders. The Audit & Supervisory
 Board will determine the appointments for the Full-time Audit & Supervisory Board Members at the Audit &
 Supervisory Board meeting to be held after that Board of Directors meeting.
- 2. The skills and experience listed in the above table do not represent all the skills and experience possessed by the Directors and Audit & Supervisory Board Members.