

To Our Shareholders with Voting Rights

Toshihiko Suzuki
Representative Director and President
AIDA ENGINEERING, LTD.
2-10 Ohyama-cho, Midori-ku, Sagamihara,
Kanagawa 252-5181, Japan

Notice of the 90th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to take this opportunity to express our sincere appreciation for your support.

Please be informed that the 90th Ordinary General Meeting of Shareholders of AIDA ENGINEERING, LTD. (hereinafter, the “Company”) to be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to the measures for electronic provision). Please review the matters subject to the measures for electronic provision, which are posted on the following website on the Internet.

The Company’s website: <https://www.aida.co.jp/en/ir/event/index.html#anc03>

In addition to the website above, matters subject to the measures for electronic provision are posted on the Tokyo Stock Exchange (TSE)’s website. Please access the TSE website (Listed Company Search) below, enter and search for “AIDA ENGINEERING” in the “Issue name (company name)” field or “6118,” the securities code of the Company in the “Code” field, select “Basic information” and “Documents for public inspection/PR information,” in that order to peruse the available information.

TSE’s website (Listed Company Search)

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

In the event that you do not attend the meeting in person on the day, you can exercise your voting rights via the Internet or by postal mail. Please review the Reference Documents for the General Meeting of Shareholders provided in the matters subject to the measures for electronic provision, and exercise your voting rights by no later than 5:30 p.m., Tuesday, June 24, 2025.

1. Date/Time: 10:30 a.m., Wednesday, June 25, 2025
2. Place: The conference room of the Company
2-10 Ohyama-cho, Midori-ku, Sagamihara, Kanagawa, Japan
3. Meeting Agenda:
Matters to be reported:
 1. Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 90th Fiscal Year (from April 1, 2024 to March 31, 2025)
 2. Audit Reports of the Accounting Auditors and the Board of Statutory Auditors on the Consolidated Financial Statements for the 90th Fiscal Year (from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

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| Proposal 1 | Appropriation of Retained Earnings |
| Proposal 2 | Election of Eight (8) Directors |
| Proposal 3 | Election of One (1) Statutory Auditor |
| Proposal 4 | Re-establishment of Framework for Stock Compensation for Directors |

4. Other Matters Regarding the Notice of the General Meeting of Shareholders

- (1) In accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, among the matters subject to the measures for electronic provision, the following items are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Statutory Auditors and the Accounting Auditors have audited the target documents for auditing, including the following items.
 - "Matters Related to the Company's Stock Acquisition Rights" and "Corporate Systems and Policies" in the Business Report
 - "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Non-Consolidated Statements of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
- (2) If you exercise your voting rights both via the Internet and by postal mail, we will only accept the exercise of your voting rights via the Internet as valid. If you exercise your voting rights more than once via the Internet, we will only accept the most recent exercise of your voting rights as valid.
- (3) If you make no indication whether you are voting for or against the proposals on the returned voting form, you shall be deemed to have voted FOR the proposals.
- (4) The exercise of voting rights by proxy is limited to exercise by delegating said rights to another shareholder with voting rights. If you do so, please note that you are requested to submit a document evidencing the authority of proxy (a power of attorney and your voting form to be used by the proxy to exercise your voting rights) in addition to the voting form of the shareholder to attend as proxy at the reception of the venue.
- (5) Notice of resolutions made by this General Meeting of Shareholders shall be posted on the Company's website. Thank you for your understanding.

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- ⊙ If attending the meeting on the day, please submit the enclosed voting form at the reception desk upon your arrival.
- ⊙ If revisions to the matters subject to the measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and TSE's website on the Internet, which are mentioned in the previous page.

Reference Documents for the General Meeting of Shareholders

Proposals and references

Proposal 1-Appropriation of Retained Earnings

Our basic policy regarding shareholder return is that, based on our management policy of growing together with our stakeholders, we will maintain the stability of our managerial and financial foundations, undertake strategic investments for sustainable growth, and provide stable shareholder returns in a well-balanced manner and that we also aim to achieve an “optimal level of equity capital” and an “optimal balance sheet” that reflect our cost of capital. In addition, our policy regarding dividend is to maintain DOE (dividend on equity) of 3% or higher* with a focus on stable dividend payment.

*Based on the equity capital excluding foreign currency translation adjustments.

The Company will pay an ordinary dividend of ¥37 per share (the consolidated dividend payout ratio: 41.8%) to maintain stable dividend.

Matters relating to year-end dividends

- (1) Category of dividend property
Cash
- (2) Matters relating to the allocation of dividend property and the total amount of such allocation
¥37 per share of the Company's common stock
Total payment: ¥2,289,822,996
- (3) Effective date of dividend of retained earnings
June 26, 2025

Proposal 2-Election of Eight (8) Directors

The terms of office of all eight (8) Directors (of which, four (4) are Outside Directors) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

[Reference]

If this Proposal is approved in its current form, the composition of the Board of Directors will be as follows:



The candidates for Directors are listed below.

No.	Name	Gender	Current positions and duties at the Company	Candidate attribute	Attendance at Board of Directors' meetings (90th fiscal year)
1	Kimikazu Aida	Male	Representative Director and Chairman	Candidate for re-election	11 of 14 (79%)
2	Toshihiko Suzuki	Male	Representative Director and President Chief Executive Officer (CEO) Division Manager, Research & Development Headquarters	Candidate for re-election	14 of 14 (100%)
3	Hiromitsu Ugawa	Male	Director, Managing Executive Officer Division Manager, General Administration Headquarters	Candidate for re-election	14 of 14 (100%)
4	Junichi Yonaiyama	Male	Executive Officer	New candidate	—
5	Hirofumi Gomi	Male	Director	Candidate for re-election Outside Director Independent Director	14 of 14 (100%)
6	Mikio Mochizuki	Male	Director	Candidate for re-election Outside Director Independent Director	14 of 14 (100%)
7	Isao Iguchi	Male	Director	Candidate for re-election Outside Director Independent Director	14 of 14 (100%)
8	Kiyoe Kado (Name on the family register: Kiyoe Takeda)	Female	Director	Candidate for re-election Outside Director Independent Director	14 of 14 (100%)

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions	Number of the Company's shares held
1	<p>Kimikazu Aida (December 13, 1951)</p> <p>[Candidate for re-election]</p> <p>Board of Directors' meeting attendance during the fiscal year ended March 31, 2025 - 79% (11 out of 14 meetings)</p>	<p>December 1976 Joined AIDA ENGINEERING, LTD.</p> <p>June 1982 Director</p> <p>September 1989 Representative Director (current position)</p> <p>April 1992 President</p> <p>April 2001 Chief Executive Officer (CEO)</p> <p>October 2011 Division Manager, Research & Development Headquarters</p> <p>June 2018 Chairman (current position)</p> <p><Concurrent holding of important positions></p> <p>Chairman, AIDA AMERICA CORP.</p>	1,448,920
	<p><Reasons for electing the candidate for Director></p> <p>Kimikazu Aida has led the Company's global strategies and development of new products for 35 years since he assumed office of Representative Director in 1989, and has been contributing to the Company's business expansion and development up to the present time. He has abundant experience, broad knowledge, and leadership as a manager, and he has assumed responsibility for the management of the Group as Representative Director and Chairman from April 2023. Based on the above, we judge that he is the right person for realization of sustainable improvement of corporate value, and request his re-election as Director.</p>		

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions		Number of the Company's shares held
2	<p>Toshihiko Suzuki (August 28, 1961)</p> <p>[Candidate for re-election]</p> <p>Board of Directors' meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)</p>	<p>December 2011 Joined AIDA ENGINEERING, LTD.</p> <p>June 2014 Operating Officer</p> <p>May 2015 Division Manager, Engineering Headquarters</p> <p>June 2015 Director</p> <p>June 2017 Managing Executive Officer Division Manager, Sales Headquarters</p> <p>June 2018 Senior Managing Executive Officer</p> <p>October 2018 Division Manager, Sales & Customer Service Headquarters</p> <p>April 2020 Representative Director (current position) Executive Vice President Chief Operating Officer (COO) Division Manager, Sales Headquarters</p> <p>April 2021 Division Manager, Production Headquarters</p> <p>June 2022 Division Manager, Research & Development Headquarters (current position)</p> <p>April 2023 President (current position) Chief Executive Officer (CEO) (current position)</p> <p><Concurrent holding of important positions> Chairman, REJ Co., Ltd. Vice Chairman, AIDA AMERICA CORP.</p>		16,281
	<p><Reasons for electing the candidate for Director> Toshihiko Suzuki has been engaged mainly in the engineering division with a high level of expertise in control technology. He has also been engaged in the development, sales, customer service and manufacturing divisions, and has gained abundant experience and broad knowledge, including working overseas, in addition to familiarity with the entire business of the Company. Since assuming office as Representative Director and President in April 2023, he has demonstrated his capacities for strength in leadership by driving the current medium-term management plan and has assumed responsibility for the management of the Group. Based on the above, we judge that he is the right person for steady achievement of the medium-term management plan and realization of sustainable improvement of corporate value, and request his re-election as Director.</p>			

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions		Number of the Company's shares held
3	<p>Hiromitsu Ugawa (December 13, 1961)</p> <p>[Candidate for re-election]</p> <p>Board of Directors' meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)</p>	<p>April 1984</p> <p>February 2012</p> <p>April 2014</p> <p>March 2015</p> <p>June 2016</p> <p>June 2018</p> <p>June 2020</p> <p>June 2022</p> <p><Concurrent holdings of important positions> Chairman, AIDA S.r.l.</p>	<p>Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>General Manager, Agent Business Office, Investment Business Administration Department, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Joined AIDA ENGINEERING, LTD. General Manager, Finance & Accounting Department, General Administration Headquarters</p> <p>Deputy Division Manager, General Administration Headquarters</p> <p>Operating Officer Division Manager, General Administration Headquarters (current position)</p> <p>Managing Executive Officer</p> <p>Director (current position) Operating Officer</p> <p>Managing Executive Officer (current position)</p>	11,700
<p><Reasons for electing the candidate for Director></p> <p>In addition to finance and accounting, Hiromitsu Ugawa has participated in overall administrative work including corporate planning, IR, general affairs, human resources, cost management, and system and has also been in charge of corporate acquisition, capital policy, and others, since joining the Company in 2014, and currently supervises the administration division as Managing Executive Officer and Division Manager, General Administration Headquarters and oversees the sales division. In addition, he has extensive knowledge on finance and financial matters gained through his long years of service at financial institutions as well as abundant experience on overseas business, investment banking business, and risk management, and we judge that he is the right person for realization of sustainable improvement of corporate value. Based on the above, we request his re-election as Director.</p>				

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions		Number of the Company’s shares held
4	Junichi Yonaiyama (February 23, 1964) [New candidate]	April 1986	Joined Tokyo SANYO Electric Co., Ltd. (currently Panasonic Corporation)	2,505
	September 1992	Joined FAG Japan Co., Ltd. (currently Schaeffler Japan Co., Ltd.)		
February 1996	Joined AIDA ENGINEERING, LTD.			
March 2015	Deputy Division Manager, Sales Headquarters			
April 2020	President, AIDA S.r.l. (current position)			
July 2022	Managing Director, AIDA Germany GmbH (current position)			
June 2023	Operating Officer			
July 2024	Executive Officer (current position)			
<Concurrent holdings of important positions> President, AIDA S.r.l.				
<Reasons for electing the candidate for Director> In addition to assisting the supervision of sales in the Sales Headquarters, Junichi Yonaiyama has been engaged in overseas businesses such as promotion for various regions mainly from our Asia and European bases. He currently assumes responsibility for the management of our business in Europe as Executive Officer and President of our regional headquarter for Europe (AIDA S.r.l.), based in Europe. He has gained abundant experience including working overseas and has a solid track record in managing a European base covering all functions including sales, customer service, design, manufacturing, and administration. We, therefore, judge that he is the right person to help realize the sustainable improvement of corporate value. Based on the above, we request his new election as Director.				

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions		Number of the Company's shares held
5	<p>Hirofumi Gomi (May 13, 1949)</p> <p>[Candidate for re-election] [Outside Director] [Independent Director]</p> <p>Board of Directors' meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)</p>	<p>April 1972 Joined the Ministry of Finance</p> <p>July 1996 Director of the Research Division, Banking Bureau, Ministry of Finance</p> <p>June 1998 Director-General, Inspection Department, Financial Supervisory Agency (currently Financial Services Agency)</p> <p>July 2000 Secretary-General, Executive Bureau, Securities and Exchange Surveillance Commission, Financial Services Agency</p> <p>July 2001 Director-General, Inspection Bureau, Financial Services Agency</p> <p>July 2002 Director-General, Supervisory Bureau, Financial Services Agency</p> <p>July 2004 Commissioner, Financial Services Agency</p> <p>July 2007 Retired from Financial Services Agency</p> <p>November 2009 Visiting Professor, Aoyama Gakuin University (current position)</p> <p>January 2014 Advisor, NISHIMURA & ASAHI</p> <p>February 2015 Senior Advisor, THE BOSTON CONSULTING GROUP</p> <p>June 2015 Outside Director, AIDA ENGINEERING, LTD. (current position)</p> <p>June 2016 Outside Director, Infotera Corporation (currently Asteria Corporation) (current position)</p> <p>Outside Director, MIROKU JYOHO SERVICE CO., LTD. (current position)</p> <p>June 2017 Outside Director, SBI Holdings, Inc.</p> <p>June 2019 Outside Director, ZUU Co., Ltd. (current position)</p> <p>June 2020 Outside Director, THE FUKUSHIMA BANK, LTD.</p> <p>February 2022 Chairman of the Board, Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited) (current position)</p> <p><Concurrent holding of important positions> Chairman of the Board, SBI Shinsei Bank, Limited</p>		0
	<p><Reasons for electing the candidate for Outside Director and the overview of expected roles></p> <p>Hirofumi Gomi has abundant experience and advanced expertise acquired through his participation in the financial administration of the country as Commissioner of the Financial Services Agency, etc. and has been providing advice and suggestions useful for management of the Company. He has abundant experience in corporate management of other multiple companies, including as a director and chairman of a private sector financial institution and as an outside officer, which he has utilized for the Company's management, and has been supervising management from an independent and objective point of view. Based on the above, we judge that he is suitable as Outside Director of the Company, expect him to continue playing the above-mentioned roles, and request his re-election as Outside Director.</p>			

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company’s shares held
6	Mikio Mochizuki (July 8, 1954) [Candidate for re-election] [Outside Director] [Independent Director] Board of Directors’ meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)	April	1978	Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation)	985
		April	2011	Executive Officer, IHI Corporation President and CEO, IHI INC. (Regional Headquarter for the Americas)	
		April	2014	Managing Executive Officer, General Manager of Finance & Accounting Division, IHI Corporation	
		June	2016	Director, Managing Executive Officer, General Manager of Finance & Accounting Division, IHI Corporation	
		April	2017	Director, Managing Executive Officer, President of Industrial Systems and General-Purpose Machinery Business Area, IHI Corporation	
		April	2018	Director, IHI Corporation	
		June	2018	Adviser, IHI Corporation (resigned in June 2021)	
		June	2021	Outside Director, AIDA ENGINEERING, LTD. (current position)	
		June	2022	Outside Director, Toshiba Corporation	
		December	2023	Corporate Auditor, Toshiba Corporation	
<Concurrent holding of important positions> Not applicable					
<Reasons for electing the candidate for Outside Director and the overview of expected roles> Mikio Mochizuki has acquired abundant experience and broad knowledge in the industrial machinery business including the press machine business through his career at IHI Corporation as President and CEO of Regional Headquarter for the Americas, Director, Managing Executive Officer, General Manager of Finance & Accounting Division, and Director responsible for Industrial Systems and General-Purpose Machinery Business Area, and he has been providing advice and suggestions useful for management of the Company. In addition, he has experience in corporate management at other companies as an outside officer, and has been utilizing it for the Company’s management and supervising management from an independent and objective point of view. Based on the above, we judge that he is suitable as Outside Director of the Company and expect him to continue playing the above-mentioned roles. Therefore, we request his re-election as Outside Director.					

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company’s shares held
7	<div>Isao Iguchi (September 3, 1954)</div> <div>[Candidate for re-election] [Outside Director] [Independent Director]</div> <div>Board of Directors’ meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)</div>	April April April April April April June	1977 2008 2010 2012 2016 2019 2021	Joined Mitsubishi Electric Corporation Corporate Executive, General Manager, Industrial Products Marketing Division, Factory Automation Systems Group, Mitsubishi Electric Corporation Corporate Executive, Senior General Manager, Chubu Branch Office, Mitsubishi Electric Corporation Executive Officer, Vice President, Corporate Marketing Group, Mitsubishi Electric Corporation Senior Vice President, Group President, Automotive Equipment Group, Deputy Senior General Manager, ITS Business Development Group, Mitsubishi Electric Corporation Senior Corporate Adviser, Mitsubishi Electric Corporation (resigned in March 2022) Outside Director, AIDA ENGINEERING, LTD. (current position) <Concurrent holding of important positions> Not applicable	2,515
<div><Reasons for electing the candidate for Outside Director and the overview of expected roles></div> <div>Isao Iguchi has acquired abundant experience and broad knowledge in the automatic machines and factory automation businesses, on which the Company focuses, through his career at Mitsubishi Electric Corporation as Corporate Executive and General Manager of Industrial Products Marketing Division of Factory Automation Systems Group, Executive Officer and Vice President of Corporate Marketing Group, and Senior Vice President and Group President of Automotive Equipment Group, and he has been providing advice and suggestions useful for management of the Company. In addition, he has insights into corporate management, and has been utilizing these for the Company’s management and supervising management from an independent and objective point of view. Based on the above, we judge that he is suitable as Outside Director of the Company, expect him to continue playing the above-mentioned roles, and request his re-election as Outside Director.</div>					

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company's shares held
8	<p>Kiyoe Kado (February 8, 1955) (Name on the family register: Kiyoe Takeda)</p> <p>[Candidate for re-election] [Outside Director] [Independent Director]</p> <p>Board of Directors' meeting attendance during the fiscal year ended March 31, 2025 - 100% (14 out of 14 meetings)</p>	<p>April 1978 Assistant, University of Tokyo Faculty of Law</p> <p>July 1981 Researcher, Anderson Mōri & Rabinowitz (Currently Anderson Mōri & Tomotsune)</p> <p>April 1985 Full-Time Lecturer, University of Toyama Faculty of Economics</p> <p>April 1987 Assistant Professor, University of Toyama Faculty of Economics</p> <p>April 1988 Assistant Professor, University of Tsukuba Faculty of Social Sciences</p> <p>April 1992 Assistant Professor, Seijo University Faculty of Law</p> <p>April 1995 Professor, Rikkyo University College of Law and Politics</p> <p>October 2005 Managing Director, Rikkyo Educational Corporation</p> <p>April 2010 Dean, Rikkyo University College of Law and Politics</p> <p>April 2016 Auditor (part time), Chiba University</p> <p>June 2017 Outside Director, LIXIL VIVA CORPORATION (currently ARCLANDS CO., LTD.)</p> <p>June 2018 Outside Director (Audit and Supervisory Committee Member), LIXIL VIVA CORPORATION (currently ARCLANDS CO., LTD.)</p> <p>April 2020 Professor Emeritus, Rikkyo University (current position)</p> <p>July 2020 Registered as an attorney-at-law (Dai-ichi Tokyo Bar Association) Joined Shimada Hamba & Osajima as Visiting Attorney (current position)</p> <p>April 2022 Visiting Professor, Meiji Gakuin University (current position)</p> <p>June 2022 Director, Trust Forum Foundation (current position)</p> <p>June 2023 Outside Director, AIDA ENGINEERING, LTD. (current position)</p> <p>June 2024 Visiting Professor, Takaoka University of Law (current position)</p> <p><Concurrent holding of important positions> Not applicable</p>			0

	<p><Reasons for electing the candidate for Outside Director and the overview of expected roles></p> <p>In addition to participating in research studies in the field of civil law, Kiyoe Kado has acquired advanced expertise in general business legal practices as a legal specialist, and has been providing advice and suggestions useful for the management of the Company. In addition, she has experience in human resources development as the dean of a university's law department, as well as experience in corporate management as a full-time director of an incorporated educational institution and as an outside director of a business corporation. She has been utilizing these for the management of the Company and supervising management from an independent and objective point of view. Based on the above, we judge that she is suitable as Outside Director of the Company and expect her to continue playing the above-mentioned roles. Therefore, we request her re-election as Outside Director.</p>	
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- (Notes)
1. There is no special interest between the above candidates and the Company.
 2. The number of the Company's shares each candidate holds is shown including shares of stock in Shareholding Association.
 3. Hirofumi Gomi, Mikio Mochizuki, Isao Iguchi and Kiyoe Kado are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
 4. The Company designated Hirofumi Gomi, Mikio Mochizuki, Isao Iguchi and Kiyoe Kado as Independent Directors as defined by Tokyo Stock Exchange, Inc., and registered them with the Tokyo Stock Exchange as Independent Directors. If the re-election of these candidates is approved at this General Meeting of Shareholders, the Company will re-designate them as Independent Directors.
 5. Mikio Mochizuki had served until June 2018 as Director of IHI Corporation, one of the Company's business partners, but for the fiscal year ended March 31, 2025, the transaction amount between the Company and IHI Corporation is immaterial, as the Company's sales to IHI Corporation and purchases from IHI Corporation each comprised less than 1% of the Company's consolidated net sales. Therefore, the Company judges that there is no risk of a conflict of interest with ordinary shareholders and no impact on independence.
 6. Isao Iguchi had served until March 2019 as Senior Vice President of Mitsubishi Electric Corporation, one of the Company's business partners, but for the fiscal year ended March 31, 2025, the transaction amount between the Company and Mitsubishi Electric Corporation is immaterial, as the Company's sales to Mitsubishi Electric Corporation and purchases from Mitsubishi Electric Corporation each comprised less than 1% of the Company's consolidated net sales. Therefore, the Company judges that there is no risk of a conflict of interest with ordinary shareholders and no impact on independence.
 7. Kiyoe Kado had served from June 2017 until March 2021 as Outside Director of LIXIL VIVA CORPORATION (currently ARCLANDS CO., LTD.), during which LIXIL VIVA CORPORATION received a recommendation from the Japan Fair Trade Commission related to the identification of actions in violation of the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors. Although she was not aware of these practices before the facts were uncovered, she regularly brought attention to the importance of compliance with laws and regulations at meetings of the Board of Directors, and after the facts were uncovered, she endeavored to duly perform her duties in regard to the situation by offering various recommendations and expressing opinions toward improving said Company's internal legal compliance system to order to prevent recurrence.
 8. The term of office of Hirofumi Gomi as an Outside Director is ten (10) years at the closing of this General Meeting of Shareholders. The terms of office of Mikio Mochizuki and Isao Iguchi as Outside Directors are four (4) years at the closing of this General Meeting of Shareholders. The term of office of Kiyoe Kado as an Outside Director is two (2) years at the closing of this General Meeting of Shareholders.
 9. Pursuant to the Articles of Incorporation, the Company has entered into contracts with Hirofumi Gomi, Mikio Mochizuki, Isao Iguchi, and Kiyoe Kado, which provide that the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be up to the minimum liability amount specified in each item of Article 425, Paragraph 1 of the same Act. If the re-election of these candidates is approved at this General Meeting of Shareholders, the Company will continue the aforementioned liability limitation contracts with them.
 10. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The insurance policy covers damage that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the election of each candidate for Director is approved, he or she will be insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of the next renewal.

(Reference) Skills expected of Director candidates

Category Name	Outside Independent Officer	Expertise/experience							
		Corporate management	Accounting, finance, & capital market	Risk management, legal affairs, & compliance ^{*1}	International operations	Sales & marketing	Technology & research and development	IT & DX	Personnel affairs & human resource development
Kimikazu Aida		○			○	○	○		
Toshihiko Suzuki		○		○		○	○	○	
Hiromitsu Ugawa			○	○	○				○
Junichi Yonaiyama					○	○			
Hirofumi Gomi	✓	○	○	○					
Mikio Mochizuki	✓		○	○	○				
Isao Iguchi	✓					○		○	
Kiyoe Kado	✓			○					○

(Notes) 1. “Risk management, legal affairs, & compliance” includes the perspective of product liability (PL).

2. The above table shows areas where each Director is particularly expected to contribute to the Company’s management. It does not indicate all of the skills and expert knowledge possessed by each Director.

Proposal 3-Election of One (1) Statutory Auditor

The term of office of one (1) Statutory Auditor Noriyuki Katayama will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) Statutory Auditor is proposed.

The Company has already obtained the consent of the Board of Statutory Auditors with respect to the submission of this proposal.

The candidate for Statutory Auditor is shown below.

Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company's shares held
<p>Kiyotaka Sasaki (February 19, 1961)</p> <p>[New Candidate] [Outside Auditor] [Independent Auditor]</p>	April	1983	Joined the Ministry of Finance	0
	July	1989	Director, Takayama Tax Office	
	July	1990	Director, Coordination Division, Nagoya Regional Taxation Bureau	
	July	1993	Senior Administrator, OECD (Organisation for Economic Co-operation and Development)	
	July	2002	Senior Financial Sector Expert, IMF (International Monetary Fund)	
	July	2005	Director, Criminal Investigation Division, Securities and Exchange Surveillance Commission, Financial Services Agency	
	July	2007	Director, Planning and Management Division, Securities and Exchange Surveillance Commission, Financial Services Agency	
	July	2010	Director, Planning and Management Division, Inspection Bureau, Financial Services Agency	
	July	2011	Secretary-General, Certified Public Accountants and Auditing Oversight Board and Deputy Director-General, Inspection Bureau, Financial Services Agency	
	July	2015	Secretary-General, Securities and Exchange Surveillance Commission, Financial Services Agency	
	July	2017	Vice Commissioner for Strategy Development and Management, Financial Services Agency	
	July	2018	Director-General, Strategy Development and Management Bureau, Financial Services Agency	
	July	2019	Retired from Financial Services Agency	
	November	2019	Visiting Professor, Hitotsubashi University Business School (current position)	
	June	2021	Director, Japan Internal Audit Research Foundation (current position)	
	July	2023	Non-executive Director, Japan Virtual and Crypto assets Exchange Association (current position)	
<Concurrent holding of important positions> Not applicable				

<p><Reasons for electing the candidate for Outside Statutory Auditor></p> <p>Kiyotaka Sasaki has many years of experience in the regulation and supervision of financial industry and markets, including senior positions as Secretary-General, Executive Bureau, Securities and Exchange Surveillance Commission and Director-General, Strategy Development and Management Bureau in the Financial Services Agency. He has subsequently served as a Visiting Professor at Hitotsubashi University Business School, and has gained abundant experience and advanced expertise throughout his career in a wide range of fields including capital market surveillance, audit firm inspections, internal and external audits, corporate governance, DX, and sustainability. We expect him to utilize these skills in the audits of the Company, and to oversee and supervise the execution of duties by Directors and executors of business from an independent and objective point of view. Based on the above, we judge that he will appropriately perform his duties as an Outside Statutory Auditor and request his new election as Outside Statutory Auditor.</p>	
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- (Notes)
1. There is no special interest between the above candidate and the Company.
 2. Kiyotaka Sasaki is a candidate for an Outside Statutory Auditor as stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.
 3. Kiyotaka Sasaki satisfies the requirement as an Independent Statutory Auditor as defined by Tokyo Stock Exchange, Inc. If the election of Kiyotaka Sasaki as a Statutory Auditor is approved, the Company will register him with the Tokyo Stock Exchange as an Independent Statutory Auditor.
 4. If the election of Kiyotaka Sasaki as a Statutory Auditor is approved, pursuant to the Articles of Incorporation, the Company will enter into a contract with him, which provides that the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be up to the minimum liability amount specified in each item of Article 425, Paragraph 1 of the same law.
 5. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The insurance policy covers damage that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the election of Kiyotaka Sasaki as a Statutory Auditor is approved, he will be insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the time of the next renewal.

(Reference) Independence Criteria for Outside Officers

The Company has stipulated the criteria for the independence of Outside Officers as follows for the determination of their independence.

In principle, a person who does not fall under any of the following items at present or within the past three years

- (1) A party whose major business partner is the Company, or an executor of business thereof if the party is a corporation, etc.
- (2) A major business partner of the Company, or an executor of business thereof if the party is a corporation, etc.
- (3) A consultant, accounting specialist or legal specialist who receives a significant amount of money or other property from the Company other than the compensation from the Company as an Outside Officer.
- (4) An employee, etc. of the consulting firm, accounting office or law firm, etc. whose major business partner is the Company
- (5) A party who receives a significant amount of donation, etc. from the Company, or an executor of business thereof if the party is a corporation, etc.
- (6) A major shareholder (a party who holds 10% or more of the total voting rights) of the Company, or an executor of business thereof if the party is a corporation, etc.
- (7) A close relative of the following (excluding insignificant person)
 - A. A person who falls under (1) to (6) described above
 - B. A Director, Statutory Auditor, Operating Officer or important employee of the Company or its subsidiary

Proposal 4- Re-establishment of Framework for Stock Compensation for Directors

1. Reasons for Proposal and Rationale for Deeming it Appropriate

At the 82nd Ordinary General Meeting of Shareholders held on June 19, 2017, the Company obtained approval to introduce a performance-linked stock compensation plan (the “**Plan**”) for Directors of the Company (excluding Outside Directors; unless otherwise specified, the same will apply in this Proposal), titled the Board Benefit Trust (“**BBT**”), and the Plan has remained in effect to date.

The Company has now decided to re-establish the Plan for the purpose of ensuring that it functions as an appropriate incentive to enhance the Company’s medium- to long-term corporate value and to further promote the sharing of value with shareholders. Specifically, in light of this purpose of re-establishing the framework for compensation, the Company hereby seeks shareholder approval for the following revision of the framework of the Plan as follows (collectively, the “**Re-establishments**”): (i) to increase the proportion of stock-based compensation within Directors’ overall compensation, (ii) to raise the upper limit on the number of points that may be granted to Directors per fiscal year in order to enhance the incentive for Directors to achieve medium- to long-term increases in the Company’s share price, (iii) to establish a specific method for calculating the amount of compensation to be paid to Directors under the Plan, and (iv) to remove the upper limit on the amount of cash that the Company may contribute to the BBT, taking into account the potential impact of fluctuations in the Company’s share price on the number of shares to be acquired by the BBT. Other than the matters stated above, no other revisions will be made to the Plan.

The Re-establishments are in line with the amendments to the Company’s Policy on Determining Individual Compensation for Directors (as described below) as resolved by the Board of Directors on the condition that the Proposal is approved as originally proposed. Accordingly, the Company believes that the content of this Proposal is appropriate. In addition, the Company’s Remuneration Advisory Committee has issued a recommendation supporting the appropriateness of the Re-establishments, based on its assessment of the purpose of the Plan and the effectiveness of its incentive structure in driving the Company’s medium- to long-term corporate value.

This Proposal is separate from the Director compensation framework approved at the 66th Ordinary General Meeting of Shareholders held on June 28, 2001 (which authorized a maximum of 300 million yen per year in total compensation, excluding salaries paid to Directors in their capacity as employees), and seeks shareholder approval for the specific method of calculating the amounts of compensation and other benefits to be paid to Directors of the Company under the Plan. The Company hereby requests that the authority to determine the specific details of the Plan within the scope set forth in Paragraph 2 below be delegated to the Board of Directors.

If Proposal 2 is approved as proposed, the number of Directors subject to the Plan will be four (4).

2. Specific Method for Calculating the Amount of Compensation and Other Details under the Plan and Reference Information *(key revisions are underlined)*.

(1) Overview of Plan

The Plan is a stock-based compensation system under which the shares of the Company are acquired through a trust (the “**Trust**”) established in accordance with the Plan, using funds contributed by the Company. Under the Company’s Officer Stock Grant Regulations, compensation is granted to Directors through the Trust in the form of (i) shares of the Company and (ii) cash in an amount equivalent to the market value of such shares as of the time of the Director’s retirement (collectively, the “**Company Shares, etc.**”). Generally, the Company Shares, etc. will be delivered upon the Director’s retirement.

(2) Eligible Participants

Directors (excluding Outside Directors)

(3) Trust Period

From October 2017 until termination of the Trust (Note: no specific termination date is set for the Trust period; the Trust will remain in effect for as long as the Plan remains in effect. The Plan will terminate upon the delisting of the Company’s shares, the abolition of the Company’s Officer Stock Grant Regulations, or the occurrence of any other similar events.)

(4) Trust Amount

The Company has introduced the Plan for the three fiscal years from the fiscal year ended March 31, 2018, through the fiscal year ended March 31, 2020 (the “**Initial Applicable Period**”; the Initial

Applicable Period and each subsequent three-year period thereafter are each referred to as an “**Applicable Period**”) and for each Applicable Period. For the purpose of delivering the Company’s Shares, etc. to the Directors under the Plan for the Initial Applicable Period, the Company contributed 105 million yen to the Trust as the funds for the acquisition of the Company’s Shares, etc. by the Trust and established the Trust. The Trust used such funds to acquire 81,800 shares of the Company’s stock. In addition, in August 2020, the Trust acquired 101,500 shares of the Company’s stock through a cash contribution of 72 million yen, and in March 2024, it acquired 84,600 shares of the Company’s stock through an additional cash contribution of 72 million yen.

Even after the end of each Applicable Period, and until the termination of the Plan, the Company will generally make a reasonable estimate of the number of Shares required to be delivered to Directors under the Plan for each Applicable Period, and will make additional cash contributions to the Trust as necessary to enable the Trust to acquire such shares in advance. As described in Item (5) below, since the maximum number of Shares of the Company that may be acquired by the Trust for each Applicable Period is 300,000 shares, the total amount to be contributed to the Trust as the funds for the acquisition of the Company’s Shares by the Trust is limited to the highest price of the Company’s common stock in regular trading on the Tokyo Stock Exchange during the Applicable Period multiplied by 300,000. However, in the event that an additional contribution is made, if there are any shares of the Company or cash remaining in the trust assets (shares of the Company equivalent to the number of points granted to Directors for each Applicable Period up to the immediately preceding one, excluding those for which delivery to Directors has not yet been completed, and cash; collectively, the “**Residual Shares, etc.**”) the Residual Shares, etc. will be used as the source of funds for the delivery of Company Shares, etc. under the Plan for subsequent Applicable Periods, and the amount of any additional contribution will be calculated taking into account the Residual Shares, etc. If the Company decides to make an additional contribution, it will disclose such decision in a timely and appropriate manner.

Note: The actual amount of cash contributed by the Company to the Trust will be the sum of the funds required to acquire shares as described above and the estimated amount of necessary expenses, including trust fees.

(5) Method and Number of Shares to be Acquired by Trust

The Trust will acquire shares of the Company using funds contributed as described in Item (4) above, either through market transactions on a stock exchange or by subscribing to the disposition of the Company’s treasury shares.

The maximum number of points that may be granted to Directors is 100,000 points per fiscal year, as described in Item (6) below. Therefore, the maximum number of Shares of the Company that may be acquired by the Trust for each Applicable Period is 300,000 shares. The details of each acquisition will be disclosed in a timely and appropriate manner.

(6) Method of Calculating Number of Company Shares, etc. to be delivered to Directors and its limit

Each fiscal year, Directors will be granted a number of points determined in accordance with the Company’s Officer Stock Grant Regulations, taking into consideration their position and other relevant factors. The total number of points granted to Directors per fiscal year will not exceed 100,000 points. This upper limit has been set based on a comprehensive assessment of the current level of Director compensation, the number of Directors, as well as future projections, and the Company considers such limit appropriate.

Each point granted to Directors will generally be converted into one share of the Company’s common stock at the time of delivery of the Company Shares, etc. as described in Item (7) below. (However, if, following the approval of this Proposal, a stock split, a gratis allotment of shares, a reverse stock split, or other similar corporate action is conducted with respect to the Company’s shares, the Company will reasonably adjust the upper limit on the number of points, the number of points already granted, or the conversion ratio, as applicable, in accordance with the applicable ratio or other relevant factors.)

As of March 31, 2025, the number of voting rights corresponding to the maximum number of points that may be granted to Directors per fiscal year, which is equivalent to 1,000 voting rights, is approximately 0.16% of the total number of voting rights of the issued shares of the Company, which is 618,123 voting rights.

The number of points that will serve as the basis for the delivery of the Company’s Shares, etc. in accordance with Item (7) below will generally be the total number of points granted to the relevant Director up to the time of retirement (such total number of points calculated in this manner is referred to below as the “**Finalized Number of Points**”).

(7) Delivery of Company Shares, etc. and Specific Method for Calculating the Amount of Compensation

and Other Benefits

Upon retirement, a Director who meets the beneficiary requirements set forth in the Company's Officer Stock Grant Regulations will generally receive from the Trust, upon completion of the prescribed procedures for determining beneficiaries, the number of Company Shares equivalent to the number of Finalized Number of Points calculated in accordance with Item (6) above. At such time, in relation to a certain portion of the Company Shares that the Director is entitled to receive, the Company may, in accordance with the requirements set forth in the Officer Stock Grant Regulations, make a cash payment to such Director equivalent to the market value of such shares as of the date of the Director's retirement. (In such case, the Trust may sell the Company Shares in order to fund such cash payment.)

Notwithstanding the foregoing, even if a Director has been granted points, such Director will not be entitled to delivery of the Company Shares, etc. if such Director is (i) removed by a resolution of the General Meeting of Shareholders, (ii) retires due to certain misconduct during such Director's term of office, or (iii) engages in any inappropriate conduct during such Director's term of office that causes damage to the Company.

The amount of compensation and other benefits payable to a Director is determined by multiplying the total number of points granted to such Director at the time the points are granted by the book value per share of the Company Shares held by the Trust. (However, in the event of a stock split, a gratis allotment of shares, a reverse stock split, or other similar corporate action of Company Shares, the Company will make reasonable adjustments in accordance with the applicable ratio or other relevant factors.) In addition, if a cash payment is made as an exception in accordance with the provisions of the Company's Officer Stock Grant Regulations and such amount is deemed appropriate, the amount of such cash payment will be added to the total amount calculated above.

(8) Exercise of Voting Rights

The voting rights attached to the Company Shares held in the Trust Account will not, under any circumstances, be exercised, in accordance with the instructions of the Trust administrator. This approach is intended to ensure neutrality in the Company's management in relation to the exercise of voting rights for Company Shares held in the Trust Account.

(9) Treatment of Dividends

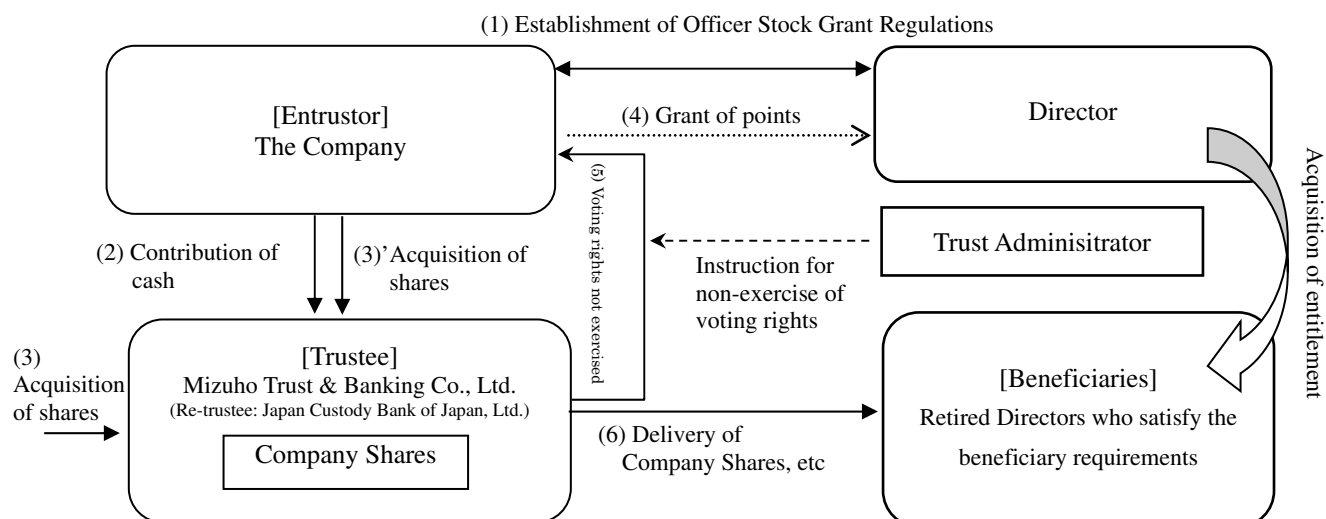
Dividends on Company Shares held in the Trust Account will be received by the Trust and used to fund the purchase price for acquiring Company Shares and paying trust fees and other expenses associated with the trust administration of the Trust. If the Trust is terminated, dividends and any remaining funds in the Trust will be allocated to Directors then in office in proportion to the number of points held by each Director in accordance with the provisions of the Company's Officer Stock Grant Regulations.

(10) Treatment upon Termination of Trust

The Trust will terminate upon the delisting of the Company's shares, the abolition of the Company's Officer Stock Grant Regulations, or the occurrence of any other similar events.

Upon termination of the Trust, all remaining assets of the Trust consisting of Company Shares will be acquired by the Company without consideration and will be cancelled by a resolution of the Board of Directors. With respect to any cash remaining in the Trust at the time of termination, the amount remaining after deducting the amount payable to the Directors under Item (9) above will be returned to the Company.

< Reference: Framework of the Plan >



[Explanation of Framework]

- (1) The Company will establish the “Officer Stock Grant Regulations” within the scope of the framework approved under this Proposal.
- (2) The Company will contribute the cash within the scope of the approval of this Proposal.
- (3) The Trust will acquire the Company Shares by using the funds contributed under (2) as the source of funds for the acquisition of the Company Shares through market transactions on a stock exchange or by subscribing to a disposition of the Company’s treasury shares (3)‘.
- (4) The Company will grant points to Directors in accordance with the “Officer Stock Grant Regulations.”
- (5) The Trust will not exercise voting rights attached to Company Shares held in the Trust Account in accordance with the instructions of the trust administrator, who is independent from the Company.
- (6) The Trust will deliver Company Shares to those who have retired as Directors and who satisfy the beneficiary requirements set forth in the “Officer Stock Grant Regulations” (the “**Beneficiaries**”) in accordance with the number of points granted to such Beneficiaries. At such time, in relation to a certain portion of the Company Shares that the Beneficiary is entitled to receive, the Company may, in accordance with the requirements set forth in the Officer Stock Grant Regulations, make a cash payment to such Beneficiary equivalent to the market value of such shares as of the date of the Beneficiary’s retirement.

<Reference: Policy on Determining Individual Compensation for Directors (Draft)>

(The content is based on approval of this Proposal as originally proposed.)

The Company has established the Policy on Determining Individual Compensation for Directors (the “Policy”). A summary of the Policy is set out below.

Directors’ compensation consists of (a) fixed compensation in the form of base compensation, (b) performance-linked bonuses tied to the Company’s performance for a single fiscal year, and (c) non-monetary compensation linked to the Company’s share price (stock-based compensation). Compensation for Outside Directors is limited to (a) fixed compensation in the form of base compensation, in light of their responsibilities to maintain independence and to supervise overall management from an objective perspective. In relation to monetary compensation for Directors, specifically, (a) base compensation and (b) performance-linked bonuses, the maximum annual aggregate amount was set at 300 million yen (excluding the portion equivalent to compensation for Directors who concurrently serve in their capacity as employees) at the 66th Ordinary General Meeting of Shareholders held on June 28, 2001. The specific individual compensation amounts for internal Directors for the current fiscal year are determined by the Representative Director and President, taking into consideration the recommendations of the Remuneration Advisory Committee. In relation to (c) non-monetary compensation (stock-based compensation), a separate maximum amount of 105 million yen over three fiscal years was approved at the 82nd Ordinary General Meeting of Shareholders held on June 19, 2017, in addition to the maximum amount of monetary compensation for Directors described above. However, at the Board of Directors’ meeting held on April 11, 2025, the Company resolved to change the Policy on Determining Individual Compensation for Directors in order to further incentivize Directors to achieve medium- to long-term increases in the Company’s share price. Specifically, the Company resolved to decrease the proportion of fixed compensation in the form of base compensation and increase the proportion of

stock-based compensation (i.e., a revision to the so-called compensation mix); abolish the maximum aggregate amount of 105 million yen over three fiscal years for stock-based compensation; and raise the upper limit on the number of points that may be granted to Directors per fiscal year from 54,600 points to 100,000 points (with one point equivalent to one share).

The Remuneration Advisory Committee has issued a recommendation that this revision to the compensation mix is appropriate, taking into consideration the effectiveness of such incentives in promoting medium- to long-term performance improvement.

(a) Base compensation is determined based on a grade corresponding to a Director's position and experience, with a standard monthly compensation amount being assigned to each grade. Such standard compensation amount is paid monthly. The standard compensation amounts are set at appropriate levels, taking into account the Company's business environment and prevailing market standards.

(b) Performance-linked bonuses are intended to incentivize the achievement of the Company's annual performance targets. The total amount of bonuses is calculated by adding (i) a base component, which is derived from a portion of the standard monthly compensation amount (which is not paid if the Company's consolidated operating profit for the applicable fiscal year falls below a specified threshold) and (ii) a performance-linked component, calculated by multiplying the Company's consolidated operating profit for the applicable fiscal year by a prescribed coefficient. The amount allocated to each Director is determined in accordance with their respective positions, and bonuses are paid twice annually, in the summer and winter.

Performance-linked bonuses are calculated based on actual consolidated operating profit, which is an important management indicator shared with shareholders. However, no target values are set for the payment of such bonuses.

The Company's consolidated operating profit for the current fiscal year was 5.52 billion yen. Given that performance-linked bonuses automatically fluctuate in accordance with the level of consolidated operating profit, with a minimum threshold of zero regardless of the base compensation levels, the allocation ratio among base compensation, performance-linked bonuses, and non-monetary compensation (stock-based compensation) is determined based on the level of consolidated operating profit. Accordingly, there is no predetermined allocation ratio for such components, nor are the amounts of each type of compensation set based on any fixed allocation ratio.

(c) Non-monetary compensation (stock-based compensation) is intended to incentivize medium- to long-term enhancement of corporate value. Under the Company's Officer Stock Grant Regulations, points (with one point equivalent to one share) are granted annually based on position, and upon retirement or other triggering events, the accumulated points are delivered through a trust in the form of shares of the Company or cash equivalent to the market value of such shares. Through this revision of the compensation mix, the Company aims to further promote the sharing of value with shareholders and to operate the Company's business with an increased focus on the medium- to long-term enhancement of share value.

The above policy was carefully deliberated and approved at the Board of Directors' meetings held on May 13, 2021, and April 11, 2025.

The determination of Directors' compensation (including individual compensation amounts) for the current fiscal year is as follows: (a) base compensation and (b) performance-linked bonuses are determined by Mr. Toshihiko Suzuki, Representative Director and President, in accordance with authority delegated by the Board of Directors, taking into consideration the recommendations of the Remuneration Advisory Committee and (c) non-monetary compensation (stock-based compensation) is determined in accordance with the Company's Officer Stock Grant Regulations. In all cases, compensation is determined within the limits approved by the General Meeting of Shareholders and in accordance with pre-established internal criteria. The Board of Directors has confirmed that such components of Directors' compensation are appropriate and in line with the above the Policy.

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